



TMK-ARTROM S.A.

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E-mail: office.slatina@tmk-artrom.eu www.tmk-artrom.eu
EUID: ROONRC.J28/9/1991; J28/9/31.01.1991
VAT No. RO 1510210/1992
Subscribed and Paid Share Capital: 291.587.538,34 lei

No 102/450 from 29/07/2020

Current Report
In accordance with the Law no. 24/2017
and the Regulation no. 5/2018 on issuers of financial instruments
and market operations

Date of the Report: 29 July 2020
Name of the issuing entity: TMK- ARTROM S.A.
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
Unique Identifier at European Level (EUID): ROONRC.J28/9/1991
Code LEI: 315700M25SMOU44FAN52
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 be reported according to the Law no. 24/2017 and the Regulation no. 5/2018 on issuers of financial instruments and market operations:

The Board of Directors of TMK-ARTROM SA convened on 29 July 2020 and decided to convoke the Ordinary and Extraordinary General Meeting of Shareholders of TMK-ARTROM SA to take place on 3 September 2020 as follows:

CALLING NOTICE
of the
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF THE SHAREHOLDERS
of
TMK – ARTROM SA

The BOARD OF DIRECTORS of TMK-ARTROM SA, a company with its registered office 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 on companies, as further amended and republished (the “**Companies Law**”), the provisions of Law no. 24/2017 on issuers of financial instruments and market operations (“**Law 24/2017**”), the provisions of FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations (“**FSA Regulation 5/2018**”) and the provisions of Article 9 of the Company's Articles of Incorporation, convened on **29 July 2020**,

CONVOKES

The Ordinary General Meeting of Shareholders to take place on 03.09.2020, 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 Incorporation are not fulfilled, the Ordinary General Meeting of Shareholders is convened on 04.09.2020 at the same place, at 11:00 hours, and with the same agenda; and

TMK EUROPEAN DIVISION Cod: FCU-01, Ed. 3 Rev. 3/2019



API:
5CT-0440
5L-0352

LR:
ISO 9001
ISO 14001
ISO 45001

TUV:
PED/AD-2000 W0/W4
TRD 100/102
Vd TUV

TUV CPR:
EN 10210-1,2
EN 10255

LR
DNV-GL Rules
RINA

LR:
IATF 16949

The Extraordinary General Meeting of Shareholders to take place on 03.09.2020, 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 Incorporation are not fulfilled, the Extraordinary General Meeting of Shareholders is convened on 04.09.2020 at the same place, at 13:30 hours and with the same agenda.

In accordance with the provisions of Article 92, paragraph 8 of Law 24/2017, the Board of Directors sets as reference date for the Ordinary and Extraordinary General Meetings of Shareholders the date of 26.08.2020 (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 Extraordinary General Meetings of Shareholders irrespective whether the meetings are held on 03.09.2020, as initially established, or on 04.09.2020, in case a second meeting is required.

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

1. **To revoke all members of the Board of Directors of the Company and discharge them for the activity carried out until the date of revocation.**
2. **To appoint the members of the Board of Directors of the Company for a term of 4 years starting with the date of the Resolution of the Ordinary General Meeting of Shareholders of the Company. The proposal of the shareholder TMK Europe GmbH for the new Board of Directors is:**
 - (i) **Mr. Andrey Zimin, [...], as President;**
 - (ii) **Mr. Adrian Popescu, [...], as member and Chief Executive Officer;**
 - (iii) **Mr. Parkhomchuk Andrey, [...], as member;**
 - (iv) **Mr. Tat Florin-Tudor, [...], as an independent member;**
 - (v) **Mr. Nastase Vlad, [...], as an independent member;**
 - (vi) **Mr. Popkov Viacheslav, [...], as member;**
 - (vii) **Mr. Pyatkov Dmitry, [...], as member.**

Also, until 18.08.2020, 11:00 hours, other candidatures for the positions of member of the Board of Directors can be submitted at the Company's headquarters.

The list of proposed candidatures, as well as information regarding the name, locality and professional qualification of the persons proposed for the positions of member in the Board of Directors of the Company can be consulted and supplemented being available at the Company's headquarters. The consultation will take place in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 and Directive (EU) 2016/680 of the European Parliament and of the Council of 27 April 2016, as well as any other relevant rules and regulations.

3. **To empower Mr. Adrian Popescu, as director and Chief Executive Officer of the Company to perform all the necessary formalities in relation to the publication and registration of the resolution, being entitled to delegate such powers to another person at his discretion.**



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

1. **To amend Article 11, paragraph (1) of the Articles of Incorporation of the Company regarding the composition of the Board of Directors.**

The other paragraphs of Article 11 of the Articles of Incorporation of the Company remain unchanged.

2. **To empower Mr. Adrian Popescu, in his capacity as Chief Executive Officer, to sign the updated form of the Articles of Incorporation of the Company.**

3. **To appoint all the Company's managers, members of the Management Board, namely:**

- (i) **The Chief Executive Officer (CEO) of the Company, Mr. Adrian Popescu, [...]; as President of the Management Board**
- (ii) **The Chief Operational Officer (COO) of the Company, Mr. Cristian Drinciu, [...];**
- (iii) **The Chief Commercial, Logistic and Administrative Officer (CCO) of the Company, Mr. Valeru Mustata, [...];**
- (iv) **The Chief Economical and Accounting Officer (CEAO) of the Company, Mrs. Cristiana Vaduva, [...];**
- (v) **The Chief Financial Officer (CFO) of the Company, Mr. Chernyy Evgeny, [...];**
- (vi) **The Chief Procurement Officer (CPO) of the Company, Mr. Alexander Pavlov, [...]; and**
- (vii) **The Executive Plant Officer of the Company (ExPO), Mr. Constantin Neacsu, [...];**

for a new mandate of 4 years starting with the date of the Resolution of the Extraordinary General Meeting of Shareholders of the Company. The provisions of article 14 of the Articles of Association of the Company remain unchanged.

4. **To empower Mr. Adrian Popescu, as director and Chief Executive Officer of the Company to perform all the necessary formalities in relation to the publication and registration of the resolution, being entitled to delegate such powers to another person at his discretion.**

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

- i. **To add new points on 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 18.08.2020. 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 189 of FSA Regulation no. 5/2018.



According to the provisions of Article 198 from Regulation 5/2018, each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest on 18.08.2020. 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 Ordinary and Extraordinary 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 in the Ordinary and Extraordinary General Meetings of Shareholders, based on general or special power of attorney according to Article 92 of Law 24/2017. The English or Romanian versions 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 01.09.2020, 11:00 hours for the Ordinary General Meeting of Shareholders and until the latest on 01.09.2020, 13:30 hours for the Extraordinary 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 03.08.2020.

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

- i. for natural persons shareholders, by presentation of an identity document;
- ii. for legal entities shareholders, the capacity of legal representative shall be evidenced by a trade registry excerpt issued by the trade registry in original or a copy certified for identity with the original or any other document, in original or a copy certified for identity with the original, issued by a competent authority in the state where the shareholder is legally registered, attesting to the capacity of legal representative. The documents certifying such person's capacity of legal representative 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 capacity of legal representative 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 capacity of legal representative is not required.

The procedure mentioned above is applicable also for evidencing the capacity of legal representative of 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 legal entities and natural persons shareholders who are represented by power of attorney, by presentation of the relevant power of attorney.

The documents that are submitted for discussion in the Ordinary and Extraordinary General Meetings of Shareholders can be obtained and/or consulted at the Company's headquarters or on the Company's website, www.tmk-artrom.eu, starting with 03.08.2020.

The vote by registered mail forms (in English and Romanian version) and the draft resolutions can be obtained and/or consulted at the Company's headquarters or on the Company's website, www.tmk-artrom.eu, starting with 03.08.2020.



Additional information can be obtained at the Company's headquarters or by telephone at number +40729884537 – Mrs. Vaduva Andreea.

**Chief Executive Officer,
Ing. Popescu Adrian**

**Chief Economical and
Accountancy Officer
Ec. Vaduva Cristiana**



API:
5CT-0440
5L-0352

LR:
ISO 9001
ISO 14001
ISO 45001

TUV:
PED/AD-2000 W0/W4
TRD 100/102
Vd TUV

TUV CPR:
EN 10210-1,2
EN 10255

LR
DNV-GL Rules
RINA

LR:
IATF 16949