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To  
**Bucharest Stock Exchange**  
**Financial Supervisory Authority**  
**Agency of Financial Instruments and Investments**

**CURRENT REPORT**

Pursuant to Regulation CNVM no. 1/2006,  
amended by Regulation CNVM no. 31/2006

**Report date:** 25th of March 2015

**Name of the issuing company:** TERAPLAST S.A.

**Headquarters:** Teraplast Industrial Park, DN 15A, KM 45+500, Bistrita-Nasaud

**Telephone:** 0263/238.202

**Fax:** 0263/231.221

**Trade Register No:** J06/735/1992

**VAT No:** RO3094980

**Subscribed and paid-up share capital:** 28.887.588 lei

**The regulated market for transactions:** Stock Market of Bucharest, Standard category, TRP symbol

**Major events to be reported**

- a) Changes in the control over the company – **N/A**
- b) Substantial acquisitions and alienations of assets – **N/A**
- c) Bankruptcy – **N/A**
- d) Transactions as listed in art. 225 of Law 297/2004– **N/A**
- e) **other events**

**CONVOCAȚION LETTER**

**GENERAL MEETING OF SHAREHOLDERS**

**- Ordinary and Extraordinary -**

**29<sup>th</sup> of April 2015**

According to the provisions of the **art.111, 113** and the **art.117** from **Law 31/1990** on companies, republished, the provisions of the Articles of Incorporation, the Law no.297/2004 on the capital market and the Regulation CNVM No.1/2006 regarding issuers and operations with securities, modified by the Regulation CNVM No.31/2006 and the Regulation CNVM No. 6/2009, **the Board of Administration of the Company TERAPLAST SA**, headquartered in

Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, registered with the Trade Registry Office under No. J06/735/1992, VAT registration No. 309498, in the meeting from 25.03.2015 calls the **General Meeting of Shareholders - Ordinary and Extraordinary**, on **29th of April 2015**, which will hold its debates at the company's headquarters in Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, starting at **16:00** for the Ordinary General Meeting, respectively at **16:30** for the Extraordinary General Meeting. All shareholders registered in the Shareholders' Registry by **18:00** at the end of **17th of April 2015**, set as reference date, are entitled to participate and vote.

## I. The Ordinary General Meeting of Shareholders shall have the following

### AGENDA

1. Presentation and submitting for approval the Report of the Board of Administration on the individual and consolidated financial situations for the 2014 financial year.
2. Presentation of the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial situations for the 2014 financial year.
3. Presentation and submitting for approval of the individual financial situations for the 2014 financial year, according to the Report of the Board of Administration and the Report of the Company's financial auditor.
4. Distribution of the net profit for the 2014 financial year according to legal provisions. The Board of Administration proposes that the net profit for the 2014 financial year to be distributed for the set up of legal reserve and the difference to be distributed as retained earnings.
5. Presentation and submitting for approval of the consolidated financial situations for the 2014 financial year, according to the Report of the Board of Administration and the Report of the Company's financial auditor.
6. Discharge of the Company's Board of Administration for the 2014 financial year.
7. Presentation and submitting for approval of the Budget of Revenues and Expenses for the 2015 financial year.
8. Presentation and submitting for approval of the Investment Program for the 2015 financial year.
9. Establishing the remuneration level of the members of the Board of Administration for 2015.
10. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders. The date proposed by the Board of Administration is 20th of May 2015.
11. Approval of the date of 19<sup>th</sup> May 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, subject of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of Regulation No. 6/2009 regarding the exercise of certain rights of the shareholders within the general assemblies of the trading companies, amended and completed by Regulation no. 13/2014 regarding the amendment and completion of certain regulations issued by the Security National Board (herein referred to as **Regulation CNVM No. 6/2009**).

12. Mandating the Chairman of the Board of Directors to sign for and on behalf of all shareholders present at the assembly, the Decision of the Ordinary General Meeting of the Shareholders.

13. Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Ordinary General Meeting of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

## II. The General Extraordinary Meeting of Shareholders shall have the following:

### AGENDA:

1. Approval of the maximum limit of indebtedness that the company can contract in the 2015 financial year and the approval of the warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future receivables rights, assignments related to current and future cash, resulting from current accounts and assignments of rights resulted from the insurance policies. The proposal of the Board of Administration is that this limit of indebtedness to reach the total value of 68.000.000 lei.

2. Assigning the Board of Administration that, up to the maximum limit of indebtedness approved, it should accomplish, in the name of and for the Company, all the actions and steps necessary or useful in order to fulfill those approved at point 1 from the present decision. In this regard, the Board of Administration shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name of and for the Company TERAPLAST S.A. the credit contracts/ leasing contracts /warranty contracts /additional acts to the credit/leasing contracts, as well as any other documents or instruments which are accessory, related to or to which reference is made in the credit/leasing contracts, warranty contracts or any other documents as well as to sign any other application forms, requests which might be necessary or useful regarding these bank transactions

3. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Administration is 20<sup>th</sup> of May 2015.

4. Approval of the date of 19<sup>th</sup> May 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, subject of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of Regulation No. 6/2009 regarding the exercise of certain rights of the shareholders within the general assemblies of the trading companies, amended and completed by Regulation no. 13/2014 regarding the amendment and completion of certain regulations issued by the Security National Board (herein referred to as **Regulation CNVM No. 6/2009**).



5. Mandating the Chairman of the Board of Directors to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Meeting of the Shareholders.

6. Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Extraordinary General Assembly of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

(1) One or more shareholders representing, individually or together, at least 5% from the company capital, have the right (i) to introduce items on the agenda of the General Meeting of Shareholders, on condition that each item be accompanied by an explanation or a draft decision proposed to be adopted by the General Meeting of Shareholders; (ii) to present decision drafts for the items included or proposed to be included on the agenda of the General Meeting.

(2) The rights stated at paragraph (1) can be exercised only in writing, and the documents will be submitted in a closed envelope at the company's headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 29 / 30.04.2015, or sent by courier or by electronic means with the extended electronic signature attached, to the e-mail address, [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro).

(3) The shareholders can exercise their rights stated at paragraph (1) letter (i) and (ii) within 15 days from the date of publishing the present convocation letter, respectively by **11th of April 2015** at the latest. Each shareholder has the right to ask questions on the items from the agenda of the General Meeting of Shareholders, and the company will answer the questions asked by the shareholders during the Meeting. The questions will be submitted in a closed envelope at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 29 / 30.04.2015, or sent by courier or by electronic means with the extended electronic signature attached, to the e-mail address, [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), by **28 April 2015** including.

*The shareholders* can participate in person or they can be represented in the General Meeting of Shareholders either by their legal representatives or by other representatives who were given a special power of attorney, according to the conditions of the art.243 from the Law no.297/2004 on the capital market. The shareholders' access is allowed with the simple proof of their identity, with their ID - for the individual shareholders or in the case of legal entities and legal representatives of the individual shareholders - with a special proxy given to the individual who represents them.

Shareholders may grant a proxy (power of attorney) generally valid for a period not exceeding three years, allowing the designated representative to vote on all issues under discussion in the general meetings of shareholders of the Company, provided that the proxy (power of attorney) to be given by the shareholder, as a client, to an intermediary defined in Art. 2 para. (1) Section 14 of Law no. 297/2004 on the capital market or to a lawyer.



Shareholders may not be represented in the general meeting of the shareholders on the basis of a general proxy (power of attorney), by a person who is in a situation of conflict of interest, in accordance with Art. 243 paragraph 6 ind. 4 of Law no. 297/2004 regarding the capital market, text introduced by GEO no. 90/2004 amending and supplementing Law no. 297/2004 on the capital market.

General Proxies (powers of attorney) shall be submitted to the Company at least 48 hours before the general meeting, until 27 April 2015 16:00 for the Ordinary Meeting; 16:30 respectively for the Extraordinary Meeting, in copies, and should include statements of compliance with the original, under the representative's signature.

The quality of legal representative is proven by an excerpt issued by the Registry of Commerce, or any other document, issued by a competent authority from the state where the shareholder is legally incorporated, which certifies the position of legal representative, in original or certified copy. The documents which certify the position of legal representative of the legal person shareholder shall be issued 3 months at the latest before the date of publication of the convocation letter.

The quality of legal representative is stated based on the list of shareholders of the Company from the date of reference, received from the Central Depository SA. However, if the shareholder has not informed on time the Central Depository, in connection with legal representative, or this information is not mentioned in the list of BVB shareholders at the reference date, received from the Central Depository, the certificate of incumbency / similar documents, mentioned above must demonstrate the legal representative of the shareholder.

Documents certifying the quality of a legal representative elaborated in a foreign language other than English must be accompanied by a translation made by a certified translator, into Romanian or English.

The above requirements apply correspondingly also to prove the quality of a legal representative of the shareholder who proposes the introduction of new points on the agenda of the general meeting of shareholders or who asks the issuer questions regarding points from the agenda of the general meeting of shareholders.

According to art. 14 para. 4) of Regulation No. 6/2009, a shareholder may appoint only one person to represent him at a certain general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent him to appoint a separate representative for the shares held in each securities account with respect to a certain general meeting. This provision shall not affect the provisions of par. (5) art. 14 of Regulation no. 6/2009.

According to art. 14 para. 4, ind. 1 of Regulation No. 6/2009, a shareholder may appoint by power of attorney one or more alternate representatives to assure representation in the general meeting, if the representative appointed under par. (4) is not able to fulfill its mandate. If the power of attorney designates several alternate representative will be determine the order in which they exercise their mandate.

The shareholders can also vote the items from the agenda by mail, the voting form, filled in and signed accordingly, shall be sent in a closed envelope to the company's headquarters from Teraplast Industrial Park DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 29 / 30.04.2015, and it must arrive at the company's

headquarters by latest **27th April 2015** at 16:00 for the Ordinary Meeting., respectively at 16:30 for the Extraordinary Meeting”.

According to Article 18 para. (3) of Regulation No. 6/2009, in case the shareholder who has voted by mail to attends the general meeting in person or by representatives, the vote by mail for that general meeting will be canceled. In this case, only the vote expressed in person or by proxy will be taken into consideration.

The special power of attorney forms which will be used for the vote by representation, as well as the forms used for the vote by mail will be made available to the shareholders both in Romanian and in English, at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, during working days, between **08.00 – 16.30** and on the company's webpage: [www.teraplast.ro](http://www.teraplast.ro), Category « Shareholders », Section « A.G.A Proxies», starting with **27th of March 2015**.

The special power of attorney forms and the voting forms by mail shall be submitted in original, either in Romanian, or English at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, by **27th of April 2015**, 16:00 hours for the Ordinary Meeting., respectively at 16:30 for the Extraordinary Meeting, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 29 / 30.04.2015 „PENTRU ADUNAREA GENERALA A ACTIONARILOR DIN DATA DE 29/30.04.2015”. One copy will be given to the representative, one will remain at the company and the third copy will be kept by the shareholder.

The shareholders can also appoint their representative by electronic means, the notification of the assignment by electronic means can be made at the e-mail address [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), with their extended electronic signature attached.

The documents and information materials as well as the decision drafts on the problems from the agenda of the General Meeting of Shareholders will be available to the shareholders, both in English and Romanian, at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, during working days, between **08:00 – 16:30** and on the company's webpage : [www.teraplast.ro](http://www.teraplast.ro), Category « Investor relations », Section «Information for shareholders».», starting with **27th of March 2015**.

If the valid conditions on the first call are not fulfilled, the following General Meeting of Shareholders is called for **30th of April 2015**, by maintaining the agenda, the hour and the place.

For additional information please contact us at the phone number 0752-101.639, e-mail: [anca.rif@teraplast.ro](mailto:anca.rif@teraplast.ro), please contact Anca Rif - Manager of Communication & Investor Relations.

**Chairman of the Board of Administration**

**Dorel Goia**

**Legal adviser**

**Kinga Vaida**

