



TMK-ARTROM S.A.

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EUID: ROONRC.J28/9/1991; J28/9/31.01.1991
VAT No. RO 1510210/1992
Subscribed and Paid Share Capital: 291.587.538,34 lei

102/161 from 10/09/2019

No

Current Report
regarding the information provided in art. 122 paragraph (1) of Law no. 24/2017 and
in art 145 of the Regulation no. 5/2018 on issuers of financial instruments and market
operation

Date of the Report: 10 September 2019
Name of the issuing entity: TMK- ARTROM S.A.
Registered office: 30 Draganesti Street, Slatina, Olt, Romania
Telephone/fax number: +40249436862/ +40249434330
Registered in the Trade Register under no: J28/9/1991
Tax Identification Number: RO1510210
Unique Identifier at European Level (EUID): ROONRC.J28/9/1991
Code LEI: 315700M25SMOU44FAN52
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 be reported according to Law no. 24/2017 and Regulation no. 5/2018 on issuers and transactions with securities:

Notice regarding the payment of the dividends for year 2018 and the availability of the procedure for dividends' payment

The Company TMK-Artrom SA would like to inform interested shareholders and investors about the distribution of the dividends for year 2018 in total amount of 14,280,000 lei, in accordance with the Decision of the Ordinary General Meeting of Shareholders no.1 from 5 April 2019. The gross dividend is of **RON 0.1229229486/share**. The payment of the dividends starts on **October 4, 2019 (Payment Date)**, through Depozitarul Central S.A., the Participants to the compensation-settlement and register system (Participants) and BCR Bank as Payment Agent. The corresponding tax on dividends will be withheld as per the Romanian Fiscal Code or other specific regulations.

The payment of dividends shall be made to the Artrom S.A. shareholders registered in the Shareholders Register held by Depozitarul Central S.A. on **September 13, 2019 (the Registration Date)** as approved by Ordinary General Shareholders Meeting's Decision no.1 **dated April 5, 2019**. **September 12, 2019** is the **ex date** as approved by Ordinary General Shareholders Meeting's Decision no.1 dated April 5, 2019.

All costs related to the payment of the dividends to the shareholders, irrespective of the payment method, shall be borne by the Issuer, except for the costs with the registration of the IBAN code of the bank accounts of the shareholders, which shall be paid by the shareholders.

The procedure regarding the payment of dividends for year **2018** is attached to this report and will be posted on the website www.tmk-artrom.eu, under Investor Relations section in Romanian and English language, as well as on the website of Depozitarul Central S.A..

Chairman of the Board of Directors,
Andrey Zimin

Chief Executive Officer,
Adrian Popescu

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PROCEDURE REGARDING THE PAYMENT OF DIVIDENDS FOR 2018

1. Following Ordinary General Shareholders Meeting's Decision no. 1 dated April 5, 2019, TMK - Artrom S.A. (hereinafter "The Issuer" or "ART") announces the payment of dividends for year 2018 starting with **October 4, 2019** (established as "Payment Date" by Ordinary General Shareholders Meeting's Decision no. 1 dated April 5, 2019).

The ART shareholders entitled to benefit from dividends, pro rata with their participation to the registered share capital of the company, subscribed and fully paid-in, **are only those shareholders registered with the ART Shareholders' Registry transmitted to the Issuer by Depozitarul Central S.A. on September 13, 2019** (established as "Registration Date" by Ordinary General Shareholders Meeting's Decision no. 1 dated April 5, 2019).

Ex-Date as established by Ordinary General Shareholders Meeting's Decision no. 1 dated April 5, 2019 is the date of **September 12, 2019**.

2. The gross value of the dividend to be paid per one ART share is of RON **0.1229229486**. The payment of the dividends shall be made in RON and the applicable taxes will be withheld, if the case may be, in compliance with the applicable legal provisions. If a shareholder considers himself/herself/itself exempt from taxes according to the applicable legal regulations, he/she/it shall submit to the Issuer the documents attesting the applicability of the relevant legal provisions regulating the exemption.

The justifying documents shall be transmitted to the Issuer's registered office (**Slatina City, no. 30 Draganesti Street, Olt County**), from Monday to Friday, between 08:00 a.m. and 3:00 p.m., until the latest **September 25 2019, 3:00 p.m.**, in original or legalized copy (except for the Fiscal Residency Certificate to be provided in original copy only), with apostille/additional legalization, if the case may be, together with the contact details for further clarifications regarding the documents. The documents presented in a foreign language shall be accompanied by the notarized translation into the Romanian language, and if they are issued by a foreign authority, these documents have to be apostilled or bear additional legalization, if the case may be.

The Issuer is not responsible for not applying the fiscal treatment requested by the shareholder if the relevant documents and/or requested clarifications are not submitted within the afore-mentioned term.

All costs related to the payment of the dividends to the shareholders, irrespective of the payment method, shall be borne by the Issuer, except for the costs with the registration of the IBAN code of the bank accounts of the shareholders mentioned at point 4.A.1.a) and b), which shall be paid by the shareholders.

3. **The dividends shall be paid to the shareholders starting with October 4, 2019, through Depozitarul Central S.A. ("Depozitarul Central") and the participants to the compensation-payment system and the registry of Depozitarul Central S.A. ("Participants", intermediaries according to the provisions of art. 2(1) point 20 from Law no. 24/2017).**

The payment agent nominated by the Issuer is BCR SA Bank (the "Payment Agent"), having the registered office in Bucuresti, registered with the Trade Registry under number J40/90/1991, unique registration code 361757.

4. THE PROCEDURE FOR THE DIVIDENDS' PAYMENT IS DESCRIBED BELOW:

A. THE DIVIDENDS' PAYMENT THROUGH DEPOZITARUL CENTRAL – for the shareholders - natural persons/legal entities/other entities - that have not opened an account for securities with a Participant (Section I of Depozitarul Central)

For the shareholders - natural persons, legal entities or other entities - that according to the ART Shareholders Registry kept by Depozitarul Central do not hold, on the Registration Date (**September 13, 2019**), shares registered in Section II in accounts opened with a Participant, the dividends shall be paid through Depozitarul Central, as follows:

1. **Payment through bank transfer (in bank accounts opened by the shareholders - natural persons, legal entities/other entities - with a credit institution from Romania)**

The shareholders - natural persons and legal entities/other entities – that want the dividends payment to be made by bank transfer may request and transmit to Depozitarul Central the necessary documents, as follows:

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- a) **The shareholders –natural persons– personally or by legal or conventional representative**, shall present to Depozitarul Central "The IBAN Code Collection Form", in which shall be specified the bank and the account (IBAN code) opened on the name of the shareholder – natural person – (the form is available on Depozitarul Central's site - www.depozitarulcentral.ro), accompanied by:
- the copy of a valid identity card in which the personal identification number shall be readable – certified by the holder as a "true copy";
 - account extract or a document issued by the bank (signed and stamped) attesting the account's existence on the shareholder's name, mentioning the IBAN code- in original;
 - copy of the documents attesting the capacity as legal or conventional representative of the shareholder for the signatory of the request, if the case may be – certified by the signatory as a "true copy".
 - evidence of the payment of the fee charged by Depozitarul Central for IBAN code registration
- b) **The shareholders –legal entities– by legal or conventional representative**, shall present to Depozitarul Central "The IBAN Code Collection Form" in which shall be specified the bank and the account (IBAN code) opened on the name of the shareholder – legal entity – (the form is available on the Depozitarul Central site www.depozitarulcentral.ro), accompanied by:
- the copy of the Registration Certificate – certified by the holder as a "true copy";
 - the copy of the valid document, attesting the capacity as legal representative of the legal entity (Trade Registry/equivalent authority for the foreign legal entities excerpt) - certified by the holder as a "true copy";
 - the copy of the documents attesting the capacity of the conventional representative of the signatory's request, if the case may be - certified by the holder as a "true copy";
 - the account extract or a document issued by the bank (signed and stamped) attesting the bank account existence on the shareholder's name – legal entity, mentioning the IBAN code- in original;
 - evidence of the payment of the fee charged by Depozitarul Central for IBAN code registration.

The documents presented in a foreign language shall be accompanied by the notarised translation into the Romanian language, and if they are issued by a foreign authority, these documents have to be apostilled or bear additional legalization, as the case may be, if necessary.

The requests for dividends' transfer into the bank accounts shall be submitted or sent to Depozitarul Central's registered office (Bucharest, no. 34 – 36 Carol I Avenue, et. 3rd, 8th, 9th floor, 2nd district). All the requests shall contain e-mail address and/or telephone number to which the shareholders may be contacted if other clarifications are necessary.

The dividends' payment shall be made by Depozitarul Central by bank transfer starting October 4, 2019, after receiving and checking the above-mentioned documents.

The dividends' payment on the Payment Date (October 4, 2019) is conditioned by the submission of all the complete and correct documents and of further clarifications until **September 25, 2019**.

The shareholders – natural persons not-represented by the Participants and who shall not submit, until September 25, 2019, the requests for the payment of the dividends into a bank account, or the shareholders whose requests are not complete/completed until September 25, 2019 may receive the dividends in cash from the Payment Agent's cash desk (BCR Bank).

In case the shareholders – natural persons or legal entities – submit the requests for the dividends' payment by bank transfer after the Payment Date (**October 4, 2019**), Depozitarul Central shall instruct the payment by bank transfer within 3 working days after the payment in cash is blocked (if the dividends had not already been paid in cash, for the natural persons), respectively after the date of receiving the payment request (for the legal entities).

The non- resident shareholders - natural persons/legal entities- have to express their option for the payment and to transmit it to the Issuer until **September 25, 2019, 3.00 p.m.** as follows:

-The dividends' payment after withholding the applicable taxes as per the provisions of the Romanian Fiscal Code applicable on the Payment Date;

- The dividends' payment with the application of the relevant taxes as per the applicable Double Taxation Treaty, provided the shareholder has submitted the complete and correct fiscal documentation until **September 25, 2019, 3 p.m.**;

-The postponement of the dividends' payment for a date subsequent to the Payment Date (which cannot fall beyond **20 December 2019**), in order to allow shareholders to benefit from the more favorable provisions of the Double Taxation Treaty, provided that the shareholders submit the complete and accurate documentation minimum 10 business days in advance of the payment date. Payment of net dividends will be made within 10 business days from the date of receipt by the Issuer of the complete and accurate supporting documents and further clarifications, if requested by the Issuer. For the shareholders who have requested the postponement of the Payment Date but have

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not submitted the supporting documents until **9 December 2019, 3:00 p.m.**, dividends will be paid on 20 December 2019 after withholding the tax in compliance with the Romanian Fiscal Code.

For sake of clarity, if the non-resident shareholders have, by **25 September 2019, 3 p.m.**, neither requested the postponement of the dividends' payment after the Payment Date, nor submitted the complete and correct documents for the applicability of the Double Taxation Treaty, the Issuer shall pay the dividends on the Payment Date (that is on 4 October 2019) after withholding the applicable taxes as per the provisions of the Romanian Fiscal Code applicable on the Payment Date.

- c) **The voluntary pension funds and private pension funds resident/nonresident shareholders (from E.U. or Economic European Area) that have not opened an account for securities with a Participant** shall submit at the registered office of the Issuer (**Slatina, no. 30 Draganesti Street, Olt County**), until **September 25, 2019, 3:00 p.m.**, the complete and accurate documents for tax exemption application, as per the legal regulations.

The Issuer is not responsible for not applying the more favorable fiscal treatment above-mentioned if such shareholders fail to submit the relevant documents and/or requested clarifications within the afore-mentioned term.

The resident voluntary pension funds and private resident pension funds shareholders shall submit at the registered office of the Issuer (**Slatina, no. 30 Draganesti Street, Olt County**), until **September 25, 2019, 3:00 p.m.**, the following documents:

- copies of the regulating authority decisions certifying the authorization of the management company and of the pension fund;
- copy of the identity document of the fund's management company's legal representative within the validity period (identity card indicating the Personal Identification Number for the Romanian citizens or passport indicating the identification number for the foreign citizens);
- copy of the Trade Registry excerpt or an equivalent document, no older than 3 months, mentioning the legal representative of the fund's management company;
- copy of the registration certificate/ other equivalent document of the fund's management company.

The non-resident pension funds from E.U or the European Economic Area which do not have a bank account opened at the Participant and which desire the application of the more favorable provisions of the Double Taxation Treaty concluded between Romania and their country of residency, or the more favorable provisions applicable to the non-resident pension funds (as are defined in the legislation of the state member of the European Union or of one of the state from the European Economic Area), have to submit no later than **September 25, 2019, 03:00 p.m.**, to the registered office of the Issuer (**Slatina, no. 30 Draganesti Street, Olt County**) the Fiscal Residency Certificate for the year in which the dividends are paid (2019), with validity not expired, in original, with apostille/additional legalization if the case, together with the notarized translation in Romanian language, as the case may be, and, also, contact details for additional clarifications on the documents, from Monday to Friday between 08:00 a.m. and 03:00 p.m.

According to the provisions of the Fiscal Code, the Fiscal Residency Certificate has to include identification data of the non – resident and, also, of the authority which issued the Fiscal Residency Certificate, such as, but without being limited to: name, address, fiscal code, the mention that the entity is resident in the issuer state and, also, the issuing date of the certificate.

The pension funds from the European Union or from the European Economic Area, in addition to the above mentioned Fiscal Residency Certificate, shall also submit:

- a document issued by the competent regulatory authority (original or legalized copy (with apostille or additional legalization, if applicable), together with their notarized translation into Romanian language), by which to be attested that they are established and authorized as pension funds according with the legal provisions of the respective state member of the European Union or of the European Economic Area;
- the statement of the legal representative of the management company by which to be attested that the fund's authorization is valid on the Payment Date;
- To the extent it is available, information regarding the official web site of the regulating authority in the country of origin where the pension fund's status of pension fund can be verified.

- d) **Investment funds with no legal personality shareholders** (set up as per the provisions of Law no. 24/2017 regarding the issuers of the financial instruments and market operations) shall submit at the registered office of the Issuer (**Slatina, no. 30 Draganesti Street, Olt County**), until **September 25, 2019, 3:00 p.m.** the complete and accurate documents for the application of any relevant tax exemption, as per the legal regulations, together with the following documents:

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- statement on own liability in original, signed by the legal representative of the management company, explicitly indicating that the investment fund has no legal personality;
- copy of the identity document of the fund's management company's legal representative, within the validity period;
- copy of the trade registry excerpt or an equivalent document for the fund's management company details, issued no earlier than 3 months before, indicating the legal representative of the fund's management company;
- copy of the registration certificate/ other equivalent document of the fund's management company;
- copy of the regulatory authority's decision certifying the authorization of the fund's management company.

2. The payment of the dividends in cash, through the payment agent – BCR Bank.

For the shareholders natural persons not meeting the requirements of points **A.1 and B**, respectively they are not represented by Participants (holding shares in Section I of the Shareholders' Register) or did not request the payment by bank transfer until **September 25, 2019**, the payment of the dividends will be made in cash at BCR Bank's cash desk (Payment Agent) starting with **October 4, 2019**.

The network of BCR Bank's locations is available at: <https://www.bcr.ro/ro/retea-unitati1>.

The payments will be made in any of BCR Bank's locations from Romania within the opening hours of such location.

The Payment Agent will make the payments in cash within the limit provided by the legal provisions in force (as per the provisions of Law no. 70/2015, the daily limit for the payments in cash to the natural persons is of 10,000 lei/day).

The Payment Agent will not pay the dividends at the cash desk in the following cases:

- to the shareholders who have a Personal Identification Number which is not identic with the one mentioned in the Shareholders register. These shareholders will be redirected to Depozitarul Central in order to update the registrations in the Shareholders Registry;
- to the heirs of the deceased shareholders. These shareholders will be redirected to Depozitarul Central in order to update the registrations in the Shareholders Registry;
- In any other exceptional situation which is not provided by this procedure. The shareholders will be redirected to Depozitarul Central in order to update the registrations in the Shareholders Registry.

Any modification of data included in the Shareholders Registry is made only by Depozitarul Central S.A. (with registered address at Bucharest, 34-36 Carol I avenue, floor 3, 8, 9, 2nd district), at the request of the shareholder/the entitled person.

The documents transmitted into a foreign language will be accompanied by their notarized translation in Romanian language and, if they are issued by a foreign authority, the document has to bear apostille or additional legalization, as the case may be.

- a) **The payment of dividends in cash, through the Payment Agent – BCR Bank, to the resident shareholders natural person who came in person to the bank cash desk**, is made based on an identification document containing the personal identification number (C.N.P.). The Payment Agent identifies the shareholders based on the information written into the C.N.P field from the file with the shareholders' information provided by Depozitarul Central.
- b) **The payment of dividends in cash, through the Payment Agent – BCR Bank, to the non-resident shareholders natural persons who came in person to the bank cash desk** is made based on the passport. The series and number of the passport have to be identical with those mentioned in the file with the shareholders' information provided by Depozitarul Central.
- c) **The payment of dividends in cash, through the Payment Agent – BCR Bank, to the shareholders natural persons under 14 years** will be made to his legal representative, namely the parent/ legal guardian of the minor, based on the following documents: • birth certificate of the shareholder unrepresented by the Participant including the CNP and a copy of it certified as a true copy (the copy will be retained); • the legal document attesting the capacity of the person as legal guardian of the minor, if the guardian is not the parent of the minor, and a copy of it certified as a true copy (the copy will be retained); • the identification document of the legal guardian/parent and a copy of it certified as a true copy (the copy will be retained).
- d) **The payment of dividends in cash, through the Payment Agent – BCR Bank, to the shareholders natural persons who are under curatorship**, is made based on the following documents:



- The identification document of the shareholder unrepresented by the Participant including the CNP and a copy of it certified as true copy (the copy will be retained);
 - The legal document by which the curatorship is established and a copy of it certified as a true copy (the copy will be retained);
 - The identification document of the legal guardian and a copy of it certified as a true copy (the copy will be retained).
- e) **The payment of dividends in cash, through the Payment Agent – BCR Bank, to the shareholders natural persons who mandate a person to represent them at the banks cash desk** will be made to the empowered person based on the following documents:
- authenticated special power of attorney, with apostille/bearing additional legalization, if the case may be, which will contain the empowerment to cash the dividends, issued no more than 3 years prior to the date when the payment is made, except for the cases in which the power of attorney has a validity term of more than 3 years and is valid at the date when the payment is made, and a copy of it certified as a true copy (the copy will be retained)
 - the identification document of the empowered person and a copy of it certified as a true copy (the copy will be retained)
- f) **The payment of dividends in cash, through the Payment Agent – BCR Bank, to the non- resident shareholders natural persons who have not a bank account opened with the Participants and who elect this payment option and want to benefit from applicable more favorable provisions of the Double Taxation Treaty concluded between Romania and their fiscal residency countries**

In order to receive the dividends on the Payment Date (October 4, 2019), the shareholders non-resident natural persons that have not opened an account with Participants and want to benefit from applicable more favorable provisions of the Double Taxation Treaty concluded between Romania and their fiscal residency country have to transmit/submit the following documents to the registered office of the Issuer (**Slatina, no. 30 Draganesti Street, Olt County**), from Monday to Friday, between 08:00 a.m. and 3:00 p.m., until latest **September 25, 2019, 3:00 p.m.:**

- Fiscal Residency Certificate for the year in which dividend's payment will be made (**2019**), valid, in original, with apostille/bearing additional legalization, if the case may be, accompanied by the notarized translation into the Romanian language, as well as
- Contact details for further clarifications on the documents

According to the provisions of the Fiscal Code, the Fiscal Residency Certificate has to include identification data of the non – resident and, also, of the authority which issued the Fiscal Residency Certificate, such as, but without being limited to: name, address, fiscal code, the mention that the shareholder is a fiscal resident in the issuer state as well as the issuing date of the certificate.

The applicability of the Double Taxation Treaty on the Payment Date is conditioned by the receipt, until September 25, 2019 3:00 p.m. of the complete and accurate documents and of the further clarifications requested by the Issuer. The Issuer is not responsible for not applying the fiscal treatment requested by the shareholder if the shareholder fails to submit the relevant documents and/or requested clarifications within the afore-mentioned term.

The shareholders non-resident natural persons must express and communicate to the Issuer until **September 25, 2019, 3:00 p.m.** the payment option regarding:

- The dividends' payment after withholding the applicable taxes as per the provisions of the Romanian Fiscal Code applicable on the Payment Date;
- The dividends' payment with the application of the relevant taxes as per the applicable Double Taxation Treaty, provided the shareholder has submitted the complete and correct fiscal documentation until **September 25, 2019, 3 p.m.;**
- The postponement of the dividends' payment for a date subsequent to the Payment Date, however no later than 20 December 2019, in order to allow shareholders to benefit from the more favorable provisions of the Double Taxation Treaty, provided that the shareholders submit the complete and accurate documentation minimum 10 business days in advance of the payment date. Payment of net dividends will be made within 10 business days from the date of receipt by the Issuer of the complete and accurate supporting documents and further clarifications, if requested by the Issuer. For the shareholders who have requested the postponement of the Payment Date but have not submitted the supporting documents until **9 December 2019, 3:00 p.m.**, dividends will be paid on **20 December 2019** after withholding the tax in compliance with the Romanian Fiscal Code..

For sake of clarity, if the non-resident shareholders have, by **25 September 2019, 3 p.m.**, neither requested the postponement of the dividends' payment after the Payment Date, nor submitted the complete and correct documents

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for the applicability of the Double Taxation Treaty, the Issuer shall pay the dividends on the Payment Date (that is on **4 October 2019**) after withholding the applicable taxes as per the provisions of the Romanian Fiscal Code applicable on the Payment Date.

B. PAYMENT OF DIVIDENDS TO THE ACCOUNTS OF PARTICIPANTS – for natural or legal persons/other entities shareholders holding securities in the account opened with a Participant

For shareholders natural persons, legal persons or other entities who, according to the ART Shareholders' Register held by **Depozitarul Central, on the Registration Date (September 13, 2019)** hold shares in Section II in the accounts opened with a Participant, **dividends will be automatically paid by bank transfer through Depozitarul Central to the accounts of the Participants on the Payment Date (October 4, 2019)**, provided such shareholders have not communicated to the Participant that they wish the payment of their dividends be postponed and/or the Participant has not communicated to Depozitarul Central such request within the reporting from the Registration Date.

The postponement of the payment of dividends beyond the Payment Date is an option available solely to non-resident shareholders who have an account opened at the Participant and who request such postponement in order to benefit from the more favorable provisions of the Double Taxation Treaty . The postponed payment date represents the deadline established in relation with the relevant legal provisions up to which the payment of dividends is deferred for shareholders who expressed this payment option.

The payment option is the option expressed by the non-resident shareholders who have an account opened at the Participant and is communicated to Depozitarul Central by the Participant within the reporting from the Registration Date carried out in compliance with the applicable legal regime, regarding:

- a) The dividends' payment after withholding the applicable taxes as per the provisions of the Romanian Fiscal Code applicable on the Payment Date;
- b) The dividends' payment with the application of the relevant taxes as per the applicable Double Taxation Treaty, provided the complete and correct fiscal documentation has been submitted until **September 25, 2019, 3 p.m.**;
- c) The postponement of the dividends' payment for a date subsequent to the Payment Date, however no later than **20 December 2019**, in order to allow shareholders to benefit from the more favorable provisions of the Double Taxation Treaty, provided that the complete and accurate documentation in this respect is submitted minimum 10 business days in advance of the payment date. Payment of net dividends will be made within 10 business days from the date of receipt by the Issuer of the complete and accurate supporting documents and further clarifications, if requested by the Issuer. For the shareholders who have requested the postponement of the Payment Date but have not submitted the supporting documents **until 9 December 2019, 3:00 p.m.**, dividends will be paid on **20 December 2019** after withholding the tax in compliance with the Romanian Fiscal Code.

For sake of clarity, if the non-resident shareholders have, by **25 September 2019, 3 p.m.**, neither requested the postponement of the dividends' payment after the Payment Date, nor submitted the complete and correct documents for the applicability of the Double Taxation Treaty, the Issuer shall pay the dividends on the Payment Date (that is on **4 October 2019**) after withholding the applicable taxes as per the provisions of the Romanian Fiscal Code applicable on the Payment Date.

In order to benefit from the more favorable provisions of the Double Taxation Treaty concluded between Romania and the shareholders' country of residence, or of more favorable provisions applicable to the non-resident pension fund, (as defined in the legislation of the European Union member-state or in one of the states of the European Economic Area), the Fiscal Residency Certificate for the year in which the dividends are paid (2019), still valid, in original, with apostille/additional legalization if the case, together with the notarized translation in Romanian language, and, also, contact details for additional clarifications on the documents, must be submitted to the Issuer's registered office (**in Slatina, 30 Draganesti street, Olt County**) at any time from Monday to Friday between 08:00 a.m. and 03:00 p.m. **until 25 September 2019, 3 p.m.**, if the payment of dividends is done on the Payment Date or **until 9 December 2019, 3 p.m.**, if the payment of dividends is done on a postponed payment date.

According to the provisions of the Fiscal Code, the Fiscal Residency Certificate has to include identification data of the non – resident and, also, of the authority which issued the Fiscal Residency Certificate, such as, but without being limited to: name, address, fiscal code, the mention that the entity is resident in the issuer state and, also, the issuing date of the certificate.



Participants shall submit to the Issuer registered office (**in Slatina, 30 Draganesti street, Olt County**), until the abovementioned date, the list of shareholders for which the tax documents are submitted, comprising at least the following items:

- the Shareholder's complete name;
- the Shareholder's identification code as it is registered in the Shareholders' Register submitted by Depozitarul Central;
- number of shares held as of the Registration Date;
- other remarks, if applicable (specifying the non-resident pension funds shareholders, as defined in the legislation of the European Union member-state or in one of the states of the European Economic Area).

For the pension funds within EU or within the European Economic Area, apart from the abovementioned Fiscal Residency Certificate, the following shall also be submitted:

- a document issued by the competent regulatory authority (in original or a legalized copy, bearing apostille or additional legalization, if the case may be, accompanied by a notarized translation into Romanian), attesting the fact that they are constituted and authorized as pension funds in compliance with the legislation of the EU or an European Economic Area member-state;
- declaration of the legal representative of the management company attesting that the fund's authorization is valid on the Payment Date;
- To the extent it is available, information regarding the official web site of the regulating authority in the country of origin where the pension fund's status of pension fund can be verified.

For the resident optional pension funds and privately-managed pension funds, the Participants shall submit to the Issuer's registered office (**in Slatina, 30 Draganesti street, Olt County**), until **September 25, 2019 3:00 p.m.**, the following documents:

- copies of the regulatory authority decisions certifying the authorization of the management company and of the pension fund;
- copy of the identity document of the fund's management company's legal representative within the validity period (identity card indicating the Personal Identification Number for the Romanian citizens or passport indicating the identification number for the foreign citizens);
- copy of the Trade Registry excerpt or an equivalent document, no older than 3 months, mentioning the legal representative of the fund's management company;
- copy of the registration certificate/ other equivalent document of the fund's management company.

Custodian banks shall submit to the Issuer's registered office (**in Slatina, 30 Draganesti street, Olt County**), until **September 25, 2019 3:00 p.m.**, the Fiscal Residency Certificates of their clients, in original, with apostille/additional legalization, if necessary, accompanied by a notarized translation into the Romanian language.

The application on the Payment Date of the Double Taxation Treaty or of the more favorable tax provisions applicable to the non-resident pension funds is conditioned on the receipt by the Issuer, until September 25, 2019, 3:00 p.m. of complete and accurate documents and of any requested clarifications. The Issuer is not responsible for not applying the more favorable fiscal treatment if the relevant documents and/or requested clarifications are not received within the afore-mentioned term.

The investment funds with no legal personality shareholders (set up as per the provisions of Law no. 24/2017 regarding the issuers of the financial instruments and market operations) shall submit at the registered office of the Issuer (**in Slatina, 30 Draganesti street, Olt County**), until **September 25, 2019, 3:00 p.m.**, the complete and accurate documents necessary for benefitting from the tax exemption application, together with the following documents:

- statement on own liability in original, signed by the legal representative of the management company, explicitly indicating that the investment fund has no legal personality;
- copy of the identity document of the fund's management company's legal representative, within the validity period;
- copy of the trade registry excerpt or an equivalent document for the fund's management company details, issued no earlier than 3 months before, indicating the legal representative of the fund's management company;
- copy of the registration certificate/ other equivalent document of the fund's management company;
- copy of the regulatory authority's decision certifying the authorization of the fund's management company.

The requests for the transfer of dividends to a bank account shall be sent to the following address: Depozitarul Central S.A., no. 34-36 Carol I Bd., 2nd District, Bucharest.



All the requests above will contain also the e-mail and the telephone number to which shareholders or their intermediaries/representatives may be contacted, as appropriate, in the event of clarifications.

C. SPECIAL CASES

a) Payment of dividends for ART shares held in co-ownership

In case of financial instruments held in co-ownership by two or more holders of financial instruments, payment of cash amounts will be carried out as follows:

- In case the co-owners request both the registration by Depozitarul Central of the direct transfer of ownership on financial instruments as a consequence of terminating the joint ownership, in compliance with the applicable legal regime, and the direct payment to each of the joint owners according to the number of instruments acquired under exclusive ownership, Depozitarul Central will block the payment of the dividends and will inform the Issuer of the registration of the ownership transfer and the number of securities owned under exclusive ownership by each joint owner. The Issuer will compute the amounts corresponding to each former joint owner, and the payment is to be made according to this procedure.
- In case of payments to those represented by a Participant, the dividends due to joint owners will be transferred to the Participant whose clients they are;
- In case of payments by bank transfer, Depozitarul Central will transfer the dividends to the account indicated by all joint owners based on their joint request to Depozitarul Central;
- In case of cash payments, the dividends may be collected provided that all joint owners appear at the BCR Bank, in person or by legal and/or conventional representative and submit the documents provided above in the procedure.

b) Payment of dividends for ART shares registered on the name of deceased persons

In case of deceased shareholders, dividends are to be paid to their heirs by bank transfer or in cash, only after the heirs have requested Depozitarul Central and the registration of the transfer of shares to the heirs as an effect of the inheritance has been completed, as well as after the updating of the relevant data in the Payment Agent's records following the request from Depozitarul Central.

D. MISCELLANEOUS PROVISIONS

We would like to remind TMK - Artrom S.A. shareholders that any modification of their data in the Shareholders' Registry (changes of name, address, identity data, transfer of shares to the heirs, etc.) is carried out only by DEPOZITARUL CENTRAL S.A. with the registered office in Bucharest, no. 34-36 Carol I Bd., 2nd District upon request of the shareholder/entitled person.

Kindly note that further to the analysis of the requests for the payment of dividends and of the received documents, TMK - Artrom S.A. and Depozitarul Central S.A. reserve the right to request supplementary documents.

The right to request the payment of the net dividends owed to TMK - Artrom's shareholders is subject to the general statute of limitations of 3 years, starting with **October 4, 2019**.

For supplementary information please address to:

- the Issuer registered office (Slatina, 30 Draganesti street, Olt County), e-mail andreea.vaduva@tmk-artrom.eu or at the telephone +40372498240, +40729884537.

TMK - Artrom S.A. Slatina

Chairman of the Board of Directors
Andrey Zimin

TMK EUROPEAN DIVISION Cod: FCU-01, Ed. 3 Rev. 3/2019



API:
5CT-0440
5L-0352

LR:
ISO 9001
ISO 14001
ISO 45001

TUV:
PED/AD-2000 W0/W4
TRD 100/102
Vd TUV

TUV CPR:
EN 10210-1,2
EN 10255

LR:
DNV-GL Rules
RINA

LR:
IATF 16949