



S.C. T.M.K. - ARTROM S.A.

Draganesti Street, No. 30, 230119, SLATINA, OLT, ROMANIA

Tel: +40-249-436862,434640,434641; Fax: +40-249-434330; 437288; 431144

E-mail: office.slatina@tmk-artrom.ro; www.tmk-artrom.ro

J 28/9/1991; VAT No: RO 1510210/1992;

Subscribed and Deposited Share Capital: 30.792.730,20 RON

CALLING NOTICE

of the

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

of

T.M.K.-ARTROM S.A.

T.M.K.-ARTROM S.A., a Romanian company having headquarters in 30 Draganesti Street, Slatina, Olt District, registered at Trade Registry under No. J28/9/1991, sole registration code 1510210 (the "Company").

Following the decision of the Board of Directors taken on 02.10.2008 and in accordance with the provisions of the Companies' Law No. 31/1990, as published and amended (the "Companies' Law"), the Capital Market Law No. 297/2004 (the "Capital Market Law") and the Articles of Association of the Company,

THE BOARD OF ADMINISTRATION OF THE COMPANY HEREBY CONVOKES

the Extraordinary General Meeting of Shareholders to take place on 17 November 2008, at 11.00 a.m., at the Company's headquarters situated in 30 Draganesti Street, Slatina, Olt District, with the following agenda:

1. Approval of the proposal to increase the share capital of the Company with the amount of RON 76,981,825.5 by incorporating the reserves of the Company, more precisely the reserves constitute from the net profit in value of RON 73,216,072.41 and of the emission premiums in value of RON 3,765,753.09. Approval of the emission of a number of 30,670,050 shares having the face value of RON 2.51 each as a result of such increase. Approval of the distribution of the new shares, shares resulted from such increase of the share capital of the Company by incorporating the reserves and the emission premiums, to the shareholders registered at Depozitarul Central S.A. at the registration date, more precisely 2.5 new shares for each old share.
2. Approval of the proposal to increase the share capital of the Company with RON 227,866,203.48 of which EUR 50,003,662.07 represent the contribution in cash of the majority shareholder, TMK Europe GmbH. The equivalent in RON is made at an exchange rate of RON 3,671/ EUR 1. Approval of the issuance of a number of 90,783,348 shares with a face value of RON 2.51 each equal with the subscription price.

1



ISO 9001
ISO 14001



SCT-0440
5L-0352



AD-2000 W0 /W4
TRD 100/102,
Vd TUV



PED 97/23/EC



EN 10210-1, 2



GL RULES



DIN 1629
EN 10210



- Approval of awarding to the shareholders of the Company the preference right to subscribe 7.4 new shares for a share owned, as a result of the increase of the share capital, pro rata with the number of shares owned at the registration date. Approval of the cancellation of the shares that will not be subscribed by the shareholders. Approval of the algorithm for approximating the value of the shares, respectively: (i) 0.5 share and over, the shares will be approximated up to the superior level; and (ii) under 0.49 shares will be approximated down to the inferior level.

The shareholders will exercise the preference right within 30 days after the decision of the Extraordinary General Meeting of Shareholders is published in the Official Gazette of Romania, Part IV. The shareholders which had exercised their preference right to subscribe will pay the new shares issued in proportion of at least 30% of their face value at the subscription date, and the rest in term of maxim 3 years since the date the decision of the Extraordinary General Meeting of Shareholders was published in the Official Gazette of Romania, Part IV.

Approval of the transaction of shareholders' preference right at the Bucharest Stock Exchange.

- Approval of the decision to empower a person to sign in the name and on behalf of the shareholders of the Company the minutes of the Extraordinary General Meeting of Shareholders comprising the resolutions of the Extraordinary General Meeting of Shareholders and to perform any and all formalities which are necessary for the registration and execution of the resolutions of the Extraordinary General Meeting of Shareholders, including the representation in front of Trade Registry, Romanian National Securities Commission, Bucharest Stock Exchange and Depozitarul Central S.A.

The reference date is 31 October 2008 and only shareholders who are registered with Depozitarul Central S.A. on the reference date are entitled to attend and vote in the Extraordinary General Meeting of Shareholders.

It is proposed that the date of 3 December 2008 to be the registration date with Depozitarul Central S.A. for the shareholders on whom the resolutions of the Extraordinary General Meeting of Shareholders shall have effects, in accordance to the provisions of Article 238 paragraph 1 of the Capital Market Law.

If the quorum required by Companies' Law and the Articles of Association of the Company is not accomplished, the Extraordinary General Meeting of Shareholders is convoked on 18 November 2008 at the same place and hour, with the same agenda.

Starting from 3 November 2008 and until 14 November 2008, between 10.00 a.m and 4.00 p.m., documents and information related to the items on the agenda mentioned in the present calling notice, can be reviewed by the shareholders at the Company's headquarters in 30 Draganesti Street, Slatina, Olt District or can be provided to shareholders upon their written request and on their expense, according to the



ISO 9001
ISO 14001



5CT-0440
5L-0352



AD-2000 W0 /W4
TRD 100/102,
Vd TUV



PED 97/23/EC



EN 10210-1, 2



GL RULES



DIN 1629
EN 10210



S.C. T.M.K. - ARTROM S.A.

Draganesti Street, No. 30, 230119, SLATINA, OLT, ROMANIA

Tel: +40-249-436862, 434640, 434641; Fax: +40-249-434330; 437288; 431144

E-mail: office.slatina@tmk-artrom.ro; www.tmk-artrom.ro

J 28/9/1991; VAT No: RO I510210/1992;

Subscribed and Deposited Share Capital: 30.792.730,20 RON

legal provisions in force. Such documents and information will also be available on the Company's web site: www.tmk-artrom.ro.

Further information may be obtained at telephone/fax +40-249-436862, 434640, 434641/+40-249-434330, 437288, 431144 starting from 3 November 2008, between 10.00 a.m. and 4.00 p.m.

In accordance to the provisions of Article 117¹ of Companies' Law the shareholders representing at least 5% of the voting rights within the Company may request the adding of additional matters on the agenda of the Extraordinary General Meeting of Shareholders. Any such additional matters shall be notified in writing to the headquarters of the Company within maximum 15 (fifteen) days from the publication of the present call notice.

In accordance with the provisions of Article 243 paragraph 3 of the Capital Market Law, the shareholders may be represented at the Extraordinary General Meeting of Shareholders by other individuals (except for the members of the Board of Administration) empowered through a special power of attorney, which shall be submitted in original at the Company's headquarters prior to the meeting. Legal entities may participate at the meeting through their legal representatives or may be represented by other individuals than shareholders (except for the members of the Board of Administration) empowered through a special power of attorney which shall be submitted in original at the Company's headquarters prior to the meeting.

The form of the special power of attorney can be obtained from the Company's headquarters starting from 3 November 2008 and until 14 November 2008, between 10.00 a.m. and 4 p.m.

The participation at the Extraordinary General Meeting of Shareholders shall be made by the shareholders and their representatives based on their identity documents (identity card for the Romanian citizens and passport for the foreign citizens).

PRESIDENT OF THE BOARD OF ADMINISTRATION

Adrian Popescu



ISO 9001
ISO 14001



5CT-0440
SL-0352



AD-2000 W0 /W4
TRD 100/102,
Vd TÜV



PED 97/23/EC



EN 10210-1, 2



GL RULES



DIN 1629
EN 10210