



Ernst & Young Assurance Services SRL  
Bucharest Tower Center Building, 21<sup>st</sup> Floor  
15-17 Ion Mihalache Blvd., Sector 1  
011171 Bucharest, Romania

Tel: +40 21 402 4000  
Fax: +40 21 310 7219  
office@ro.ey.com  
ey.com

**Independent Assurance Report by the Independent Financial Auditor in accordance with CNVM Regulation no. 1/2006 on Reporting Schedule prepared to comply with Law 297/2004 (Article 225)**

*To the Board of Administration of TMK ARTROM S.A.*

We have performed certain procedures in accordance with Regulation no. 1/2006 on the attached Reporting Schedule (Report 102/314 from 31/01/2017) („the Reporting Schedule”) that has been prepared by TMK ARTROM S.A. (the “Company”) to comply with the requirements of Law 297/2004 (Article 225) and report to the Romanian Financial Supervisory Authority (“ASF”) for the period from 1 July 2016 to 31 December 2016. The Reporting Schedule is prepared by the Company based on legal documents signed by the Company with its administrators, employees and significant shareholders as well as with the persons related to them as indicated as a reporting requirement in article 225 of Law 297/2004 for the period 1 July 2016 to 31 December 2016.

The Reporting Schedule is the responsibility of the Company’s management.

Our procedures have been performed exclusively on the Reporting Schedule mentioned above for the period 1 July 2016 to 31 December 2016.

Our work was performed in accordance with the International Standard on Assurance Engagements (ISAE) 3000, “Assurance Engagements Other than Audits or Reviews of Historical Financial Information”, as adopted by the Chamber of Financial Auditors in Romania in Romanian text translation. In accordance with this standard, we have performed procedures as indicated below to enable us to reach a conclusion. Taking into consideration that the procedures performed are not considered as being an audit or a review of the financial statements prepared by the Company or of any part of these, we do not offer any audit opinion or limited review opinion thereon.

In relation to the Reporting Schedule of the Company we have performed the following procedures:

- 1) We have obtained the Reporting Schedule from the Company and agreed that the signatures on the Reporting Schedule are those of relevant representatives of the Company and we have undertaken a comparison of the details required to be included in the Reporting Schedule as indicated in Law 297/2004 (Article 225) to the information actually included by the Company.

*The English version of the audit report represents a translation of the original audit report issued in Romanian language.*



- 2) For the individual contracts analyzed, as defined in this report, we have determined whether the content of the Reporting Schedule is consistent, in all material respects, with information in signed contracts and agreements presented to us and whether the presented documents have been signed by representatives of the Company that are indicated in the authorized signature schedule provided to us by the Company. As applicable, our procedures have compared Reporting Schedule to the contract and agreement documentation for consistency of details on: the parties which signed the legal document; the date when documentation was signed and the nature of the documentation; the description of the scope of goods/services as indicated in the documentation; the total value of the contract/agreement documentation, and, as applicable, related contractual terms and conditions.
- 3) We have compared details disclosed in the Reporting Schedule for consistency with the information provided to us from discussion with management and to the extent indicated in contract/agreement documentation, in relation to the basis and nature of the contract/agreement entered into by the parties.
- 4) From discussions with the management and from perusal of Company policies and procedures provided to us, we have considered the consistency of the transactions performed with administrators, employees and significant shareholders, as well as with persons related to them with the Company's policies and procedures.
- 5) To the extent that there is a market price for the goods or services provided by administrators, employees and significant shareholders, as well as with persons related to them, we have discussed the basis for the price agreement and considered if, to the extent applicable, the prices agreed are consistent with that used for third (other) parties, where similar goods or services could be provided. To the extent that no market prices are available, we have analyzed if the transactions have been performed based on the signed and approved contracts.

Our procedures have been performed only on the contracts included in the attached Reporting Schedules, that have been concluded/ modified in the period 1 July 2016 to 31 December 2016 and that have a realized value/estimated value above 50,000 Euro. We have not performed any procedures to verify whether the Reporting Schedule include all the transactions and details that the Company has to report according to article 225 from Law no. 297/2004 for the reporting period.

*The English version of the audit report represents a translation of the original audit report issued in Romanian language.*

## Conclusion

As result of the performance of the procedures described at point 2 above, regarding the conformity of the details presented in the Reporting Schedule with the information from in the signed contracts and agreements, we have identified that in the Report 102/256 from 12/10/2016, were not not included the Specification 16-037/10.08.2016 and 16-038/10.08.2016 to the Framework Purchase Agreement TA-002/67/10.08.2016, concluded between TMK ARTROM S.A. and PAO TMK, each of the specification having a value of USD 170,233.

On the basis of the procedures we have performed, as described above, regarding the legal documents which are included in the Reporting Schedule, except for the matters presented in the paragraph above, nothing came to our attention that would cause us to believe that:

- a) The details as indicated in the Reporting Schedule are not in accordance with the related contracts/agreements presented to us.
- b) The details in the Reporting Schedule are not, in all material respects, consistent with the requirements of the legislation.
- c) The related contracts/agreements provided to us were not properly authorized by representatives of the Company.
- d) The prices have not been established by mutual agreement between the parties in accordance with the type of goods/services and also by considering other terms and conditions mentioned in the respective contracts/agreements.
- e) The terms and conditions, under which transactions have been completed with administrators, employees, significant shareholders, as well as with the persons related to them, are not established on the basis of the Company's internal policies regarding these matters.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose.





This report relates only to the Reporting Schedule as mentioned above and does not extend to any other reports of the Company, individually or taken as a whole.

On behalf of,

Ernst & Young Assurance Services SRL

A handwritten signature in blue ink, appearing to read 'Sebastian Mocanu', is written in a cursive style.

Sebastian Mocanu

Partner

9 March 2017

Bucharest, Romania

*The English version of the audit report represents a translation of the original audit report issued in Romanian language.*