



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

BALLOT FORM FOR MAIL VOTING
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TMK-ARTROM S.A.

Date: 19 September 2016

Time: 11:00 a.m.

Place: 30 Draganesti Street, Slatina, Olt County, Romania

In accordance with the Calling Notice published in the Official Gazette of Romania no. 2961 Part IV dated 12 August 2016, as supplemented and republished in the Official Gazette of Romania no.3160 Part IV dated 31.08.2016.

Name and Surname of the individual shareholder / name of the legal entity shareholder:

Name and Surname of the legal representative of the shareholder – legal entity:

Identification data of the Romanian individual shareholder: ID Card series _____ no. _____ issued by _____ on _____ personal identification number _____

Identification data of the foreign individual shareholder: Passport series _____ issued by _____ on _____ and valid until _____

Registration number at the Trade Registry for the legal entity shareholder _____

Identification fiscal code for the legal entity shareholder _____

Number of shares held at the reference date, 31 August 2016 _____

Number of votes _____

AGENDA

<p>1. To approve the credit contract (“BCR Facility”) which will be concluded by TMK –Artrom, as borrower with Banca Comerciala Romana SA (“BCR”), as lender, according to which Banca Comerciala Romana SA will make available to the borrower a non-revolving facility for a 7 years term in amount of EUR 25,000,000 (“Amount of BCR facility”) for financing the acquisition of the Complex of Thermic Treatments, under the terms and conditions agreed by the parties;</p>	F	Ag	Ab
<p>2. To approve and/or acknowledge, as the case may be, of the guarantees made by TMK-Artrom or for TMK Artrom with the purpose of guaranteeing and insuring the full reimbursement and fulfilment by the Company of its obligations (during the entire period of such obligations) under the Credit Contract „BCR Facility“, as following:</p> <ul style="list-style-type: none"> i. BCR Letter of corporate guarantee issued by PAO TMK; ii. Mortgage over the current and future accounts and the balance of the accounts opened by TMK-Artrom with Banca Comerciala Romana („Mortgage on BCR accounts“) iii. Mortgage over the present and future accounts and the balance in hand of the accounts opened by TMK-Resita SA with Banca Comerciala Romana („Mortgage on BCR accounts“) iv. Mortgage over the actives financed through „BCR Facility“ („Mortgage on BCR actives) 	F	Ag	Ab
<p>2¹ The approval of the guarantees that will be established by TMK-Artrom, the subordination of the Company’s obligations to the majority shareholder and to other companies in the group to the obligations established towards BCR, as well as acknowledging the guarantees provided for TMK-Artrom by other companies in the group, in order to guarantee and/or to ensure the full repayment and the performance by the Company of its obligations (throughout the existence of such obligations) arising from the Credit Contract “BCR Facility” as follows:</p> <ul style="list-style-type: none"> i. Corporate letter of guarantee issued by PAO TMK in favor of BCR; ii. Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Artrom at Banca Comerciala Romana (“Mortgage on Accounts”); 	F	Ag	Ab

<p>iii. Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Resita S.A. at Banca Comerciala Romana;</p> <p>iv. Mortgage on the assets that are part of the Complex of Thermic Treatments and/or funded by “BCR Facility”, on the receivables arising from the contracts for the acquisition of these assets as well as the insurance policies of the Company relating to, among other things, the Complex of Thermic Treatments (“Mortgage on Goods”);</p> <p>v. The subordination of present and future obligations of TMK-Artrom towards the majority shareholder TMK Europe GmbH and towards the other companies of the TMK group to any obligations that TMK-Artrom has arising from the BCR Facility (“Subordination Contract”).</p>			
<p>3. Empowering with full powers and authority to represent the Company for (i) signing the Credit Contract with BCR, and the mortgage on the BCR accounts (together with „ BCR Contracts“), (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 Contracts unmentioned expressly in these resolutions, (iii) signing and/or sending all of the documents and notifications (including, if the case, any other user requests) which must be signed and/or sent by the Company according to/or in regard to BCR Contracts, and (iv) signing, drafting, submitting, making, sending and receiving any other documents relating the performance of any other formalities and required actions necessary for accurate implementation and unfolding of the BCR Contracts, including, but without limitation to, registering the mortgage with accounts with BCR at Electronic Archive for Real Mortgage Guaranties, of the following persons, as follows:</p> <ul style="list-style-type: none"> - Mr. Adrian Popescu, General Manager of TMK-Artrom shall have an individual signing right being empowered to sign the above documents alone; or - Mr. Evgeny Chernyy – Financial Deputy General Manager of TMK-Artrom, domiciled in Slatina, Livezi street, no. 7bis, residence permit no. RO 0411122, P.I.N. 7730609280014, passport 51 no. 5670013 issued by UFMS – 601 at 09.04.2013 and available until 09.04.2018 will have signature right only together with Ms. Cristiana Vaduva – Economic Deputy General Manager of TMK-Artrom, romanian citizen, born at 06.11.1959, in Amaru Commune, Buzau District, domiciled in Slatina, Panselilor Street, no. 36, I.D. serial OT no. 451920, issued by SPCLEP Slatina at 15.02.2010, P.I.N. 2591106284371, being empowered to sign only together the above documents. <p>Mr. Adrian Popescu can delegate his powers given at point (iii) and point (iv) above to any other third party, at his choice.</p>	F	Ag	Ab

<p>3¹ To empower with full powers and authority to represent the Company for (i) signing the Credit Contract with BCR, the Mortgage on Accounts, Mortgage on Goods and the Subordination Contract (together the „BCR Contracts“), (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 Contracts unmentioned expressly in these resolutions, (iii) signing and/or sending all of the documents and notifications (including, if the case, any other user requests) which must be signed and/or sent by the Company according to/or in regard to BCR Contracts, and (iv) signing, drafting, submitting, making, sending and receiving any other documents relating the performance of any other formalities and required actions necessary for accurate implementation and unfolding of the BCR Contracts, including, but without limitation to, registering the Mortgage on Accounts and the Mortgage on Goods at the Electronic Archive for Security Interests in Movable Property, of the following persons, as follows:</p> <ul style="list-style-type: none"> - Mr. Adrian Popescu – General Manager of TMK-Artrom shall have an individual signing right being empowered to sign alone all BCR Contracts and any document in relation with the BCR Facility (including, but without limitation to, all and any of the documents mentioned above); or - Mr. Evgeny Chernyy – Financial Deputy General Manager of TMK-Artrom, domiciled in Slatina, 7bis Livezi Street, residence permit no. RO 0411122, P.I.N. 7730609280014, passport 51 no. 5670013 issued by UFMS – 601 at 09.04.2013 and valid until 09.04.2018 will have signature right only together with Mrs. Cristiana Vaduva – Economic Deputy General Manager of TMK-Artrom, Romanian citizen, born at 06.11.1959, in Amaru Commune, Buzau County, domiciled in Slatina, 36 Panselelor Street, ID series OT no. 451920, issued by SPCLEP Slatina at 15.02.2010, P.I.N. 2591106284371, being empowered to sign only together all BCR Contracts and documents in relation with the BCR Facility (including, but without limitation to, all and any of the documents mentioned above). <p>Mr. Adrian Popescu can delegate his powers granted at point 3¹ above to any other third party, at his choosing.</p>	F	Ag	Ab
<p>4. Establishing, according to article 238 of Law 297/2004 regarding the capital market, the date of 5 October 2016, as a registration date for identification of the shareholders to which the effects of the decisions made at the Extraordinary General Meeting of Shareholders</p>	F	Ag	Ab
<p>5. Empowering Mr. Adrian Popescu, in its quality of General Manager, to fulfill all of the necessary formalities for publishing and registering the above decisions</p>	F	Ag	Ab

I hereby declare that, if the conditions required by law and by TMK-ARTROM's constitutive deed are not met, this vote is also valid for the Extraordinary General Meeting of Shareholders convened on 20 September 2016 at the company's headquarters at 11:00 a.m.

I declare that I have acknowledged and I consent for the voting procedure sent to me along with the hereby ballot. In addition, by executing this ballot, the signatory takes full and exclusive responsibility for the content and authenticity of its quality and for his signature.

Name and Surname of the signatory
(to be written with capital letters)

Signature

Date: _____