



TMK-ARTROM S.A.

Draganesti Str. 30, Slatina, jud. OLT, Romania 230119

Tel: +40 (249) 436862, 434640, 434641

Fax: +40 (249) 434330, 437288

E-mail: office.slatina@tmk-artrom.eu www.tmk-artrom.eu

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: 2 March 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

Calling notice of the ordinary general meeting of shareholders of TMK – ARTROM S.A. on 28/29 April 2016

BOARD OF ADMINISTRATION of TMK-ARTROM SA, a company with its headquarters 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, 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 9 of the Company's Articles of Association, gathered on 02 March 2016

CONVENES

The Ordinary General Meeting of Shareholders to take place on 28 April 2016 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 Association are not fulfilled, the Ordinary General Meeting is convened on 29 April 2016 at the same place, the same hour (11:00 hours) and with the same agenda;

In accordance with the provisions of Article 243, paragraph 4 of Law 297/2004 on Capital Markets, the Board of Administration sets as reference date for this Ordinary General Meeting of Shareholders the date of 8 April 2016 (the "Reference Date"). The shareholders that, at the end of the day set as Reference Date, appear registered with Depozitarul Central SA as shareholders of the Company shall be, in accordance with the law, the only shareholders

ISO 9001
ISO 14001
OHSAS 18001

AD-2000 WO/W4
TRD 100/102
Vd TUV

LRS
DNV
GL-RULES

5CT-0440
5L-0352

PED 97/23/EC
EN 10297

EN 10210-1,2
EN 10255

DIN 1629
EN 10210

ISO/TS 16949

TMK EUROPEAN DIVISION Cod: FCU-01, Ed.3 Rev. 1/2014

entitled to participate and vote in the Ordinary General Meeting of Shareholders whether or not such meetings are held on 28 April 2016, as initially agreed, or on 29 April 2016, in case a second meeting is required.

Considering the above , the provisions of the Articles of Association of the Company and the relevant legal provisions in force, the Board of Administration proposes the following agenda for the Ordinary General Meeting of Shareholders:

- 1. To approve the administration report of the Board of Administration for the year 2015;**
- 2. To approve the financial auditors' report for the year 2015;**
- 3. To approve the individual financial statements drawn up in accordance with IFRS for the financial year of 2015 and the proposal of the Board of Administration regarding the distribution of the profit to the reserve fund, other reserves for reinvested profit, for covering the account loses of the previous years and carry forward the remaining undistributed profit;**
- 4. To approve the discharge of activity for the members of the Board of Administration for the financial year of 2015;**
- 5. To approve the incomes and expenses budget and the activity program for the year 2016;**
- 6. To debate and approve the investment schedule for the year of 2016;**
- 7. To approve the credit limits for the year of 2016, including the prolongation of the credit agreements that expire in 2016 and the new financing sources for the working capital necessary for 2016 and the necessary loans to finance the investment schedule;**
- 8. To elect and approve the financial auditor due to the expiry of the agreement;**
- 9. To establish, according to art. 238 of Law 297/2004 on capital markets, the date of 19 May 2016 as the registration date for the shareholders who benefit of the resolutions taken by the Ordinary General Meeting of Shareholder, convened hereby, and the date of 18 May 2016 as the ex date, according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014.**

10. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.

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

- i. to add new items on the agenda of the shareholders meeting, provided that each item be accompanied by a justifications or of a decision draft as proposed to be adopted by the general meeting; and
- ii. to submit draft resolutions for the items included or to be included on the agenda of the general meeting.

The shareholders may exercise their aforementioned rights within 15 days as of the publication date of the calling notice, respectively until 30 March 2016. Such proposals shall be submitted in writing at the Company's headquarters, in accordance with the provisions of Article 117¹ 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 of the Regulation 6/2009, each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest 30 March 2016. 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 Shareholders, being understood that for the questions having the same content, a single general answer shall be provided by the Company.

According to paragraph 3 and paragraph 6 of Article 243 of the Capital Markets Law, the shareholders may also be represented at the Ordinary General Meeting of Shareholders by other persons than shareholders, on the basis of a special power of attorney or a general power of attorney. The English and Romanian version of the special power of attorney and the general power of attorney shall be sent to the email address office.slatina@tmk-artrom.ro (bearing electronic signature) or submitted with the Company's headquarters, in copy certified for conformity, under signature of the legal representative, until the latest 26 April 2016, 11:00 hours for the General Meeting. Also, the shareholders have the right to vote by registered mail delivered at the Company's headquarters, until the above mentioned date.

The forms of the special powers of attorney and the general power of attorney in English and Romanian version are available at the Company's headquarters and on the Company's website, starting with 25 March 2016.

The access of the shareholders/their representatives at the Ordinary General Meeting of Shareholders will be made as follows:

- i. for shareholders - natural persons, by submitting an identification document;
- ii. for shareholders - legal entities, the capacity of legal representative is proved with the shareholders list on the Date of Reference, as received from Depozitarul Central S.A.

The documents proving the capacity of the legal representative drawn up in a foreign language, other than English, shall be accompanied by an authorized translation in Romanian or in English. The notarization or apostillation of the documents proving the capacity of the legal representative of the shareholder is not required.

The above mentioned procedure shall also be applied to prove the capacity of the legal representative proposing new items on the agenda of the shareholders meeting or asking questions to the Company with respect to the items on the agenda of the shareholders meeting.

- iii. for shareholders - legal entities and for shareholders - natural persons who are represented through a power of attorney, by submitting the relevant power of attorney.

Vote by registered mail forms (in English and Romanian version), draft resolutions, the documents that are submitted for discussion in the Ordinary General Meeting of Shareholders can be obtained, analysed and or/filled in at the Company's headquarters or on the Company's website, www.tmk-artrom.eu , starting with 25 March 2016.

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

CEO,
ADRIAN POPESCU