



TMK-ARTROM S.A.

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

Subscribed and Paid Share Capital: 291.587.538,34 lei

No 102/338 from 17.08.2017

Current Report

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

Date of the Report: 17 august 2017

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)

Events to be reported in accordance with art. 225 of law no 297/2004 on capital market and in the form provided by the Regulation no. 1/2006 of NSC:

CALLING NOTICE

of the

ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

of

TMK – ARTROM S.A.

The BOARD OF ADMINISTRATORS of TMK-ARTROM SA, a company whose registered office is at 30 Draganesti Street, Slatina, Olt County, Romania, registered with the Trade Registry under no. J28/9/1991, sole registration code 1510210 (the "Company" or "TMK-Artrom"), according to the provisions of Law no. 31/1990, as amended and republished (the "Companies Law"), the provisions of Law no. 297/2004 on capital markets (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Association, gathered on 15 August 2017

CONVENES

The Extraordinary General Meeting of Shareholders to take place on 26 September 2017, at 11:00 hours, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania. In case the quorum conditions required by the law and by the Articles of Association are not fulfilled, the Extraordinary General Meeting of Shareholders is convened on 27 September 2017 at the same place, the same hour (11:00 hour) and with the same agenda;

The Ordinary General Meeting of Shareholders to take place on 26 September 2017, at 13:30 hours, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania. In case the quorum conditions required by the law and by the Articles of Association are not fulfilled, the Ordinary

General Meeting of Shareholders is convened on 27 September 2017 at the same place, the same hour (13:30 hour) and with the same agenda;

In accordance with the provisions of Article 92, paragraph 8 of Law no. 24/2017 on issuers of financial instruments and market operations, the Board of Administration sets as reference date for the Ordinary and Extraordinary General Meetings of Shareholders the date of 8 September 2017 (the "Reference Date"). The shareholders who, at the end of the day set as the Reference Date, are registered with Depozitarul Central SA as shareholders of the Company shall be, in accordance with the law, the only shareholders entitled to participate to and vote in the Ordinary and the Extraordinary General Meeting of Shareholders irrespective whether the meetings are held on 26 September 2017 or on 27 September 2017, in case a second meeting is required.

Considering the above, the provisions of the Articles of Association of the Company and the relevant legal provisions in force, the Board of Administrators proposes the following agenda for the Extraordinary General Meeting of Shareholders:

The amendment of the Company's Articles of Association as follows:

1. The amendment of the majority shareholder's address as follows:

TMK-EUROPE GmbH, a company which has its registered office in Germania, Düsseldorf, Immermannstraße, no. 65 D, 40210.

2. Following the latest data received from the Depozitarul Central, the approval of the amendment of Art. 3 par. 1 of the Articles of Association of the Company from:

„The share capital of the Company is of RON 291,587,538.34, out of which RON 16,600,000.46 represents the equivalent of USD 5,000,000 and RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07, and is divided into 116,170,334 shares, having a nominal value of RON 2.51 each. The shareholding structure of the Company is the following:

TMK-EUROPE GmbH subscribed and paid RON 270,383,992.06 divided into 107,722,706 shares, each share having a face value of RON 2.51, representing 92.72824% of the share capital. Out of the total share capital subscribed and paid by TMK- Europe GmbH the amount of RON 16,600,000.46 represents the equivalent of USD 5,000,000 and the amount of RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07

SIF OLTENIA subscribed and paid RON 13,141,735.01 divided into 5,235,751 shares each share having a nominal value of RON 2.51, representing 4.50696% of the share capital.

OTHER SHAREHOLDERS subscribed and paid RON 8,061,811.27 divided into 3,211,877 shares, each share having a nominal value of RON 2.51, representing 2,76480% of the share capital. “

To

„The share capital of the Company is of RON 291,587,538.34, out of which RON 16,600,000.46 represents the equivalent of USD 5,000,000 and RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07, and is divided into 116,170,334 shares, having a nominal value of RON 2.51 each. The

shareholding structure of the Company is the following:

TMK-EUROPE GmbH subscribed and paid RON 270,383,992.06 divided into 107,722,706 shares, each share having a nominal value of RON 2.51, representing 92.72824% of the share capital. Out of the total share capital subscribed and paid by TMK- Europe GmbH the amount of RON 16,600,000.46 represents the equivalent of USD 5,000,000 and the amount of RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07.

SIF OLTENIA subscribed and paid RON 16,017,665.4 divided into 6,381,540 shares each share having a nominal value of RON 2.51, representing 5.49326% of the share capital.

OTHER SHAREHOLDERS subscribed and paid RON 5,185,880.88 divided into 2,066,088 shares, each share having a nominal value of RON 2.51, representing 1.7784% of the share capital."

The other provisions of article 3 of the Articles of Association remain unchanged.

3. The amendment of Article 14 (The Management of the Company) of the Company's Articles of Association from:

"The Company's full management powers are delegated to the CEO and to three executive officers namely:

- Chief Operational Officer (COO) (in Romanian "*Director General Adjunct Operatiuni*")
- Chief Commercial, Logistic and Administrative Officer (CCO) (in Romanian "*Director General Adjunct Comercial, Logistica si Administrativ*")
- Chief Economy – Accounting Officer (CEAO) (in Romanian "*Director General Adjunct Economic-Contabilitate*")

The executive officers are appointed only from persons outside of the Board of Administrators, except for the CEO who is also a member of the Board of Administrators.

The **CEO** of TMK-ARTROM S.A. is Mr. Adrian Popescu, [REDACTED], [REDACTED], [REDACTED], domiciled in Romania, Slatina, Olt County, [REDACTED];

The **COO** of TMK-ARTROM S.A. is Mr. Cristian Drinciu, [REDACTED], [REDACTED] domiciled in Romania, Slatina, Olt County, [REDACTED];

The **CCO** of TMK-ARTROM S.A. is Mr. Valeru Mustata, [REDACTED], [REDACTED], domiciled in Romania, Slatina, Olt County, [REDACTED];

The **CEAO** of TMK-ARTROM S.A. is Mrs. Cristiana Vaduva, [REDACTED], [REDACTED], domiciled in Romania, Slatina, Olt County, [REDACTED];

The CEO is representing the Company towards third parties and has full power to hire, dismiss, establish the remuneration of any employee, to establish and change at any time the organizational chart of the Company.

The executive officers appointed by the Board of Administrators will form a Management Board having the individual and collective prerogatives established by the CEO within the limits of his delegated powers. The CEO is the Chairman of the Management Board.

The executive officers exercise all the managerial powers within the Company, being responsible for the entire management of the Company, to the extent of the Company's object of activity and observing the exclusive competencies stated by the law or this Articles of Association for the Board of Administrators and the General Meeting of the Shareholders.

1. by the sole signature of the CEO with full competence; or
2. by the joint signatures of the COO (first signature) and the CEO (second signature) in accordance with the mandate given by CEO, or
3. by the joint signature of the CCO (first signature) and the CEO (second signature) , in accordance with the mandate given by CEO.

In case of absence the CEO may delegate its powers to represent the Company to any of the executive officers specifying whether such executive officers to whom the representation powers have been delegated act jointly or separately and the period and limits of their representation powers.

The CEO may delegate his rights of signature and representation of the Company based on a special power of attorney issued by him.”

To

“The Company’s full management powers are delegated to the CEO and to six executive officers namely:

- Chief Operational Officer (COO);
- Chief Commercial, Logistic and Administrative Officer (CCO);
- Chief Economy – Accounting Officer (CEAO);
- Chief Financial Officer (CFO);
- Chief Procurement Officer (CPO);
- Executive Plant Officer (ExPO).

The executive officers are appointed only from persons outside of the Board of Administrators, except for the CEO who is a member of the Board of Administrators.

The **CEO** of TMK-ARTROM S.A. is Mr. Adrian Popescu, [REDACTED]
[REDACTED]
[REDACTED], domiciled in Romania, Slatina, Olt County, [REDACTED];

The **COO** of TMK-ARTROM S.A. is Mr. Cristian Drinciu, [REDACTED]
[REDACTED] domiciled in Romania, Slatina, Olt County, [REDACTED]
[REDACTED]
[REDACTED]

The **CCO** of TMK-ARTROM S.A. is Mr. Valeru Mustata, [REDACTED]
[REDACTED], domiciled in Romania, Slatina, Olt County, [REDACTED]
[REDACTED]
[REDACTED]

The **CEAO** of TMK-ARTROM S.A. is Mrs. Cristiana Vaduva, [REDACTED]
[REDACTED], domiciled in Romania, Slatina, Olt County, [REDACTED]
[REDACTED]
[REDACTED]

The **CFO** of TMK-ARTROM S.A. is Mr. Chernyy Evgeny, [REDACTED]
domiciled in Russia, Moscow, [REDACTED]
[REDACTED];

The **CPO** of TMK-ARTROM S.A. is Mr. Alexander Pavlov, [REDACTED]
domiciled in Russia, [REDACTED]
[REDACTED];

The **ExPO** in TMK-ARTROM S.A. is Mr. Constantin Neacsu, [REDACTED]
[REDACTED] domiciled in Romania, Slatina, Olt County, [REDACTED]
[REDACTED].

These seven executive officers are appointed for a mandate of four years.

The CEO is representing the Company towards third parties and has full powers to hire, dismiss, set the remuneration for any employee, as well as, to establish and change at any time the organizational chart of the Company.

The appointment and revocation of the executive officers are made by decision of the Board of Administrators (excluding the appointment and revocation of one of the Company's administrators in its capacity as CEO which is in the competence of the general meeting of the shareholders).

The executive officers appointed by the Board of Administrators will form a Management Board having the individual and collective prerogatives established by the CEO within the limits of his delegated powers. The CEO is the Chairman of the Management Board.

The remuneration of the executive officers will be set by resolution of the Board of Administrators within the limits set forth by the General Meeting of the Shareholders.

The executive officers exercise all the managerial powers within the Company, being responsible for the entire management of the Company, to the extent of the Company's object of activity and observing the exclusive competencies stated by the law or the Articles of Association for the Board of Administrators and the General Meeting of the Shareholders.

The Company is validly represented towards third parties, including but not limited to financial institutions, courts of all degrees of jurisdiction, governmental authorities by the signature of the following persons acting jointly or individually, as expressly stated below:

1. by the sole signature of the CEO with full competence; or
2. by the joint signatures of the COO (first signature) and the CEO (second signature) in accordance with the mandate given by CEO, or
3. by the joint signature of the CCO (first signature) and the CEO (second signature), in accordance with the mandate given by CEO, or
4. by the joint signature of the CFO (first signature) and the CEO (second signature), in accordance with the mandate given by the CEO, or
5. by the joint signature of the CPO (first signature) and the CEO (second signature), in accordance with the mandate given by the CEO, or
6. by the joint signature of the ExPO (first signature) and the CEO (second signature) in accordance with the mandate given by the CEO.

The Chief Economy – Accounting Officer is the representative of the CEO regarding the preventive financial control over the Company's operations within the limit of the mandate given by the CEO.

In case of absence, the CEO may delegate his powers to represent the Company to any of the executive officers specifying whether such executive officers to whom the representation powers have been delegated act jointly or separately and the period and limits of their representation powers.

The CEO may delegate his rights of signature and representation of the Company based on a special power of attorney issued by him.”

4. **The approval of the establishment of a Company's work point in Bucharest, 2 Daniel Danielopolu Street, 2nd floor, Sector 1.** Following the establishment of the working point, Article 1, Paragraph 9 of the Company's Articles of Incorporation shall be amended and shall have the following content:

„The Company shall have the following working points and sale outlets:

- in Slatina, Ec. Teodoroiu Street, bl. V 23, ground floor, Olt County;
- in Slatina, Ec. Teodoroiu Street, bl. V 22, ground floor, Olt County;
- in Bucharest, 2 Daniel Danielopolu Street, floor 2, Sector 1.“

The other provisions of Article 1 of the Articles of Associations remain unchanged.

5. **The approval of the updating of the Company's Articles of Association.**
6. **Empowering Mr. Adrian Popescu, in his capacity as CEO, to sign the updated form of the Company's Articles of Association as amended above.**
7. **To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 16 October 2017 as the registration date for the shareholders who benefit of the resolutions of the Extraordinary General Meeting of Shareholders convened hereby and the date of 13 October 2017 as “ex date” according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014;**
8. **To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.**

Considering the above, the provisions of the Articles of Association of the Company and the relevant legal provisions in force, the Board of Administration proposes the following agenda for the Ordinary General Meeting of Shareholders:

1. **Following the amendment of the Company's Articles of Association by the Extraordinary General Meeting of the Shareholders from 26 September 2017, to renew the mandate of all members of the Management Board for 4 years until 26 September 2022 and to prolong the Management Board's members mandate until 26 September 2022.**
2. **To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 16 October 2017 as the registration date for the shareholders who benefit of the resolutions of the Ordinary General Meeting of Shareholders convened hereby and the date of 13 October 2017 as “ex date” according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014;**

3. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.

Any shareholders holding, individually or together, at least 5% of the voting rights in the Company are entitled:

- i. To supplement the agenda of the shareholders meeting, under the condition that each new point is to be justified or accompanied by a draft resolution as proposed to be adopted by the shareholders meeting; and
- ii. To submit draft resolutions for the points included or proposed to be included on the agenda of the shareholders meeting.

The shareholders may exercise the above mentioned rights within 15 days from the date of publication of the calling notice, respectively until 05.09.2017. These proposals shall be submitted in writing at the Company's registered office in accordance with the provisions of Article 117¹ of the Companies Law and Article 7 of Regulation no. 6/2009 on the exercise of certain rights of shareholders in the general shareholders meeting of the companies ("Regulation 6/2009").

In the same term of within 15 days from the publication of the calling notice, until the date of 05.09.2017, the shareholders can send proposals for candidates for the position of member of the Board of Directors. The proposals shall also include information on the name, place of domicile and professional qualification for the persons proposed for the position of administrators.

According to the provisions of Article 13 from Regulation 6/2009, each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest on 29 August 2017. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, www.tmk-artrom.eu, in a question-answer format, either during the General Meetings of the Shareholders, it being understood that for questions having the same content, a single general answer shall be provided by the Company.

Shareholders may be represented by other persons than the shareholders, based on general or special power of attorney according to Article 92 of Law no. 24/2017 on issuers of financial instruments and market operations. The English and Romanian version of the special power of attorney shall be sent to the email address office.slatina@tmk-artrom.ro (with an extended electronic signature) or they shall be deposited at the Company's headquarters until the latest on 24 September 2017, 11:00 hours for the Extraordinary General Meeting of Shareholders and until the latest on 24 September 2017, 13:30 hours for the Ordinary General Meeting of Shareholders. Also, the shareholders have the right to vote by registered mail with confirmation of receipt, in which case they will send the vote on the items on the agenda by registered mail with confirmation of receipt at the Company's headquarters, the letters having to reach the Company's headquarters until the date mentioned above.

The forms of the special powers of attorney in English and Romanian are available at the Company's headquarters and on the Company's website, starting with 23 August 2017.

The access of the shareholders/their representatives at the Ordinary and Extraordinary General Meeting of Shareholders will be made as follow:

- i. for shareholders - natural persons, by presentation of an identity document;
- ii. for shareholders- legal entities, the status of legal representative shall be evidenced by an acknowledgement certificate issued by the trade registry in original or a copy corresponding to the original or any other document, in original or a copy corresponding to the original, issued by a competent authority in the state where the shareholder is legally registered, attesting to the status of legal representative. The documents certifying the legal representative status of the legal entity shareholder will be issued no later than 3 months before the date of publication of the calling notice of the general meeting of the shareholders.

The documents certifying the legal representative status for legal entities drawn up in a foreign language, other than English, shall be accompanied by a Romanian or English translation, performed by an authorized translator. The notarization or apostillation of the documents certifying the legal representative status is not required.

The procedure mentioned above is applicable also for evidencing the legal representative status for the shareholder proposing the supplementation of the agenda or asking questions regarding the points on the agenda of the general meeting of the shareholders.

- iii. for shareholders - legal entities and for shareholders - natural persons who are represented by power of attorney, by presentation of the relevant power of attorney.

Vote by registered mail forms (in English and Romanian version), the draft resolutions, the documents that are submitted for discussion in the Ordinary and Extraordinary General Meeting of Shareholders, can be obtained, consulted and/or filled in at the Company's headquarters or on the Company's website, www.tmk-artrom.eu, starting with 23 August 2017.

Additional information can be obtained at the Company's headquarters or by telephone at number 0249/434640 – Mrs. Cristiana Vaduva.

Chief Executive Officer,
Ing. Popescu Adrian

Chief Economical and
Accountancy Officer
Ec. Vaduva Cristiana