



**TMK-ARTROM S.A.**

Draganesti Str. 30, Slatina, jud. OLT, Romania 230119

Tel: +40 (249) 436862, 434640, 434641

Fax: +40 (249) 434330, 437288

E-mail: office.slatina@tmk-artrom.eu www.tmk-artrom.eu

J 28/9/1991; VAT No. RO 1510210/1992

Subscribed and Paid Share Capital: 291.587.538,34 lei

## **Current Report**

### **In accordance with Law no. 297/2004 on capital market and Regulation No. 1/2006 of NSC**

Date of the Report: 20 September 2016

Name of the issuing entity: TMK- ARTROM S.A. Slatina

Registered office: 30 Draganesti, Slatina, Olt, Romania

Telephone/fax number: +40249436862/ +40249434330

Registered in the Trade Register under no: J28/9/1991

Tax Identification Number: RO1510210

Subscribed capital: 291.587.538,34 RON

Subscribed and paid up share capital: 291.587.538,34 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange - STANDARD

Category (market symbol ART)

## **Important events to report**

### **THE DECISION OF 19 SEPTEMBER 2016**

### **OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

#### **TMK – ARTROM S.A.**

The Extraordinary General Meeting of Shareholders of TMK - ARTROM S.A., company registered and functioning in accordance with the Romanian law, with its headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania registered with the Trade Registry under no. J28/9/1991, sole registration code RO1510210, having a subscribed and paid share capital of RON 291,587,538.34, divided into 116,170,334 nominative shares with a value of RON 2,51 each (the "Company" or "TMK-Artrom"),

convoked through the calling notice published in the Official Gazette of Romania Part IV no. 2961 dated 12 August 2016 and Bursa newspaper of 19 August 2016, as supplemented and republished in the Official Gazette of Romania Part IV no. 3160 dated 31 August 2016 and Gazeta Oltului newspaper of 30 August 2016,

held on 19 September 2016, starting with 11.00 am at the Company's headquarters at 30 Draganesti Street, Slatina, Olt County, Romania, at first calling,

according to the provisions of Law no. 31/1990, as republished and with the subsequent amendments and completions (the "Companies Law"), the provisions of Law no. 297/2004 on capital markets (the "Capital Market

Law"), the provisions of the National Securities Commission's Regulation no. 1/2006 regarding the issuers and trading of securities, the provisions of the National Securities Commission's Regulation no. 6/2009 regarding certain rights of shareholders in the general meetings of companies' shareholders and the provisions of Company's Articles of Association

DECIDES UPON THE POINTS NO. 1, 2, 2<sup>1</sup>, 3, 3<sup>1</sup>, 4 AND 5 ON THE AGENDA AS FOLLOWS

Point (A.)1. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the affirmative vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, approves the credit contract ("BCR Facility") which will be concluded by TMK –Artrom, as borrower, with Banca Comerciala Romana SA ("BCR"), as lender, according to which Banca Comerciala Romana SA will make available to the borrower a non-revolving facility for a 7 years term in amount of EUR 25,000,000 ("Amount of BCR Facility") for financing the acquisition of the Complex of Thermic Treatments, under the terms and conditions agreed by the parties;

Point (A.)2. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the against vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, rejects the approval and/or acknowledgement, as the case may be, of the guarantees made by TMK-Artrom or for TMK Artrom with the purpose of guaranteeing and insuring the full reimbursement and fulfillment by the Company of its obligations (during the entire period of such obligations) under the Credit Contract „BCR Facility“, as follows:

- i. BCR Letter of corporate guarantee issued by PAO TMK;
- ii. Movable Mortgage over the current and future accounts and the balance of the accounts opened by TMK-Artrom with Banca Comerciala Romana ("Mortgage on BCR accounts");
- iii. Movable Mortgage over the present and future accounts and the balance in hand of the accounts opened by TMK-Resita SA with Banca Comerciala Romana ("Mortgage on BCR accounts");
- iv. Movable Mortgage over the actives financed through „BCR Facility“ ("Mortgage on BCR Actives").

Point (A.)2<sup>1</sup>. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the affirmative vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, approves the guarantees that will be established by TMK-Artrom, the subordination of the Company's obligations to the majority shareholder and to other companies in the group to the obligations established towards BCR, as well as acknowledging the guarantees provided for TMK-Artrom by other companies in the group, in order to guarantee and/or to ensure the full repayment and the performance by the Company of its obligations (throughout the existence of such obligations) arising from the Credit Contract "BCR Facility" as follows:

- i. Corporate letter of guarantee issued by PAO TMK in favor of BCR;
- ii. Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Artrom at Banca Comerciala Romana ("Mortgage on Accounts");
- iii. Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Resita S.A. at Banca Comerciala Romana;
- iv. Mortgage on the assets that are part of the Complex of Thermic Treatments and/or funded by "BCR Facility", on the receivables arising from the contracts for the acquisition of these assets as well as the insurance policies of the Company relating to, among other things, the Complex of Thermic Treatments ("Mortgage on Goods");
- v. The subordination of present and future obligations of TMK-Artrom towards the majority shareholder TMK Europe GmbH and towards the other companies of the TMK group to any obligations that TMK-Artrom has arising from the BCR Facility ("Subordination Contract").

Point (A.)3. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the against vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, rejects the empowering with full powers and authority to represent the Company for (i) signing the Credit Contract with BCR, and the Mortgage on the BCR accounts (together with "BCR Contracts"), (ii) negotiating with diligence, in the name and on behalf of the Company, with its best abilities, any other terms and conditions of the BCR Contracts unmentioned expressly in these resolutions, (iii) signing and/or sending all of the documents and notifications (including, if the case, any other user requests) which must be signed and/or sent by the Company according to/or in regard to BCR Contracts, and (iv) signing, drafting, submitting, making, sending and receiving any other documents relating the performance of any other formalities and required actions necessary for accurate implementation and unfolding of the BCR Contracts, including, but without limitation to, registering the mortgage with accounts with BCR at the Electronic Archive for Security Interests in Movable Property, of the following persons, as follows:

- Mr. Adrian Popescu, General Manager of TMK-Artrom shall have an individual signing right being empowered to sign the above documents alone; or
- Mr. Evgeny Chernyy – Financial Deputy General Manager of TMK-Artrom, domiciled in Slatina, 7bis Livezi Street, residence permit no. RO 0411122, P.I.N. 7730609280014, passport 51 no. 5670013 issued by UFMS – 601 at 09.04.2013 and valid until 09.04.2018 will have signature right only together with Mrs. Cristiana Vaduva – Economic Deputy General Manager of TMK-Artrom, Romanian citizen, born at 06.11.1959, in Amaru Commune, Buzau District, domiciled in Slatina, 36 Panselelor Street, ID series OT no. 451920, issued by SPCLEP Slatina at 15.02.2010, P.I.N. 2591106284371, being empowered to sign only together the above documents.

Mr. Adrian Popescu can delegate his powers given at point (iii) and point (iv) above to any other third party, at his choice.

Point (A.)3<sup>1</sup>. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the affirmative vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, approves the empowering with full powers and authority to represent the Company for (i) signing the Credit Contract with BCR, the Mortgage on Accounts, Mortgage on Goods and the Subordination Contract (together the „BCR Contracts“), (ii) negotiating with diligence, in the name and on behalf of the Company, with its best abilities, any other terms and conditions of the BCR Contracts unmentioned expressly in these resolutions, (iii) signing and/or sending all of the documents and notifications (including, if the case, any other user requests) which must be signed and/or sent by the Company according to/or in regard to BCR Contracts, and (iv) signing, drafting, submitting, making, sending and receiving any other documents relating the performance of any other formalities and required actions necessary for accurate implementation and unfolding of the BCR Contracts, including, but without limitation to, registering the Mortgage on Accounts and the Mortgage on Goods at the Electronic Archive for Security Interests in Movable Property, of the following persons, as follows:

- Mr. Adrian Popescu – General Manager of TMK-Artrom shall have an individual signing right being empowered to sign alone all BCR Contracts and any document in relation with the BCR Facility (including, but without limitation to, all and any of the documents mentioned above); or
- Mr. Evgeny Chernyy – Financial Deputy General Manager of TMK-Artrom, domiciled in Slatina, 7bis Livezi Street, residence permit no. RO 0411122, P.I.N. 7730609280014, passport 51 no. 5670013 issued by UFMS – 601 at 09.04.2013 and valid until 09.04.2018 will have signature right only together with Mrs. Cristiana Vaduva – Economic Deputy General Manager of TMK-Artrom, Romanian citizen, born at 06.11.1959, in Amaru Commune, Buzau County, domiciled in Slatina, 36 Panselelor Street, ID series OT no. 451920, issued by SPCLEP Slatina at 15.02.2010, P.I.N. 2591106284371, being empowered to sign only together all BCR Contracts and documents in relation with the BCR Facility (including, but without limitation to, all and any of the documents mentioned above).

Mr. Adrian Popescu can delegate his powers granted above to any other third party, at his choosing.

Point (A.)4. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the affirmative vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, approves establishing, according to Article 238 of Law 297/2004 regarding the capital market, the date of 5 October 2016, as a registration date for identification of the shareholders to which the effects of the decisions made at the Extraordinary General Meeting of Shareholders convened through the present, reflect.

Point (A.)5. In the presence of shareholders representing 92.7282% of the share capital and voting rights, with the affirmative vote of the shareholders representing 92.7282% of the share capital and 100% of the votes expressed, approves empowering Mr. Adrian Popescu, in its quality of General Manager, to fulfill all of the necessary formalities for publishing and registering the above decisions.

**CEO,**

**ADRIAN POPESCU**