



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

**CALLING NOTICE**  
of the  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
of  
**TMK – ARTROM SA**

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 14 November 2018,

CONVENES

**The Extraordinary General Meeting of Shareholders** to take place on 21 December 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 Extraordinary General Meeting of Shareholders is convened on 27 December 2018 at the same place, at 11:00 hours, 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 Extraordinary General Meetings of Shareholders the date of 7 December 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 Extraordinary General Meeting of Shareholders irrespective whether the meeting is held on 21 December 2018, at 11:00 hours, as initially established, or on 27 December 2018, at 11:00 hours, 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 Extraordinary General Meeting of Shareholders:

- 1. Approving the purchase of the shares owned by TMK Europe GmbH's in TMK-Resita SA with its headquarters located at 36 Traian Lalescu Street, Resita, Caras-Severin, Romania registered with the Trade Registry under no. ROONRC J11/59/1991, sole registration code RO1064207 ("TMK-Resita").**

Approving the purchase of a number of 131,010,874 shares by the Company, representing 99.99237% of TMK-Resita's share capital held by TMK Europe GmbH, a company registered and functioning in accordance with the laws of the Federal Republic of Germany, registered with under no. HRB29524, with its registered office at 65 d Immermannstrasse Street, Dusseldorf, Germany, 40210.

The price of the shares will be established through the evaluation report which will be conducted by an authorized company of evaluators according to the market value of the shares representing 100% of the share capital of TMK-Resita SA.



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**

All information about the acquisition and share price would be provided to the Company's shareholders with at least 30 days prior to the date of the general shareholders meeting.

2. **Empowerment of Mr. Adrian Popescu - the CEO of TMK-Artrom with full powers and authority to represent the Company in order to (i) negotiate with diligence, in the name and on behalf of the Company, with its best abilities in relation with the sale purchase agreement of the shares as mentioned above and (ii) sign the sale purchase agreement of the shares.**
3. **To establish, according to Article 86 of Law no. 24/2017, the date of 11 January 2019 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 10 January 2019 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.**
4. **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 1 December 2018. These proposals shall be submitted in writing at the Company's registered office in accordance with the provisions of Article 117<sup>1</sup> 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 1 December 2018. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, [www.tmk-artrom.eu](http://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.

Shareholders may be represented by other persons than the shareholders in the Extraordinary 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](mailto:office.slatina@tmk-artrom.ro) (with an extended electronic signature) or they shall be deposited at the Company's headquarters until the latest on 19 December 2018, 11:00 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 21 November 2018.

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



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Vd TUV

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- 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 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](http://www.tmk-artrom.eu), starting with 21 November 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,**

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**ZIMIN ANDREY**



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