



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

DECISION NO. 1

OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

TMK – ARTROM S.A.

28 APRIL 2016

Today, 28 April 2016, at 11.00 a.m. was held the Ordinary General Meeting of Shareholders of TMK - ARTROM S.A., at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania registered with the Trade Registry under no. J28/9/1991, sole registration code RO1510210 (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

The shareholders owning a number of **113,769,268** shares representing **97.933%** of the Company's share capital attended the Ordinary General Meeting of the Shareholders. The legal requirements for the Ordinary General Meeting of the shareholders to be hold are fulfilled.

After discussing and voting each item on the agenda, the Ordinary General Meeting of the Shareholders

DECIDES

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;
4. To approve 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;
5. To approve the discharge of activity for the members of the Board of Administration for the financial year of 2015;
6. To approve the incomes and expenses budget and the activity program for the year 2016;
7. To debate and approve the investment schedule for the year of 2016;

8. To approve the credit limits for the year of 2016, in accordance with Annex 1 to this decision, 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;
9. To approve the financial auditor **ERNST & YOUNG ASSURANCE SERVICES SRL** due to the expiry of the agreement, the duration of the financial audit contract being of **1 year**;
10. 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 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;
11. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.

PRESIDENT OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Mrs. Daniela David

SECRETARY OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Mrs. Maria Comanescu