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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: **December 7th 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 December 7th 2015, starting with **16:00 PM**, respectively **16:30 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 November 25th 2015, established as a reference date, the quorum consisting of 65.56% for OGMS and of 55.52 for EGMS, 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 December 7th 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 **December 7th 2015** at the headquarters of the Company, at 16:00 PM, with a quorum of **65,56%** of the total 288.875.849 voting rights according to the 288.875.880 shares issued TERAPLAST S.A., representing a total number of 189.385.436 votes expressed,

DECIDES

On the items on the AGENDA, as follows:

1. Approves of the distribution of retained earnings composed of retained earnings of the financial year 2014 amounting to 8.874.589,00 lei, to "Other reserves".

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

2. Establishes the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the Ordinary General Meeting of Shareholders. The date is December 23rd 2015.

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

3. Approves the date of December the 22nd 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 Board (herein referred to as **NSC Regulation no. 6/2009**).

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

4. Empower the Chairman 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 Ordinary General Meeting of the Shareholders.

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

5. Empower the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, issued by the Police Department of Bistrita on 07.10.2009, to accomplish all formalities regarding registration of the OMGS Decision at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part IV.

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

This decision was drafted and signed today, the 07th of December 2015 in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Trade Registry Office of the Bistrita Nasaud Law Court.

**DECISION No. 1 of the Extraordinary General Meeting of Shareholders of TERAPLAST SA,
dated 07th December 2015**

Pursuant to the provisions of Art.113 in Law 31/1990 on companies as subsequently amended, the provisions of the Articles of Incorporation of **TERAPLAST S.A** the provisions of 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 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 Fiscal Registration Code CUI RO 3094980, held on **07th of December 2015** at the headquarter of the Company, at 16:30 hours, with a quorum of **55,52%** of the total 288.875.849 voting rights, according to the 288.875.880 shares issued by Company TERAPLAST S.A., representing a total number of 160.385.436 votes expressed,

DECIDES

On the items on the AGENDA, as follows:

1. Approves the capital increase with the amount of 8,874,589.00 lei by issuing 88.745.890 new shares with a nominal value of 0.10 lei/share. The capital increase will be achieved by incorporation of reserves in the amount of 8,874,589.00 lei from the net profit of 2014, according to item 1 on the agenda of the Ordinary General Meeting of Shareholders of Teraplast SA dated 7th of December 2015 and the issuance of 88.745.890 new shares with a nominal value of 0.10 lei / share. The newly issued shares will not change the percentage holding of shareholders and will be distributed free of charge to all shareholders registered in the Shareholders Register at the registration date to be determined by the GSM. The capital increase is made in order to support the current activity of the company. Each shareholder registered in the Register of Shareholders on the registration date will be allocated a number 30.72111455 new shares to each 100 shares owned, by complying with the following rounding algorithm:
 - 0,5 shares or more, shall be rounded upwards to the integer number;
 - Below 0.5 shares shall be rounded downwards to the integer number.

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

2. Approves of the repurchase by the company Teraplast SA of its own shares in accordance with the legal provisions applicable to the following conditions: a maximum of 2,000,000 shares (0.69% of total shares composing the share capital) with a nominal value of 0.1 lei / share to a minimum price equal to the market price BVB from the moment of purchase and a maximum price of 1 leu / share, within a budget of 1,000,000 lei for a period not exceeding 18 months from the date of publication of the EGM's Decision in the Official Gazette Part IV in order to implement a remuneration system to ensure compliance with the principle of long-term performance and a loyalty program for employees, respectively granting a mandate to Board of Directors for the fulfillment of that decision.



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

3. Approves the update of the Articles of Incorporation in accordance with the approved pt. 1 of this as follows:
Art. 7. Paragraph. (1) „The subscribed and paid share capital of the Company TERAPLAST SA is of 28.887.588 lei divided into a number of 288.875.880 nominal shares with a nominal value of 0,1 lei each”, shall be amended to read as follows:

„The subscribed and paid share capital of the Company TERAPLAST SA is of 37.762.177 lei divided into a number of 377.621.770 nominal shares with a nominal value of 0,1 lei each.”

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

4. Establishes the date January 29th 2016 as **registration date** which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders.

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

5. Approves the date January 28th 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 Board (herein referred to as NSC Regulation no. 6/2009).

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

6. Establishes the date February 19th 2016 as **payment date**, date to which the distribution of the income associated with the securities holders, consisting in cash or shares, becomes certain.

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

7. Empower the Chairman 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 Meeting of Shareholders.

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

8. Empower the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, issued by the Police Department of Bistrita on 07.10.2009, to accomplish all formalities regarding registration of the Decision of EGMS at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part IV.

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

This decision was drafted and signed today, 07th of December 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Trade Registry Office of the Bistrita Nasaud Law Court.

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

Chairman of the Board of Directors

Dorel Goia

Legal advisor

Diana Pavel