



## CONVOCATOR

### GENERAL ASSEMBLY OF SHAREHOLDERS

- Ordinary -

**August 26 2014**

According to the provisions of the **art. 111** and of the **art. 117** from the **Law 31/1990** republished, completed and modified by the Law 441/2006, to the provisions of the Constitutive Act, of the Law no. 297/2004 regarding capital market and of the CNVM Rule no. 1/2006 for issuers and operations with securities, modified by CNVM Rule no. 31/2006 and CNVM Rule no. 6/2009, the **Board of Administration** of the **Company TERAPLAST SA**, with headquarters in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, registered at Trade Register Office of Bistrita-Nasaud Court under no.J06/735/1992, VAT no. RO 3094980, in the meeting from **July 23 2014** calls the **General Assembly of Shareholders – Ordinary**, on **August 26 2014** which will be held at company's headquarters located in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, starting at **16:00**. At the General Assembly of Shareholders are entitled to participate and vote all shareholders registered in the Shareholders Register by **18:00** of the end of the day **August 14 2014**, set as reference date.

### **I. Ordinary General Assembly of the Shareholders will have the following**

#### AGENDA

1. Approval of appointment of financial auditor, taking into consideration that, on 14.09.2014, will end the mandate conferred to financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L.
2. Approval of appointment of internal auditor, taking into consideration that, on 14.09.2014, will end the mandate conferred to internal auditor S.C. PriceWaterHouseCoopers Audit S.R.L.
3. Approval of period of validity of contracts for financial audit and internal audit.
4. Approval of remuneration to the financial auditor and internal auditor.
5. Mandating of Mr. Traian Simion, as general director and of Mrs. Edit-Eniko Orban, as financial director, that in the name and on behalf of shareholders, to negotiate and sign the contracts for financial and internal intern.
6. Establishment of the registration date which serves to identify the shareholders on which will take effects the decisions adopted by Ordinary General Assembly of Shareholders. The date proposed by the Board of Administration is September 10 2014.

7. Mandating of president of Board of Administration, to sign, in the name and on behalf of all shareholders presented to the meeting, the Decision of O.G.A.S.

8. Mandating of the legal advisor of the Company, Mrs. Kinga Vaida, which identifies with C.I. seria X.B. nr. 370326, released by Politia Bistrita on 26.06.2012, to complete all the formalities in order to register the Decision of O.G.A.S. at the Trade Register Office of Bistrita-Nasaud Court and to publish it in the Official Gazette of Romania, Part IV.

(1) One or more shareholders representing, individually or together, at least 5% of the share capital, have the right (i) to add points on the agenda of General Assembly of Shareholders, provided that each point to be accompanied by a justification or a draft resolution proposed for adoption by General Assembly of Shareholders; (ii) to present draft resolutions for the points included or proposed to be included on the agenda of General Assembly.

(2) The rights stipulated in paragraph (1) can be exercised only in written form, and the documents will be filled in sealed envelope at the company's headquarters located in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or transmitted by courier or by electronic means having attached the electronic extended signature, at the e-mail address, [office@teraplast.ro](mailto:office@teraplast.ro).

(3) The shareholders can exercise the rights provided at paragraph (1) lit. (i) and (ii) in maximum 15 calendar days from the date of publishing the present convocation, respectively until **09 august 2014**. Each shareholder has the right to ask questions regarding the points on the agenda of General Assembly of Shareholders, and the company will answer to the questions of the of the shareholders during the Meeting. The questions will be filled in sealed envelope at the headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or transmitted by courier or by electronic means having attached the electronic extended signature, at the e-mail address, [office@teraplast.ro](mailto:office@teraplast.ro), until and including **August 25 2014**.

The shareholders can participate personally or may be represented for the meeting of General Assembly of Shareholders, either by their legal representatives, either by other representatives to which a special power of attorney has been given, in conditions of article 243 from Law no. 297/2004 regarding capital market. The access of the shareholders is allowed by their the proof of identity, in case of individual shareholders done by their identity card or in case of corporate shareholder and represented individuals by a special power of attorney given to the individual that represents them.

According to the art. 11<sup>1</sup> from CNVM Rule no. 6/2009 regarding the exercise of certain rights of the shareholders at general meetings of the companies, in case of a corporate shareholder, the quality of legal representative is proven by a certificate of recognition issued by the trade registry, presented in original or a certified copy, or with any other document, in original or certified copy, issued by a competent authority from the state where the shareholder is legally registered, which state the quality of legal representative. The documents that state the quality of legal representative of the corporate shareholder shall be issued with maximum 3 months before the publishing of the convocation of the general assembly of shareholders. The documents that state the quality of

legal representative issued in a foreign language, other than English, will be accompanied by a translation done by an authorized translator in Romanian or in English.

The provisions of art. 11<sup>1</sup> from CNVM Rule no. 6/2009 regarding the exercising of certain rights of shareholders in general meetings of the companies that applies accordingly also for proofing the quality of legal representative of shareholder which propose the addition of new points on the agenda of general assembly of shareholders or which address questions to the issuer regarding points from the agenda of general assembly of shareholders.”

The shareholders can vote points from the agenda also by correspondence, the voting form, filled in and signed, will be sent in sealed envelope to the headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, and has to arrive to the headquarters until the latest date **August 24 2014**, 16:00 hour.

The special power of attorney forms to be used for voting by representation, and also the forms to be used for voting by correspondence will be made available to shareholders, both in Romanian and English, and will be available at the company's address at Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, during the working days, between **08:00 – 16:30** and on the web page of the company: [www.teraplast.ro](http://www.teraplast.ro), Category „Investor relations”, Section „A.G.A. Power of Attorney”, starting with **July 25 2014**.

The special power of attorney and voting correspondence bulletins will be submitted in original, in Romanian or in English, to the headquarters at Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county until **August 24 2014** 16:00 hour. One copy will be given to the representative, one will remain at the company and the third will remain at the shareholder.

The shareholders can designate the representative also thru electronic means, the notice of appointment thru electronic means can be made at the e-mail address [office@teraplast.ro](mailto:office@teraplast.ro), having the electronic extended signature attached.

The documents and the informative materials, also the draft decisions relating to the issues contained in the agenda of General Assembly of Shareholders will be available to the shareholders at the company's headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county during working days, between **08:00 – 16:30** and on the web page of the company: [www.teraplast.ro](http://www.teraplast.ro), Category „Investor relations”, Section „A.G.A. Power of Attorney”, starting with **25 iulie 2014**.

In case of non-fulfillment of the conditions of validity at the first convocation, the next General Assembly of Shareholders is called for **August 27 2014** with maintaining of the agenda, time and place of deployment.

**Presedintele Consiliului de Administratie**  
**Traian Simion**

**Consilier juridic**  
**Kinga Vaida**