



**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

## Current Report

### In accordance with Law no. 297/2004 on capital market and Regulation No. 1/2006 of NSC

Date of the Report: 26 August 2016

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

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)

## Important events to report

### Completion of the Calling Notice of the Extraordinary General Meeting of Shareholders of TMK – ARTROM S.A. on 19 September 2016

As a result of the request received from the shareholder TMK Europe GmbH, which holds 107,722,706 shares representing 92.7282% of the share capital of TMK-ARTROM SA, a company whose registered office is 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”) and in accordance with the provisions of Article 117<sup>1</sup> of Law no. 31/1990, as amended and republished (the “Companies Law”), the provisions of Law no. 297/2004 on capital markets (the “Capital Market Law”) and the provisions of Article 7 of Regulation no. 6/2009 on the exercise of certain rights of shareholders at the general meeting of shareholders of commercial companies,

The BOARD OF ADMINISTRATORS of the Company supplements the agenda of the Extraordinary General Meeting of Shareholders which will take place on 19 September 2016 at 11:00 hours, at the Company’s headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania, as it was established by the calling notice published in the Romanian Official Gazette no. 2961 as of 12 August 2016 and in the newspaper Bursa dated 19 August 2016 with the following points:

1. After point 2 of the agenda an additional point is added:

“2<sup>1</sup> To approve the guarantees that will be established by TMK-Artrom, the subordination of the Company’s debts towards the majority shareholder and towards other companies in the group to the obligations established towards BCR, as well as to acknowledge 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:

- i. Corporate letter of guarantee issued by PAO TMK in favor of BCR;
- ii. Movable Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Artrom at Banca Comerciala Romana („Mortgage on Accounts”);
- iii. Movable Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Resita S.A. at Banca Comerciala Romana;
- iv. Movable 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”);
- 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”).”

2. After point 3 of the agenda an additional point is added:

“<sup>31</sup> 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 to 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:

- **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 Panselilor 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).

**Mr. Adrian Popescu can delegate his powers granted at point 3<sup>1</sup> above to any other third party, at his choosing.”**

As a result of supplementing the agenda of the Extraordinary General Meeting of Shareholders which will take place on 19 September 2016 at 11:00 hours, at the Company’s headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania, as it was established by the calling notice published in the Romanian Official Gazette no. 2961 as of 12 August 2016 and in the newspaper Bursa dated 19 August 2016 shall have the following points:

**A. “TO APPROVE THE CREDIT FACILITY CONTRACT WITH BANCA COMERCIALA ROMANA SA;**

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;**
2. **To approve and/or acknowledge, as the case may be, the guarantees made by TMK-Artrom or for TMK Artrom with the purpose of guaranteeing and insuring the full reimbursement and fulfillment by the Company of its obligations (during the entire period of such obligations) under the Credit Contract „BCR Facility“, as follows:**
  - i. **BCR Letter of corporate guarantee issued by PAO TMK;**
  - ii. **Movable 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. **Movable 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. **Movable Mortgage over the actives financed through „BCR Facility“(“Mortgage on BCR Actives“).**

**2<sup>1</sup> 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:**

- 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”);**
  - iii. **Mortgage on present and future accounts and the credit balance of the accounts opened by TMK-Resita S.A. at Banca Comerciala Romana;**
  - 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”);**
  - 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”).**
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 the Electronic Archive for Security Interests in Movable Property, of the following persons, as follows:**
- **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, 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 District, 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 the above documents.
- Mr. Adrian Popescu can delegate his powers given at point (iii) and point (iv) above to any other third party, at his choice.**

3<sup>1</sup> 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:

- **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).

**Mr. Adrian Popescu can delegate his powers granted at point 3<sup>1</sup> above to any other third party, at his choosing.**

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 convened through the present, reflect.**
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.”**

Any shareholders holding, individually or together, at least 5% of the voting rights in the Company are entitled:

- i. To supplement the agenda of the shareholders meeting, under the condition that each new point 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.

Shareholders may exercise their above-mentioned rights provided above within 15 days from the publication of the calling notice, respectively until the date of 26 August 2016. Such proposals shall be submitted in writing with the Company's headquarters, in accordance with the provisions of Article 117<sup>1</sup> of the Companies Law and Article 7 of Regulation no. 6/2009 on the exercise of certain rights of shareholders at the general meeting of shareholders of commercial companies ("Regulation 6/2009").

According to the provisions of Article 13 from Regulation 6/2009 each shareholder has the right to ask questions regarding the agenda of the meeting, not later than 26 August 2016. 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 Meetings of Shareholders, acknowledging that for questions having the same content, a single general answer shall be provided by the Company.

Shareholders may be represented at the Extraordinary General Meeting of Shareholders by other persons than the shareholders, based on general or special power of attorney, according to art. 243 paragraph 3, respectively art. 243, paragraph 6 of the Capital Markets Law. The English and Romanian version of the special and general powers 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 submitted with the Company's headquarters not later than 16 September 2016, 11:00 hours. Also, the shareholders have the right to vote by correspondence, respectively through registered mail with confirmation of receipt delivered at the Company's headquarters until the above mentioned date.

The forms of the special and general powers of attorney in English and Romanian are available at the Company's headquarters and on the Company's website, starting with 19 August 2016.

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

- i. for shareholders - natural persons, by presentation of an identity document;
- ii. For shareholders- legal entities, the legal representative status is evidenced based on the shareholders list at the Reference Date, received from Depozitarul Central S.A.

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.

The forms for voting by correspondence (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 19 August 2016.

Additional information can be obtained at the Company's headquarters or at telephone number 0249/434640 – Mrs. Vaduva Cristiana.

**CEO,**

**ADRIAN POPESCU**