



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

No 102/95 from 25.04.2019

Current Report regarding the information provided in art. 82 paragraph (1) of Law no. 24/2017 and in Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of the Report: 25 April 2019
Name of the issuing entity: TMK-ARTROM S.A.
Registered office: 30 Draganesti Street, 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 according to art. 82 paragraph (1) of Law no. 24/2017 and Regulation no. 5/2018 on issuers of financial instruments and market operations:

TMK-ARTROM S.A. reports the conclusion on 24.04.2019 of an agreement with TMK Europe GmbH, the majority shareholder of the Company (the "Contract"). TMK Europe GmbH intends to perform a public offer to sell part of the shares it holds in TMK-ARTROM S.A. (the "Offering"). According to the Contract, TMK-ARTROM S.A., as issuer of shares, will assist TMK Europe GmbH in the process of preparing the relevant documentation for the Offering.

The assistance provided by TMK-ARTROM S.A. consists in organizing a virtual database for TMK Europe GmbH and its advisors in order to be able to conduct an audit of TMK-ARTROM S.A. and its subsidiaries, TMK-Resita S.A., TMK-Italia s.r.l, TMK Industrial Solutions LLC and TMK Assets S.R.L., for the purpose of preparing the prospectus and other documents necessary for performing the Offering, assistance, through certain members of TMK-ARTROM S.A.'s management and the personnel assigned by TMK-ARTROM S.A. to such tasks, with preparing the documents related to the Offering including assistance with clarifying questions raised by various participants to the Offering process with respect to TMK-Artrom S.A., its subsidiaries and their activities, participation in the prospectus and other documents drafting sessions, participation in meetings with banks and lawyers, reviewing and commenting on the early look presentation, reviewing and commenting on the analysts' presentation and reports, participation in presentations with investors, making available to TMK Europe GmbH, to its advisors and other participants in the Offering process the relevant information and documents as may be necessary for the purpose of the Offering and any other activities which require the involvement of TMK-ARTROM S.A. and which are required in order for TMK Europe GmbH to perform the Offering.

TMK Europe GmbH shall reimburse TMK-ARTROM S.A. any and all costs and expenses incurred by the latter with the assistance provided. The parties estimate that such costs and expenses to be reimbursed by TMK Europe GmbH total approximately 350,000 EUR (without such approximate total value to be a maximum or minimum value).

In addition to the costs and expenses to be reimbursed as detailed above, TMK Europe GmbH shall pay TMK-ARTROM S.A. for the performance of the activities detailed above an amount up to 1.5% of the net proceeds obtained by TMK Europe GmbH through the Offering, however no less than 50,000 EUR. TMK-ARTROM S.A. shall issue the invoice for such minimum amount within maximum 5 days from the date of the Contract. TMK Europe GmbH shall inform TMK-ARTROM S.A. about the value of the net proceeds obtained from the Offering within maximum 2 days from the settlement of the Offering, so that TMK-ARTROM S.A. may issue the invoice within 5 days from the settlement of the Offering.



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

Upon the determination of the exact total value of the Contract, such value shall be included in an additional report prepared, sent and published according to the provisions of art. 144B of FSA Regulation 5/2018.

All amounts to be paid by TMK Europe GmbH under the agreement shall be paid based on the invoices issued by TMK-ARTROM S.A. within maximum 30 days from the invoice date.

As of 24 April 2019, the mutual total debts (for all contracts) between the parties are as follows:

| Payables of TMK-Artrom to TMK EUROPE GmbH | Currency | Final balance 24.04.2019 |
|--|-----------------|---------------------------------|
| Current trade debts | EUR | 667,021 |
| Debt for investment in subsidiaries | EUR | 62,190,000 |
| Total: | EUR | 62,857,021 |
| Long term loan | USD | 18,037,540 |
| Total: | USD | 18,037,540 |

| Payables of TMK EUROPE GmbH to TMK-Artrom | Currency | Estimated at 24.04.2019 |
|--|-----------------|--------------------------------|
| The Contract concluded on 24.04.2019 | EUR | 400,000 |
| | | |
| | | |
| Total: | EUR | 400,000 |

Chief Executive Officer,
Eng. Popescu Adrian

Deputy Chief Economic and
Accountancy Officer
Ec. Vaduva Cristiana



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