



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 102/282 from 21.12.2018

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

Date of the Report: 21 December 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 Decision of the Extraordinary General Meeting of the Shareholders held on 21 December 2018

DECISION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
TMK – ARTROM S.A.
21 DECEMBER 2018

Today, 21 December 2018, at 11:00 a.m. was held the Extraordinary General Meeting of the Shareholders of TMK - ARTROM S.A., 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 107.748.318 shares representing 92,7500 % 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.

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

DECIDES

1. To approve the purchase of the shares owned by TMK Europe GmbH's in TMK-Resita SA, a company 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"). The Company shall purchase a number of 131,010,874 shares, 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, at a price of Euro 62,290,000, that is Euro 0.475/share.

The price shall be paid by TMK-Artrom from its own financial resources as follows:

- a) Euro 100,000 is to be paid within thirty (30) days from the execution of the sale-purchase agreement of the shares concluded between TMK-Europe GmbH and TMK-Artrom and the transfer of the ownership over the shares following the signing of TMK Resita's Shareholders (Shares) Registry by TMK Europe GmbH and TMK-Artrom;
 - b) The remaining price of Euro 62,190,000 shall be paid during a five (5) year period, starting with 2019, in equal installments of Euro 12,438,000 Euro each, no later than 31 December for every year. TMK-Artrom may pay such installments in full or partially in advance, as well as to extend the payment term for such installments (implicitly reducing the value of the installments) for another period of maximum five (5) years, depending on the available financial resources.
2. To empower 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; (ii) sign the sale purchase agreement of the shares and (iii) sign TMK-Resita's Shareholders' (Shares) Registry as assignee of the shares.
 3. To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, 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 hereby taken 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.

**Chief Executive Officer,
Adrian Popescu**