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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:** 18<sup>th</sup> February 2015

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

**Head office:** Industrial Park Teraplast, 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:** RON 28,887,588

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

**Important 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 297/2006 – **N/A**
- e) **other events**

**NOTICE TO ATTEND**

**GENERAL ASSEMBLY OF THE SHAREHOLDERS**

**- Extraordinary-**

**23<sup>rd</sup> March 2015**

Pursuant to **art. 113** and **art. 117** of **Law 31/1990** regarding the companies, with updated amendments, the provisions of the Deed of Settlement, Law 297/2004 regarding the capital market, and Regulation CNVM no. 1/2006 regarding the issuers and the operations with securities, amended by Regulation CNVM no. 31/2006 and



Regulation CNVM no. 6/2009, **the Board of Directors** of the **Company TERAPLAST SA**, with the head office in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, convenes in the session of **17<sup>th</sup> February 2015** the **Extraordinary General Assembly of the Shareholders**, to be held on **23<sup>rd</sup> March 2015** at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, starting at **2 pm**. All shareholders registered in the Shareholder Register are entitled to participate and vote in such Extraordinary General Assembly of the Shareholders up to **6 pm** of the date of **12<sup>th</sup> March 2015**, set as reference date.

**I. The Extraordinary General Assembly of the Shareholders shall have the following**

**AGENDA**

1. To approve the following real estate, property of the Company Teraplast S.A., to be rented by the Company Teraplast S.A. to the Company Teraglass Bistrita S.R.L., for the purpose of transferring the PVC joinery business line:
  - a. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 57079 of Bistrita, topographical no. 57079, 57079-C2, 57079-C3, consisting of a land within the built-up area, having a total surface of 25.222 sq. m. and associated constructions.
  - b. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 54207, topographical no. 54207, 54207 – C1; consisting of a land within the built-up area, having a total surface of 3.376 sq. m. and associated constructions.
2. To approve the rental price of the real estate mentioned at item 1 of this notice to attend. The rental price suggested by the Board of Directors amounts to EUR 8,840/month, VAT excluded.
3. To approve the rental period of time of the real estate mentioned at item 1 of this notice to attend. The Board of Directors suggests a period of time of 6 (six) years, as of 01.04.2015.
4. To approve, at the same time with the renting to the Company Teraglass Bistrita S.R.L. of the real estate mentioned at item 1 of this notice to attend, the transfer to such company of the entire activity corresponding to the PVC joinery business line (including the personnel transfer, pursuant to art. 173 of the Labour Code).
5. In order to transfer the PVC joinery business line to Teraglass Bistrita S.R.L., to approve the sale of the equipments/assets corresponding to such business line.
6. To approve the sales price of the equipments mentioned at item 5 of this notice to attend. The sales price suggested by the Board of Directors amounts to RON 3,800,000, plus the value of the equipments to be commissioned up to the date of the business line transfer (respectively 1<sup>st</sup> April 2015), amounting to maximum EUR 200,000. The Board of Directors suggests that the payment of the equipment price to be done in 60 equal instalments, as of 01.04.2016.
7. To approve that the transfer of the ownership of property over the assets mentioned in item 5 to be done exclusively on the date the price is fully paid by the Buyer, Teraglass Bistrita S.R.L. It is suggested that the risk related to the sold assets to be transferred from the Seller to the Buyer on the day the sales agreement is signed.

8. To approve the activity of the PVC joinery business line at the Company Teraglass Bistrita S.R.L. premises, to begin on 01<sup>st</sup> April 2015 (beginning with the second trimester 2015).
  9. To approve a loan to the Company Teraglass Bistrita SRL, amounting to maximum RON 2,850,000, based on a loan agreement with successive drawing, in order to sustain the activity of the Company Teraglass Bistrita Srl. The loan shall generate interest, according to the reference interest of BNR /National Bank of Romania/.
  10. To authorize the Board of Directors to negotiate and approve the transfer to the Company Teraglass Bistrita S.R.L. of the raw material stocks, the finished products, the advertising materials needed for continuing the activity of the PVC joinery business line.
  11. To authorize Mr. Alexandru Stanean – General Manager, and Mrs. Edit-Eniko Orban – Financial Manager to negotiate the contracting terms and conditions, and to sign for and on behalf of the Company the rental agreement for the real estate mentioned at item 1, the sales agreement of the equipments/assets mentioned at item 5, as well as any documents necessary to carry out the decision of the Extraordinary General Assembly of the Shareholders, that shall be adopted.
  12. To approve the full coverage of the losses carried forward in the previous years, amounting to RON 44,952,911, by using the reserves constituted for share capital adjustments and share premiums.
  13. To establish the registration date when shareholders affected by the decisions adopted by the Extraordinary General Assembly of the Shareholders shall be identified. The Board of Directors suggests the date of **08<sup>th</sup> April 2015**.
  14. To approve the date of 07<sup>th</sup> April 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, object 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**).
  15. To authorize the President of the Board of Directors, Mr. Dorel Goia, to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Assembly of the Shareholders.
  16. To authorize the legal adviser, Mrs. Kinga Vaida, holder of ID card 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, Section 4.
- (1) One or several shareholders jointly or several representing at least 5% of the share capital, have the right (i) to introduce items on the agenda of the General Assembly of the Shareholders, provided that each item be accompanied by an explanation or a draft decision proposed to be adopted by the General Assembly of the Shareholders; (ii) to submit draft decisions for the items included or suggested to be included on the agenda of

the General Assembly of the Shareholders.

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in written, and the documents shall be submitted in a closed envelope at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS CONVENED ON 23/24.03.2015", or sent by messenger delivery or electronic means, with extended electronic signature attached, to [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro).

(3) The shareholders can exercise their rights stipulated in paragraph (1) (i) and (ii) within maximum 15 calendar days following the date of publication of this notice to attend, namely no later than **07<sup>th</sup> March 2015**, this day included. Each shareholder shall be entitled to address questions regarding the items on the agenda of the General Assembly of the Shareholders, and the company shall reply to the shareholders' questions during such meeting. The questions shall be submitted in a closed envelope at the company's head office, located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS CONVENED ON 23/24.03.2015", or sent by messenger delivery or electronic means, with extended electronic signature attached, to [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), no later than **22<sup>nd</sup> March 2015**, this day included.

*The shareholders can participate in person or can be represented within the General Assembly of the Shareholders by either their legal representatives or other agents authorised by a special power of attorney or a general power of attorney, as provided by art. 243 of Law 297/2004, regarding the capital market. Shareholders' access shall be permitted upon proof of their identity, consisting in case of shareholders, who are natural persons, of their ID card or, in case of shareholders, who are legal entities, and represented natural persons, of a special power of attorney awarded to the natural person acting as their agent.*

The shareholders can appoint a representative by a general power of attorney (authorisation) valid for no more than three years, authorising the appointed representative to vote in any matter subject to discussions of the General Assembly of the Shareholders, provided such power of attorney (authorisation) be given by the shareholder, as customer, to a representative defined as per art. 2 paragraph (1) item 14 of Law 297/2004 regarding the capital market, or to a lawyer.

Shareholders cannot be represented in the General Assembly of the Shareholders based on a general power of attorney (authorisation) by a person subject to a conflict of interests, according to provisions of art. 243 paragraph 6 item 4 of Law 297/2004 regarding the capital market, text introduced by Emergency Government Ordinance no. 90/2004 amending and completing Law no. Law 297/2004 regarding the capital market.

General power of attorney (authorisations) should be submitted to the Company 48 hours before the general assembly meeting, namely no later than 21<sup>st</sup> March 2015, 2 pm, as photocopies including the mention "Certified to be a true copy of the original" signed by the representative.



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*The legal representative shall prove his/her capacity by means of a Trade Register Certificate or any other document issued by a competent authority in the country where the shareholder is duly registered, attesting his/her capacity of legal representative. Such document shall be submitted in original or as a true copy of the original. The documents attesting the capacity of legal representative of the shareholder, who is a legal entity, shall be issued at least 3 months before the date of publication of this notice to attend.*

*The capacity of legal representative shall be ascertained as per Company Shareholder List on the reference date, received from the Depozitarul Central S.A. [Romanian Central Depository]. However, if the shareholder has not informed the Central Depository in due time of its legal representative or such information is not mentioned in the BVB shareholders list on the reference date, received from the Central Depository, the abovementioned Trade Register Certificate or similar documents must include evidence of the shareholder's legal representative.*

The documents certifying the capacity of legal representative drawn up in a foreign language, other than English, shall be accompanied by a translation done by a sworn translator into English or Romanian.

The abovementioned identification criteria shall be correspondingly applied also in order to prove the capacity of shareholder's legal representative, who proposed new items to be included in the agenda of the General Assembly of the Shareholders or directs questions to the issuer related to the items on the agenda of the General Assembly of the Shareholders.

Pursuant to art. 14 paragraph 4) of Regulation CNVM no. 6/2009, a shareholder can appoint only one representative in a certain General Assembly. However, if a shareholder holds shares with a trading company in several security accounts, such restriction shall not prevent such shareholder to appoint other representative for the shares held in each security account, for a certain General Assembly. Such provision is not detrimental to provisions of paragraph (5) of art. 14 of Regulation CNVM no. 6/2009.

Pursuant to art. 14 paragraph 4 1) of Regulation CNVM no.6/2009, *a shareholder can appoint by power of attorney one or several deputy representatives* for a general assembly, in the event the representative appointed as per paragraph (4) above is unable to attend. Where several deputy representatives are appointed by power of attorney, the order in which they will act shall be established.

*The shareholders can also cast their votes for the items noted in the agenda by mail, the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, which should arrive at the company's head office no later than **21<sup>st</sup> March 2015**, 2 pm, the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS CONVENED ON 23/24.03.2015".*

Pursuant to art. 18 paragraph (3) of Regulation CNVM no. 6/2009, in the event the shareholders casting their votes by mail participate personally or by representative in the General Assembly, their vote by mail cast for that General Assembly shall be null and void. In such case, only the vote cast personally or by representative shall be taken into account.



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Special power of attorney forms to be used for voting by representative, as well as the forms to be used for voting by mail shall be made available for shareholders both in Romanian and in English, at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, during business days, from **8 am to 4:30 pm**, and on the company's website: [www.teraplast.ro](http://www.teraplast.ro), heading "Shareholding", Section "Power of attorney for the General Assembly of the Shareholders", as of **20<sup>th</sup> February 2015**.

The special powers of attorney and the ballots by mail shall be submitted in Romanian or English originals at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, not later than **21<sup>st</sup> March 2015** 2 pm, the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS CONVENED ON 23/24.03.2015". One copy shall be handed over to the representative, one shall be kept by the company, and the third copy shall be kept with the shareholder.

The shareholders can appoint their representative by electronic means as well, notifying the electronic appointing on [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), with extended electronic signature attached.

Any informative document and material, as well as draft decisions related to matters listed in the agenda of the General Assembly of the Shareholders shall be made available to shareholders both in Romanian and in English, at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, during business days, from **8 am to 4:30 pm**, as well as on the company's website: [www.teraplast.ro](http://www.teraplast.ro), heading "Investor relationship", Section "Shareholder notifications", as of **20<sup>th</sup> February 2015**.

In the event the validity conditions are not met at the first call to meeting, the next Extraordinary General Assembly of the Shareholders shall be convened for the date of **24<sup>th</sup> March 2015**, the agenda, time and place being the same.

For additional information please contact the Communication Department of Teraplast, e-mail: [comunicare@teraplast.ro](mailto:comunicare@teraplast.ro), contact person Anca Rif – Communications and investors relations Manager.

**Chairman of the Board of Directors**  
**Dorel Goia**

**Legal adviser**  
**Kinga Vaida**