



**TERAPLAST**<sup>®</sup>  
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## AD HOC REPORT

In compliance with Capital Markets Law no. 297/2004 and Regulation no. 1/2006 of NSC

Date of report: **October 6<sup>th</sup> 2015**

Name of issuer: **TERAPLAST S.A.**

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

Telephone/Fax: **0263/238.202/0263/231.221**

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

Sole registration number at the Trade Register Office: **RO3094980**

Share capital: **28.887.588 lei**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange**

### Significant events to be reported

- a) Changes in the control of the company – **N/A**
- b) Significant acquisitions or sales of assets – **N/A**
- c) Bankruptcy – **N/A**
- d) Transactions as listed in art. 225 of Law 297/2006 – **N/A**

### **e) Other events**

On October 6<sup>th</sup> 2015, starting with **16:00 PM**, respectively **17:00 PM**, at Company's headquarters took place the Ordinary and the Extraordinary General Meeting of Shareholders, which was legally and statutory constituted at first convocation. During this meeting participated in person, through power of attorney and also through voting by correspondence, the shareholders registered in the Shareholders Register held by Central Depository, at September 24<sup>th</sup> 2015, established as a reference date, the quorum consisting of **68,28%** from the total of 288.875.849 voting rights related to the 288.875.880 shares issued by the Company.

In order to ensure a complete and correct information of shareholders and potential investors, we reproduce the content of the decisions of the Ordinary and Extraordinary General Meeting of Shareholders of TERAPLAST SA:

### **DECISION No. 1 of Ordinary General Meeting of Shareholders of TERAPLAST SA, dated October 6<sup>th</sup> 2015**

According to the provisions of Art. 111 of Companies Law No. 31/1990 republished, as subsequently amended, the provisions of the Articles of Association of **TERAPLAST S.A** the provisions of Capital Market Law No. 297/2004, as well as the NSC regulation No. 1/2006, as subsequently amended by NSC regulation no. 31/2006, the **Ordinary**

**General Meeting of the Shareholders of TERAPLAST S.A**, headquartered in Bistrita, "Teraplast Industrial Park", DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered with the Trade Registry Office under number J06/735/1992, having the sole registration number at the Trade Register Office RO 3094980, held on **October 6<sup>th</sup> 2015** at the headquarters of the Company, at 16:00 PM, with a quorum of **68,28%** of the total 288.875.849 voting rights according to the 288.875.880 shares issued TERAPLAST S.A., representing a total number of 197.251.936 votes expressed,

## DECIDES

### On the items on the AGENDA, as follows:

1. Approves the election as Directors of the Company, of the following persons:
  - 1.1. Director **Mrs. Magda-Eugenia Palfi-Țirău**  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
  - 1.2. Director **Mr. Dorel Goia**  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
  - 1.3. Director **Mr. Emanoil-Ioan Viciu**  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
  - 1.4. Director **Mr. Teofil-Ovidiu Muresan**  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
  - 1.5. Director **Mr. Razvan Stefan Lefter**  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
2. Approves that the validity of the mandate of the Board members to be of 1 (one) year from the date of adoption of this decision, from October 6<sup>th</sup> 2015 until October 6<sup>th</sup> 2016.  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
3. Empower Mr. Dorel Goia and Mrs. Magda-Eugenia Palfi-Tirau to negotiate managers' contracts of mandate and to sign them, either of the two, in the name and on behalf of the Company.  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
4. Establishes the date of October 22<sup>nd</sup> 2015 as the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders.  
**Structure of the vote: 100% for, 0% against, 0% abstaining**
5. Approves the date of October 21<sup>st</sup> 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 Securities Commission (herein referred to as Regulation NSC No. 6/2009).

**Structure of the vote: 100% for, 0% against, 0% abstaining**

6. Empower the Chairman of the Board of Directors to sign for and on behalf of all shareholders present at the assembly, the Decision of OGMS.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

7. Empower the legal adviser, Mrs. Diana Pavel, to accomplish all formalities regarding the registration of the Decision of OGMS at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish such decision in the Official Gazette of Romania, Part 4.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

This decision was drafted and signed today, October 6<sup>th</sup> 2015, in five (5) copies, of which 2 (two) copies for the Company and three (3) copies to be submitted to the Commercial Registry Office of the Bistrita Nasaud Tribunal.

**DECISION No. 1 of Extraordinary General Meeting of Shareholders of TERAPLAST SA,  
dated October 6<sup>th</sup> 2015**

According to the provisions of Art.111 in Companies Law No. 31/1990 republished, as subsequently amended, the provisions of the Articles of Association of **TERAPLAST S.A** the provisions of Capital Market Law No. 297/2004, as well as the NSC regulation No.1/2006, as subsequently amended by NSC regulation no. 31/2006, the **Extraordinary General Meeting of the Shareholders of TERAPLAST S.A**, headquartered in Bistrita, "Teraplast Industrial Park", DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered with the Trade Registry Office under number J06/735/1992, having the sole registration number at the Trade Register Office RO 3094980, held on **October 6<sup>th</sup> 2015** at the headquarters of the Company, at 17:00 PM, with a quorum of **68,28%** of the total 288.875.849 voting rights according to the 288.875.880 shares issued TERAPLAST S.A., representing a total number of 197.251.936 votes expressed,

**DECIDES**

**On the items on the AGENDA, as follows:**

1. Approves the abrogation and removal from the Trade Register of the Court of Bistrita-Nasaud of the working point located in Constanta, I.C. Bratianu street, no. 233-234, Constanta County, and of the working point located in Oradea, Calea Clujului, no. 282, Bihor County.

**Structure of the vote: 100% for, 0% against, 0% abstaining**



2. Approves the update of the Articles of Association in accordance with the approved 1<sup>st</sup> point of this, as follows:

Art. 3. Paragraph (3) modifies and shall have the following content:

*“TERAPLAST SA has the following secondary establishments:*

- Working point, located in Stefanestii de Jos village, 12, Sinaia street, Ilfov County;
- Working point, located in Brasov, 249/A, Calea Bucuresti, Brasov County;
- Working point, located in Iasi, 35, Calea Chisinaului, Iasi County;
- Working point, located in Galati, DN Galati – Tecuci, Tirighina – Sidex, Galati County ;
- Working point, located in Deva, 1, Orizontului street, Hunedoara County;
- Working point, „Pipes, profiles and PVC compounds production and warehouse; Warehouse for pipes, PVC profiles, located in Sarata, Saratel, DN15A, FN, Sieu-Magherus village, Bistrita-Nasaud County”;
- Working point “Central laboratory and research” located in Sarata, DN 15A, Km45+500, Sieu-Magherus village, Bistrita-Nasaud County.
- Working point “PVC joinery plant” located in Bistrita 27A, Tarpiului Street, Bistrita-Nasaud County.
- Working point, located in Bistrita 17/A, Romana street, Bistrita-Nasaud County.
- Working point, located in Crainimat, Sieu-Magherus village, DN15A, KM 45+500 (Bistrita-Reghin), Bistrita-Nasaud County.
- Working point, located in Cluj-Napoca, Dorobantilor Street, No. 21, corner with Pitesti 1-3, ap.31, 1st floor, Cluj County.”

**Structure of the vote: 100% for, 0% against, 0% abstaining**

3. Establish the registration date which serves to identify the shareholders who will be affected by the decision adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Directors is October 22<sup>nd</sup> 2015.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

4. Approves the date October 21<sup>st</sup> 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 National Securities Commission (herein referred to as Regulation NSC no. 6/2009).

**Structure of the vote: 100% for, 0% against, 0% abstaining**

5. Empower 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.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

6. Empower the legal adviser, Mrs. Diana Pavel, to accomplish all formalities regarding registration of the Decision of EGMS at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish such decision in the Official Gazette of Romania, Part 4.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

This decision was drafted and signed today, October 6<sup>th</sup> 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Commercial Registry Office of the Bistrita Nasaud Tribunal.

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

**Presedintele Consiliului de Administratie**

**Dorel Goia**

**Consilier juridic**

**Diana Pavel**