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

№ 102/50 from 01.03.2019

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

Date of the Report: 01 March 2019
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:

The Board of Directors of TMK-ARTROM SA convened on 1 March 2019 and decided to convoke the Ordinary General Meeting of Shareholders of TMK-ARTROM SA to take place on 5 April 2019 (or 8 April 2019, if on 5 April 2019 the quorum conditions imposed by the law and the articles of incorporation are not met) as follows:

CALLING NOTICE
of the
ORDINARY 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 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 Capital Market Law"), the provisions of FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations and the provisions of Article 9 of the Company's Articles of Incorporation, convened on 1 March 2019,

CONVOKES

The Ordinary General Meeting of Shareholders to take place on 5 April 2019, 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 8 April 2019 at the same place, at 11:00 hours, and with the same agenda.

In accordance with the provisions of Article 92, paragraph 8 of the Capital Market Law, the Board of Administration sets as reference date for the Ordinary General Meetings of Shareholders the date of 28 March 2019 (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 5 April 2019, at 11:00 hours, as initially established, or on 8 April 2019, 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 Ordinary General Meeting of Shareholders:

1. The approval of the separate and consolidated financial statements for the financial year 2018 and the restated consolidated financial reports for the financial years 2016 and 2017 based on individual and consolidated management report of the Board of Directors with respect to years 2016, 2017 and 2018, including the Sustainability Report-the consolidated non-financial reporting, and on the independent financial auditor's report for year 2018 and of the independent financial auditor's report reissued for years 2016 and 2017;

2. The approval of the distribution of the Company's profit for 2018;

3. The approval of the Company's income and expenses budget and the activity program (including the investment program) for year 2019;

4. The discharge of activity of the members of the Board of Directors for their activity during financial year 2018;

5. The appointment of the financial auditor, including the approval of the value of the statutory audit services, for the audit of the financial statements for financial year 2019;

6. The approval of the total yearly remuneration for the independent directors of the Company for year 2019 at a maximum gross (including taxes) amount of 37,754 EUR for each director, payable in RON at BCR's exchange rate of EUR/RON applicable on the first day of each month for the monthly payment.

7. To set the maximum aggregate limit for the gross remuneration (covering the fixed monthly remunerations and the annual performance bonuses) for 2019 for the total fixed monthly remuneration and annual performance bonuses for all independent directors and managers (as per Law 31/1990) of the Company and all managers of the Company's subsidiaries at the amount of 6.3 million Euro.

8. Empowering Mr. Adrian Popescu, as director and general manager 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 21 March 2019. These proposals shall be submitted in writing at the Company's registered office in accordance with the provisions of Article 117[1] 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 21 March 2019. 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.

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 the Capital Market Law. 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 3 April 2019, 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 5 March 2019.

The access of the shareholders/their representatives at the Ordinary General Meeting 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 General Meeting 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 1 March 2019.

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 5 March 2019.

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

Chief Executive Officer,
ADRIAN POPESCU