



TMK-ARTROM S.A.

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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

№ 102/100 from 26.04.2018

## Current Report

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

Date of the Report: 26 April 2018

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

Unique Identifier at European Level (EUID): ROONRC.J28/9/1991

Code LEI: 315700M25SMOU44FAN52

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: the Decisions of the Extraordinary and Ordinary General Meeting of the Shareholders

## DECISION OF 25 APRIL 2018

### OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TMK – ARTROM SA

Today, 25 April 2018, at 11:00 a.m. was held the Extraordinary General Meeting of Shareholders of TMK - ARTROM SA, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania registered with the Trade Registry under no. ROONRC J28/9/1991, sole registration code RO1510210 (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, as amended and republished (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Association,

the shareholders owning a number of 114.337.398 shares representing 98.4221 % of the Company's share capital attended the Extraordinary General Meeting of the Shareholders. The legal requirements for the Company's Extraordinary General Meeting of the Shareholders to be held are fulfilled.



API:  
5CT-0440  
5L-0352

LRQA:  
ISO 9001  
ISO 14001  
OHSAS 18001

TUV:  
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TRD 100/102  
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TUV CPR:  
EN 10210-1,2  
EN 10255

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**TMK EUROPEAN DIVISION Cod: FCU-01, Ed. 3 Rev. 2/2017**

After discussing and voting each item on the agenda, the Extraordinary General Meeting of the Company's Shareholders

## DECIDES

1. **To approve the change of the address of the working point in Bucharest from 2 Daniel Danielopolu Street, Floor 2, Sector 1, Bucharest to 2 Daniel Danielopolu Street, Floor 1, Sector 1, Bucharest.**
2. **To approve the amendment of the number of members of the advisory committees from two members to three members.**
3. **To approve the amendment of the Articles of Incorporation of the Company as follows:**
  - i. **To amend the address of the working point in Bucharest, respectively to amend Art. 1, par. 5, from the Articles of Incorporation of the Company as follows:**

“The company has the following working and sale points:

- in the city of Slatina, Ec. Teodoroiu Street, bl. V 23, ground floor, Olt County;
- in the city of Slatina, Ec. Teodoroiu Street, blv. V 22, ground floor, Olt County;
- in the city of Bucharest, 2 Daniel Danielopolu Street, 1<sup>st</sup> Floor, Sector 1.

The Company has a representative office in Bucharest, 2 Daniel Danielopolu Street, 1<sup>st</sup> Floor, Sector 1.

The duration of the company is unlimited, beginning with the date of registration with the Trade Registry.”

The other provisions of Article 1 of the Articles of Incorporation of the Company shall remain unchanged.

- ii. **To amend Art. 3 par. 1 of the Articles of Incorporation of the Company, following the latest data received from Depozitarul Central SA, as follows:**



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“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 16,034,620.45 divided into 6,388,295 shares each share having a nominal value of RON 2.51, representing 5.49908% of the share capital.

OTHER SHAREHOLDERS subscribed and paid RON 5,168,925.83 divided into 2,059,333 shares, each share having a nominal value of RON 2.51, representing 1.77268% of the share capital.”

The other provisions of Article 3 of the Articles of Incorporation of the Company shall remain unchanged.

- iii. To amend Art. 11, par. 1 of the Articles of Incorporation of the Company regarding the number of members of the Board of Administrators and the members of the Board of Administrators.**

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

- iv. To amend Art. 13, par. 6 of the Articles of Incorporation of the Company as follows:**



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### “Advisory Committees

The Board of Directors (Administrators) may set up consultative committees made up of at least three members of the Board and charged with conducting investigations and making recommendations to the Board in areas such as auditing, remuneration of administrators, directors, internal auditors and staff.

The organization, functioning and competencies of any such advisory committees shall be determined by decision of the Board of Directors (Administrators) in accordance with the applicable legal provisions.”

The other paragraphs of art. 13 of the Articles of Incorporation of the Company shall remain unchanged.

- v. **To amend the Articles of Incorporation of the Company as regards to the term of office of the administrators until 25 April 2022 and the extension of the term of office of the members of the Management Board until 25 April 2022.**
- 4. **To approve the updated version of the Articles of Incorporation of the Company.**
- 5. **The empowerment of Mr. Adrian Popescu, in his capacity as CEO, to sign the updated form of the Company's Articles of Incorporation.**
- 6. **To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 16 May 2018 as the registration date for the shareholders who benefit of the resolutions of the Company’s Extraordinary General Meeting of Shareholders convened hereby and the date of 15 May 2018 as “ex date” according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014.**
- 7. **To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.**



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**DECISION OF 25 APRIL 2018**  
**OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**TMK – ARTROM SA**

Today, 25 April 2018, at 13:30 p.m. was held the Ordinary General Meeting of Shareholders of TMK - ARTROM SA, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania registered with the Trade Registry under no. ROONRC J28/9/1991, sole registration code RO1510210 (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, as amended and republished (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Association,

the shareholders owning a number of 114.337.398 shares representing 98.4221 % of the Company's share capital attended the Ordinary General Meeting of the Shareholders. The legal requirements for the Company's Ordinary General Meeting of the shareholders to be held are fulfilled.

After discussing and voting each item on the agenda, the Ordinary General Meeting of the Company's Shareholders:

**DECIDES**

1. To approve the administration report of the Board of Directors for the year 2017.
2. To approve the financial auditors' report for the year 2017.
3. To approve the individual and consolidated financial statements drawn up in accordance with IFRS for the financial year 2017 and the proposal of the Board of Directors regarding the distribution of the 2017 profit, of RON 33,055,366.00, as follows:
  - a) To the legal reserves according to the Companies Law, at least 5% of the annual gross profit (but no more than 20% of the share capital) including the legal reserve related to the reinvested profit according to the provisions of Article 22 regarding the tax exemption of reinvested profit of Law 227/2017 on the Tax Code, the amount of RON 1,655,110;



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- b) To the “Other reserves related to the reinvested profit” the amount of RON 31,400,256 representing the reinvested profit in technological equipment – machines, equipment and work installations, as well as in electronic computers and peripheral equipment according to the provisions of Article 22 regarding the tax exemption of reinvested profit of Law 227/2017 on the Tax Code.
4. To approve the discharge of activity for the members of the Board of Directors for the financial year 2017.
5. To approve the incomes and expenses budget and the activity program for the year 2018.
6. To approve the investment schedule for the year 2018.
7. To approve the credit limits for the year 2018, including the extension of credit agreements which expire in 2017 and new sources of financing the working capital needed in 2018 and the credits required for funding of investment projects.
8. To elect, due to the expiry of the agreement, and to approve for the year 2018 the financial auditor ERNST & YOUNG ASSURANCE SERVICES SRL, including to approve the value of the services of statutory audit for the year 2018 (in amount of EUR 57,800 without VAT).
9. To approve the amendment of the structure of the Board of Directors from 5 members to 7 members by the appointment of 2 new independent members, as follows:
- a. Mr. Andrey Zimin, (...), as President;
- b. Mr. Adrian Popescu, (...), as member and General Manager;
- c. Mr. Surif Mikhail Albertovich,(...), as member;
- d. Mr. Parkhomchuk Andrey,(...), as member;
- e. Mrs. Olga Nikolaeva, (....)a, as member;



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- f. Mr. Tat Florin-Tudor, (...), as independent member;
- g. Mr. Nastase Vlad, (...), as independent member.
10. To approve the extension of the mandate of the members of the Management Board until 25 April 2022.
11. To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 16 May 2018 as the registration date for the shareholders who benefit of the resolutions of the Company's Ordinary General Meeting of Shareholders and the date of 15 May 2018 as "ex date" according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014.
12. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision

## ANNEX

### RECEIVED CREDIT CEILING BY TMK-ARTROM S.A. FOR FINANCIAL PERIOD 2018

The credit ceiling received by company for financial year 2018, according to cash flow budget that is to be approved:

- BCR facilities, out of which:
  - Committed multi-product multi-currency facility (overdraft and the issuance of L/C and bank guarantees) with the maximum limit 20.000.000 EUR, subject to annual review, and the termination date 03.10.2018 for overdraft and 03.10.2019 for LC and LG, for which a minimum 1 year prolongation will be requested;
  - Investment loan 7 years term in amount of 25.000.000 EUR, with quarterly payment starting with 1 January 2019, final maturity 07.11.2023;
  - Promissory notes discounting line with the maximum limit 2.000.000 RON and termination date 31.10.2018, for which 1 year prolongation will be requested;
  - Treasury line for derivative transactions with the maximum limit of 850.000 EUR, opened transactions with the maximum maturity 25.09.2019, subject to annual review;
  - Reverse factoring agreement in amount of 65.000.000 RON and termination date 28.09.2018, for which 1 year prolongation will be requested.
- Uncommitted credit line in amount of 16.000.000 EUR granted by UNICREDIT BANK with annual review, which can be utilized as follows:
  - In maximum amount of 15.000.000 EUR for the Financing general needs/Issuing Bank Letters of Guarantee/ Opening of Letters of Credit (revolving facility) with



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- maturity in 17.02.2019 for General needs and 17.07.2019 for Issuing Bank Letters of Guarantee/ Opening of Letters of Credit;
- In maximum amount of 10.000.000 EUR for the General expenses –current account, with maturity in 31.05.2018;
  - In maximum amount of 1.000.000 EUR for Covering the risk value of the transactions under Master Agreement for treasury transactions with maturity 31.05.2018;
- Uncommitted overdraft loan for working capital in amount of 20.000.000 EUR granted by BANCPOST S.A. with termination date 7.11.2019;
  - TMK EUROPE GmbH borrowings, out of which:
    - Borrowing in amount of 22.837.540,03 USD and 38.425,07 RON from TMK EUROPE GmbH, which has in balance 18.037.540,03 USD on 01.01.2017, with final maturity date 25.09.2022, without the reimbursement in 2018;
    - Borrowing for working capital needs, with balance 3.300.000 EUR on 01.01.2018, termination date 30.06.2018;
  - Leasing agreements in maximum amount of 500.000 EUR.

**CEO,**  
**ADRIAN POPESCU**



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