

## AD HOC REPORT

In accordance with Law no. 297/2004 and NSC Regulation no. 1/2006

Report date: **November 27<sup>th</sup> 2015**

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

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

Telephone/Fax: **0263/238.202; 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: **Bucharest Stock Exchange**

### 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**

Board of Directors of Teraplast SA inform its shareholders and potential investors about the decision to outsource the logistic activities of Teraplast Group. In this context, the Board of Directors of Teraplast decided to set up a new company, which, in the following months, will take over all logistic activities (warehousing and transport). The shareholders of the new created company will be Teraplast with 99% of share capital and subsidiary Plastsistem. The outsourcing of the logistic activities is made in the context of which Teraplast Group intends to focus on core business activities, while the related activities are to be run to separate entities.

In order to ensure a complete and accurate information of the shareholders and potential investors, we reproduce the decision taken by the Board of Directors of Teraplast SA:

### DECISION

**of the Board of Directors of Teraplast SA.**

**J06/735/1992, RO 3094980**

**No. 47, dated November 26<sup>th</sup> 2015**

According to the provisions of the art. 153<sup>^</sup>20 and Companies Law No. 31/1990, republished, the provisions of the Capital Market Law No. 297/2004 on the capital market and the Regulation No.1/2006 of NSC regarding issuers and operations with securities, modified by the Regulation No.31/2006 of NSC and Art. 18.4, paragraph (7) of the Articles

#### Sediul central:

Parc Industrial Teraplast,  
DN 15A, km 45+500  
Cod. 427298, Jud. Bistrita-Nasaud  
Tel. 0263-238202, Fax. 0263-231221  
www.teraplast.ro

of Association of Teraplast SA, headquartered in Bistrita, 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 on-line meeting attended by all Board members, namely: Magda Eugenia Palfi-Tirau, Dorel Goia, Emanoil Ioan Viciu, Razvan Stefan Lefter and Teofil-Ovidiu Muresan,

Considering the followings:

- a. Art. 14(1) from Companies Law No. 31/1990 which stipulates that „*A natural or a legal person can be a sole shareholder in only one limited liability company*”;
- b. Teraplast S.A. is already a sole shareholder in the company Teraglass Bistrita;

**After deliberations, the Board of Directors, with the favorable vote of all its members,**

## **DECIDES**

1. Approves the participation of the company Teraplast SA, as an associate in the setup of a limited liability company in Romania, with a total share capital of RON 1,000, the value of a share being 10 (ten) lei, with the following structure of shareholders: Teraplast SA with 99% of share capital, Plastsistem SA with 1% of share capital. The name, the head office and the other provisions of the Articles of Association for the new company will be established afterwards by the representatives of the shareholders of the new company.
2. Approves the participation of Teraplast to the share capital of the new company with the amount of 990 lei, according to the point 1 of the present, the contribution to the share capital being exclusively cash and fully paid at the setup date.
3. Approves the expenses related to the setup and registration of the company mentioned at point 1 of the present.
4. In order to accomplish the provisions of the art. 1 and 2 of the present, empowers Mr. Alexandru Stanean, as Chief Executive Officer of Teraplast SA, to represent Teraplast SA, before authorities (including, but without limiting, to the National Office of Commercial Registry, the Bank where it will be open the account to deposit the share capital etc.), to sign the Article of Association of the new company and also to sign any documents and to make all the necessary intercessions for the registration and the functioning of the new company. In the case of Mr. Alexandru Stanean is not, by objective reasons, able to fulfil his mandate, he will empower, by special power of attorney, a third person who will represent Teraplast SA, in order to accomplish the provisions of the present decision.
5. Empower Mr. Dorel Goia, Chairman of the Board of Directors and Mrs. Magda-Eugenia Palfi-Tirau, Director, to sign, in the name and on behalf of the Board of Directors, the adopted decision.

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6. Empower the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, to take all necessary steps in order to present and to register the decision of the Board of Directors at the Commercial Registry of Bistrita-Nasaud Tribunal.

The present decision was adopted and signed on November 26<sup>th</sup> 2015, in 4 (four) original copies.

For additional information please contact the Investor Relations Department of Teraplast, phone 0752-101.639, e-mail: [anca.rif@teraplast.ro](mailto:anca.rif@teraplast.ro), contact person *Anca Rif – Investor Relations Manager*.

**Chairman of the Board of Directors**

**Dorel Goia**

**Legal advisor**

**Diana Pavel**

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