



TMK-ARTROM S.A.

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Fax: +40 (249) 434330, 437288
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 102/227 from 10.10.2018

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: 10 October 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)
Important events to be reported according to the Law no. 24/2017 and yhe Regulation no. 5/2018 on issuers and transactions with securities:

CALLING NOTICE
of the ORDINARY GENERAL MEETING OF SHAREHOLDERS
of TMK – ARTROM S.A.

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, 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 Law 297/2004 on capital markets, as further amended and republished (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Incorporation, gathered on 9 October 2018,

CONVENES

The Ordinary General Meeting of Shareholders to take place on 15 November 2018, 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 16 November 2018 at the same place, the same hour (11:00 hour) and with the same agenda;

In accordance with the provisions of Article 92, paragraph 8 of Law no. 24/2017, the Board of Administration sets as reference date for the Ordinary General Meetings of Shareholders the date of 31 October 2018 (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 General Meeting of Shareholders irrespective whether the meeting is held on 15 November 2018, as initially established, or on 16 November 2018, in case a second meeting is required.



API:
5CT-0440
5L-0352

LRQA:
ISO 9001
ISO 14001
OHSAS 18001

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

TUV CPR:
EN 10210-1,2
EN 10255

LR
DNV-GL Rules
RINA

LRQA:
ISO/TS 16949

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

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. Approval of the amendments of the financial obligations contracted by TMK-ARTROM with BANCA COMERCIALA ROMANA SA ("Banca Comerciala Romana" or "BCR"), as follows:

1.1. At the multi-product and multi-currency facility (credit line overdraft facility and issuance of credentials and letters of credit) "BCR facility" concluded between TMK-ARTROM as a borrower, TMK-RESITA SA as a co-borrower and Banca Comerciala Romana as creditor, in the contracted amount of EUR 20,000,000, the following are approved:

- (i) A one-year extension of the BCR Facility, until October 2020, in the terms and conditions previously agreed by the parties;
- (ii) Maintaining the existing guarantees from TMK-ARTROM or for TMK-ARTROM in favor of Banca Comerciala Romana for the period as extended in accordance with the above article;
- (iii) The empowerment with full powers and authority to represent the Company for (i) the signing of any additional acts related to the BCR Facility; (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 Facility that are not expressly stated in these resolutions (including, but not limited to: refunds and repayment methods of the BCR Facility, extension of its duration, conversion of the credit in any other currency, maintaining and/or amendment of the guarantee structure, establishment of the costs related to the BCR Facility); (iii) signing and/or sending all documents and notifications (including, if applicable, any application for use) that must be signed and/or sent by the Company in accordance with and/or in connection with the BCR Facility; and (iv) signing, preparing, filing, sending and receiving any other documents relating to any other formalities and actions required for the correct implementation and performance of the BCR Facility, including, but not limited to, the registration of the mortgage on bank accounts BANCA COMERCIALA ROMANA in the Electronic Archive for Security Interests in Movable Property, the following persons, as follows:
 - a. Mr. Adrian Popescu - the CEO of TMK-ARTROM will have an individual signature right, being empowered to sign the above documents alone; or
 - b. Mr. Evgeny Chernyy - Deputy Chief Financial Officer of TMK-ARTROM,[...] will have the right to sign only with Mrs. Cristiana Vaduva - Deputy Chief Economy Officer of TMK-ARTROM,[...], , being empowered to sign only together the above documents.

1.2. In relation to the Contract for reverse factoring in the amount of RON 65,000,000 concluded between TMK-ARTROM and TMK-RESITA SA as debtors, with Banca Comerciala Romana as a Factor ("BCR Reverse Factoring"), the following are approved:

- (i) Increasing the reverse factoring cap from RON 65,000,000 to RON 70,000,000;
- (ii) Maintaining the existing guarantees provided by the debtors in favor of Banca Comerciala Romana for the amount as increased in accordance with the above article;



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- (iii) The empowerment with full powers and authority to represent the Company for (i) the signing of any additional documents related to the BCR Reverse Factoring; (ii) to negotiate with diligence, in the name and on behalf of the Company, with its best abilities, any other terms and conditions of the BCR Reverse Factoring not expressly stated in these resolutions (including, but not limited to: (i) the increase of the reverse factoring cap, (ii) the extension of its duration, (iii) maintaining and/or amending the structure of the guarantees, (iv) determining the costs associated with the BCR Reverse Factoring, (v) signing and/or sending all documents and notifications (including, if the case, any application for use) and (vi) signing, preparing, filing, sending and receiving of any other documents relating to the performance of any other formalities and actions necessary for the correct implementation and performance of the BCR Reverse Factoring, including, but not limited to, the registration of the mortgage on bank accounts BANCA COMERCIALA ROMANA at the Electronic Archive for Security Interests in Movable Property), of the following individuals, as follows:
- a. Mr. Adrian Popescu - the CEO of TMK-ARTROM will have an individual signature right, being empowered to sign the above documents alone; or
 - b. Mr. Evgeny Chernyy - Deputy Chief Financial Officer of TMK-ARTROM, [...] will have the right to sign only with Mrs. Cristiana Vaduva - Deputy Chief Economy Officer of TMK-ARTROM, [...], being empowered to sign only together the above documents.

2. To establish, according to Article 86 of Law no. 24/2017, the date of 4 December 2018 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 3 December 2018 as "ex date" according to art. 187 point 11 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations 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 new subjects 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 26 October 2018. 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 Regulation no. 5/2018 on issuers of financial instruments and market operations ("Regulation 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 26 October 2018. 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 Meeting of the Shareholders, it being understood that for questions having the same content, a single general answer shall be provided by the Company.



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Shareholders may be represented by other persons than the shareholders in the Ordinary General Meeting of Shareholders, based on general or special power of attorney according to Article 92 of Law no. 24/2017. 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 13 November 2018, 11:00 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 15 October 2018.

The access of the shareholders/their representatives at the Ordinary 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 a trade registry excerpt 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 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 15 October 2018.

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

CHAIRMAN OF THE BOARD OF DIRECTORS, ZIMIN ANDREY

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

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



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