

CONVOCATOR

ADUNAREA GENERALA A ACTIONARILOR

- Ordinara si Extraordinara -

26 aprilie 2013

In compliance with the provisions of **art. 111, 113** and **art. 117** of the **Act 31/1990** in the version of Act 441/2006 and in compliance with the Memorandum of the company, the Act 297/2004 (capital market) and of the CNVM Rules 1/2006 (issuer and operations with movable values) in the variant of the CNVM Rules 31/2006 CNVM Rules 6/2009, the **Board of Managers of SC TERAPLAST SA**, of Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud, code 427298, company no. J06/735/1992, fiscal code 3094980 decided in the meeting held on **March 25, 2013** to summon the **Ordinary and Extraordinary General Assembly of the Shareholders** on **April 26, 2013**. The meeting is to be held at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud. The Ordinary General Assembly shall start at **2 o'clock p.m.** the Extraordinary General Assembly shall start at **3 o'clock p.m.** All shareholders of the company, registered by **6 o'clock p.m.** on **April 15, 2013** are expected to participate and to vote.

I. The Ordinary General Assembly of Shareholders will have the following:

AGENDA

1. Account and vote the Report of the Board of Managers concerning the individual and consolidated financial situation and appertaining to the accounting year 2012.
2. Account of the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L., about the financial and consolidated financial situation appertaining to the accounting year 2012.
3. Account and vote of the individual financial situation and appertaining to the accounting year 2012 on the basis of the Report of the Board of Managers and the Report of the Financial Audit of the Company.
4. Account and vote of the consolidated financial situation and appertaining to the accounting year 2012 on the basis of the Report of the Board of Managers and the Report of the Financial Audit of the Company.
5. Discharge of clearing of the Board of Managers for the accounting year 2012.
6. Accounting and voting of the Budget of incomes and costs appertaining of the accounting year 2013.
7. Accounting and voting of the Investment Programme appertaining to the accounting year 2013.
8. Setting the remuneration of the members of the Board of Managers for 2013.
9. Setting the remuneration of the financial auditor for the accounting year 2013.
10. Setting the registration date that serves to identify the shareholders who are to be affected by the decisions taken by the Ordinary Assembly of the Shareholders. The Board of Managers suggests May 13, 2013.

11. To authorize the President of the Board of Managers to sign on behalf of the shareholders present at the meeting the Decision of the Ordinary Assembly of the Shareholders.
12. To authorize the juridical counsellor of the Company to carry out all formalities concerning the registration of the Decision of the Ordinary General Meeting of Shareholders with the Trade Register of the District Court Bistrita-Nasaud.

II. The Extraordinary General Assembly of Shareholders will have the following:

AGENDA

1. Taking into account that:
 - i) During the years 2009-2011 the company redeemed on the basis of the Decisions 6/11.12.2008 of the Extraordinary Assembly of Shareholder in the variant of the Decision 1/21.01.2010 of the Extraordinary Assembly of Shareholder from the capital market through the Stock Market Bucharest a total number of 9,000,000 own shares with the intention to distribute them free of charge within 12 month since the day of purchase. The shares were to be given to the executive management of the company with the purpose to ensure the fidelity and loyalty of its members;
 - ii) In 2011 the members of the board of managers resigned from their positions and they also relinquished the shares that they were granted with the purpose to ensure their fidelity and loyalty;
 - iii) On the basis of the Decision 1 issued on March 14, 2013 on the basis of which they approved to cancel the 9,000,000 own shares redeemed from the market the Stock Market Bucharest, we submit for approval the following:

Decrease of the main from 29,787,588 lei to 28,887,588 lei followed by the cancellation in fact of the 9,000,000 own shares redeemed from the market the Stock Market Bucharest and re-entered into the portfolio of S.C. Teraplast S.A.
2. To approve to finance the working capital for the accounting year 2013 by taking up new loans and the development of treasury and factoring instruments in compliance with art. 241 of Act 297 (capital market) and art.13 paragraph (2) b)/ b.13 of the actualized Memorandum of the Company.
3. To authorize Mr. Alexandru Stanean, the Deputy General Manager and Mrs. Enikö-Edit Orban, the Financial Manager to carry out the following:
 - a) To negotiate, to agree, to conclude and to sign on behalf of S.C. TERAPLAST S.A. the loan /guarantee contracts/the addenda to the loan contract as well as any other accessory documents or instruments in connection with or referring to the credit contracts, warranty contracts or any other documents and they shall also complete any other forms, applications that could be

necessary and useful for these bank transactions.

- b) Should it be necessary to negotiate, to agree with and to sign on behalf of the company any addenda to the loan contracts, guarantee contracts and any other documents the company is part of, including the signing of other addenda to the mortgage contracts with the Bank, on the basis of which actualize the values of the contracts or documents that replace the commercial contracts the mortgaged claims arise from.
 - c) To carry out on behalf of the company any necessary forms so that the loan /guarantee contracts/the addenda to the loan contract as well as any other accessory documents or instruments are fully valid and binding on the Company.
4. Ratification of the Decision 155 issued by the Board of Managers on March 04, 2013, on the basis of which they approved the following:
- i) To maintain the same warrant structure as mentioned in the Decision 129 of the Board of Management dated December 16, 2011, the Decision 139 of the Board of Management dated June 13, 2012 and the Decision 147 of the Board of Management dated December 03, 2012 in compliance with the loan agreement 35/19.12.2012 with the BRD and the appertaining addenda with the notice that the values estimated for 2013 and cessed in favour of the BRD-GSG, to sign new contracts for 2013 or prolongation addenda with Teraplast customers, whose contracts were cessed in favour of the bank consequently to the cancellation of commercial relations with a part of the commercial partners cessed in favour of the BRD-GSG.
 - ii) To authorize Mr. Alexandru Stanean, Deputy General Manager and Mrs. Enikö-Edit Orban, Financial Manager of the Company for the following:
 - d) To negotiate, to agree, to conclude and to sign on behalf of S.C. TERAPLAST S.A. the loan /guarantee contracts/the addenda to the loan contracts as well as any other accessory documents or instruments in connection with or referring to the credit contracts, warranty contracts or any other documents and they shall also complete any other forms, applications that could be necessary and useful for the transactions concluded with the BRD-GSG.
 - e) If the case should be to negotiate, to convene, to conclude and to sign on behalf of the Company any addenda to the loan contracts, the guarantee contracts and any other documents the company is part of, including the execution of addenda to the movables mortgage concluded with the Bank on the basis of which the values of the contracts are actualized or commercial contracts from which the mortgaged claims arise of, are replaced.
 - f) To carry out on behalf of the company any necessary forms so that the loan /guarantee contracts/the addenda to the loan contract as well as any other accessory documents or instruments are fully valid and binding on the Company.
5. To settle the registration date that serves to the identification of the shareholders on which the effects of the decisions taken by the Extraordinary General Assembly of the Shareholders will be

transferred. The Board of Managers proposes May 13, 2013.

6. To authorize the President of the Board of Managers to sign on behalf of all shareholders present at the meeting the Decision of the Extraordinary General Assembly of the Shareholders as well as the actualized Memorandum.
 7. To authorize the juridical counsellor of the Company, who is the holder of the IC series X.B. no. 205759, issued by the Police of Bistrita on January 19, 2007 to carry out all formalities concerning the registration of the Decision of the Extraordinary General Assembly of the Shareholders of the District Court of Bistrita-Nasaud and its publishing in the Official Gazette of Romania, Part IV.
- (1) One or more that individually or together represent at least 5% of the main may (i) introduce issues on the agenda of the General Assembly of the Shareholders provided that they justify their actions or submit an action draft to be adopted by the General Assembly of the Shareholders; (ii) they may submit drafts for the proposed issues to be included on the agenda of the General Assembly of the Shareholders;
 - (2) The rights as per paragraph (1) are to be used in writing only and the documents shall be delivered in a sealed envelope at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud or sent by mail or electronic means at the following address: office@teraplast.ro. An extended electronic signature is required.
 - (3) The shareholders may use their rights as per paragraphs (1) lit. (i) and (ii) within utmost 15 calendar days since the date of the publication of this summoning, **April 11, 2013** respectively. Each shareholder is entitled to ask questions referring to the issues on the agenda of the General Assembly of the Shareholders and the company shall answer such questions during the meeting. The questions are to be submitted in a sealed envelope at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud or sent by mail or electronic means at the following address: office@teraplast.ro by **April 25, 2013**. An extended electronic signature is required.

The shareholders may appear personally or be represented at the General Assembly of the Shareholders either by their legal representatives or by other representatives to whom special powers of attorney were issued in compliance with art. 243 of Act 297/2004 (capital market). Shareholders are granted the access to the office on the basis of their identity documents, or, in case of juridical persons and of represented shareholders on the basis of a special power of attorney issued by the represented person.

The shareholders may name their representative by electronic means as well on the address office@teraplast.ro. An extended electronic signature is required.

The shareholders may vote the issues on the agenda by mail by filling in and signing the ballot card. The card is to be sent in a sealed envelope at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud and is due to arrive at the head

office by **April 24, 2013** 2 p.m for the Ordinary General Assembly of the Shareholders and 3 p.m. for the Extraordinary General Assembly of the Shareholders 15:00 respectively.

The forms of special powers of attorney to be used for the vote by a representative as well as the forms for an absentee voting are at the disposal of the shareholders in Romanian and in English at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud on work days between **10 a.m. and 4 p.m.** and on the website of the company: www.teraplast.ro, Category „Actionariat”, section „Procuri A.G.A.” starting from **March 27, 2013**.

The original copies of the special powers of attorney as well as the absentee ballot card forms shall be handed in either in Romanian or in English at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud by **April 24, 2013** 2 p.m. for the Ordinary General Assembly of the Shareholders and 3 p.m. for the Extraordinary General Assembly of the Shareholders 15:00 respectively. One copy goes to the representative, one to the company and one is for the shareholder.

Informative documents and materials as well as decision drafts concerning issues on the agenda of the General Assembly of the Shareholders will be at the disposal of the shareholders at the head office of the company in Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, zip code 427298, district Bistrita-Nasaud on work days between **10 a.m. and 4 p.m.** and on the website of the company: www.teraplast.ro, Category „Actionariat”, section „Procuri A.G.A.” starting from **March 27, 2013**.

Should the Extraordinary General Assembly of Shareholders not be quorate on April 26, 2013, this ballot card stays valid for the second meeting of the Extraordinary General Assembly of Shareholders that is scheduled to take place on **April 27, 2013** with the same agenda, place and time.

President of the Board of Managers

Gheorghe Grosan

Juridical Counsellor

Ioana-Teodora Boldor