

## AD HOC REPORT

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

Report date: **November 3<sup>rd</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**

As a result of the fact that the Official Gazette is not able to publish on November 4<sup>th</sup> 2015 the convening notice for the General Meeting of Shareholders called for 04/05 December 2015, the date of this convening notice will be modified for 07/08 December 2015.

### CONVENING NOTICE

#### General Meeting of Shareholders

#### Ordinary and Extraordinary

**07/08 December 2015**

According to the provisions of the **art. 111, 113** and the **art. 117** from **Companies' Law 31/1990**, republished, the provisions of the Articles of Association, the Capital Market Law no.297/2004 and the NSC Regulation No.1/2006 regarding issuers and operations with securities, modified by the NSC Regulation No.31/2006 and the NSC Regulation No. 6/2009, **the Board of Directors of the Company TERAPLAST SA**, headquartered in Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, registered with the Trade Registry Office under number

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#### Sediul central:

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

J06/735/1992, having the sole registration number at the Trade Register Office RO 3094980, calls the **General Meeting of Shareholders - Ordinary and Extraordinary**, on **December 7<sup>th</sup> 2015**, which will hold its debates at the company's headquarters in Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, starting at **16:00 PM** for the Ordinary General Meeting, respectively at **16:30 PM** for the Extraordinary General Meeting. All shareholders registered in the Shareholders' Registry by the end of **November 25<sup>th</sup> 2015**, set as reference date, are entitled to participate and vote.

**I. The Ordinary General Meeting of Shareholders shall have the following**

**AGENDA**

1. Approval of allocation of the retained earnings constituted from the undistributed 2014 profit, in amount of 8,874,589 lei, to "other reserves".
2. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders. The date proposed by the Board of Directors is December 23<sup>rd</sup> 2015.
3. Approval of the date December 22<sup>nd</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 **NSC Regulation No. 6/2009**).
4. Empowering the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the GMS decision, in the name and on behalf of the shareholders present at the meeting.
5. Empowering 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 GMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.

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

**AGENDA**

1. Approval of the share capital increase with 8,874,589 lei by releasing of 88,745,890 new shares, with a reference value of 0.10 lei/share. The share capital increase will be made by incorporating the reserves in amount of 8.874.589 lei, constituted from the 2014 net profit, according to point 1 from the GMS Agenda, dated December 7<sup>th</sup> 2015 and by releasing of 88,745,890 new shares with a reference value of 0.10 lei/share. The new released shares will not modify the shareholders percentage and will be distributed for free to all company's shareholders, registered in the Shareholders' Registry, at the registration date established by GMS (proposal December 23<sup>rd</sup> 2015). Every shareholder registered in the

Shareholders' Registry at the registration date shall receive a number of 30.72 new shares for every 100 owed shares, proceeding the following rounding off algorithm:

- 0.5 shares including and over, will round off to the superior number;
- Bellow 0.5 will round off to the inferior number;

2. Approval of a share buyback program, according to the applicable legal procedures, with the following terms: maximum 2,000,000 shares (0.69% of total share capital) with reference value of 0.1 lei/share, at a minimum price equal to the stock exchange price of the transaction day and a maximum price of 1 leu/share, in the limit of 1,000,000 lei, for a period of maximum 18 months beginning with the publication date of the GMS decision in the Official Gazette of Romania, Part 4, in order to implement a remuneration system and an employees loyalty program, respectively granting a mandate to the Board of Directors to carry out this decision.

3. Approval of the update of the Articles of Association, in accordance with the ones approved at point 1 of the present, as follows:

Art. 7. Alin. (1) "The subscribed and paid in share capital of the Company TERAPLAST S.A. is 28,887,588 lei divided into a number of 288,875,880 registered shares, with nominal value of 0.1 lei each" modifies and will have the following content:

*"The subscribed and paid in share capital of the Company TERAPLAST S.A. is **37,762,177 lei** divided into a number of **377,621,770** registered shares, with nominal value of 0.1 lei each".*

4. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Directors is December 23<sup>rd</sup> 2015.

5. Approval of the date December 22<sup>nd</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 Board (herein referred to as NSC Regulation No. 6/2009).

6. Empowering the Chairman of the Board of Directors, Mr. Dorel Goia to sign the GMS decision and also the completed Articles of Association, in the name and on behalf of the shareholders present at the meeting.

7. Empowering 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 GMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.

(1) One or more shareholders representing, individually or together, at least 5% from the company capital, have the right (i) to introduce items on the agenda of the General Meeting of Shareholders, on condition that each item be accompanied by an explanation or a draft decision proposed to be adopted by the General Meeting of Shareholders; (ii) to present decision drafts for the items included or proposed to be included on the agenda of the General Meeting.

(2) The rights stated at paragraph (1) can be exercised only in writing, and the documents will be submitted in a closed envelope at the company's headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298,

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Bistrita-Nasaud county, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 07/08.12.2015" or sent by courier or by electronic means with the extended electronic signature attached, to the e-mail address, [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro).

(3) The shareholders can exercise their rights stated at paragraph (1) letter (i) and (ii) within 15 days from the date of publishing the present convocation letter, respectively by **November 20<sup>th</sup> 2015 at the latest**. Each shareholder has the right to ask questions on the items from the agenda of the General Meeting of Shareholders, and the company will answer the questions asked by the shareholders during the Meeting. The questions will be submitted in a closed envelope at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 07/08.12.2015" or sent by courier or by electronic means with the extended electronic signature attached, to the e-mail address, [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), by **December 6<sup>th</sup> 2015** inclusive.

*The shareholders* can participate in person or they can be represented in the General Meeting of Shareholders either by their legal representatives or by other representatives who were given a special power of attorney, according to the conditions of the art. 243 from the Law no.297/2004 on the capital market. The shareholders' access is allowed with the simple proof of their identity, with their ID - for the individual shareholders or in the case of legal entities and legal representatives of the individual shareholders - with a special proxy given to the individual who represents them.

Shareholders may grant a proxy (power of attorney) generally valid for a period not exceeding three years, allowing the designated representative to vote on all issues under discussion in the general meetings of shareholders of the Company, provided that the proxy (power of attorney) to be given by the shareholder, as a client, to an intermediary, defined in Art. 2 para. (1) Section 14 of Capital Market Law no. 297/2004 or to a lawyer.

*Shareholders* may not be represented in the general meeting of the shareholders on the basis of a general power of attorney, by a person who is in a situation of conflict of interest, in accordance with Art. 243 paragraph 6 ind. 4 of Law no. 297/2004 regarding the capital market, text introduced by GEO no. 90/2004 amending and supplementing Law no. 297/2004 on the capital market.

*General Proxies (powers of attorney)* shall be submitted to the Company at least 48 hours before the general meeting, until December 5<sup>th</sup> 2015, hour 16:00 PM, for the Ordinary Meeting, and, until 16:30 hour for the Extraordinary Meeting, in copies, and should include statements of compliance with the original, under the representative's signature.

*The quality of legal representative* is proven by an excerpt issued by the Registry of Commerce, or any other document, issued by a competent authority from the state where the shareholder is legally incorporated, which certifies the position of legal representative, in original or certified copy. The documents which certify the position of legal representative of the legal person shareholder shall be issued 3 months at the latest before the date of publication of the convocation letter.

*The quality of legal representative* is stated based on the list of shareholders of the Company from the date of reference, received from the Central Depository SA. However, if the shareholder has not informed on time the Central Depository, in connection with legal representative, or this information is not mentioned in the list of BVB shareholders at the reference date, received from the Central Depository, the certificate of incumbency / similar documents, mentioned above must demonstrate the legal representative of the shareholder.

Documents certifying the quality of a legal representative elaborated in a foreign language other than English must be accompanied by a translation made by a certified translator, into Romanian or English.

The above requirements apply correspondingly also to prove the quality of a legal representative of the shareholder who proposes the introduction of new points on the agenda of the general meeting of shareholders or who asks the issuer questions regarding points from the agenda of the general meeting of shareholders.

According to art. 14 paragraph 4) of NSC Regulation No. 6/2009, a shareholder may appoint only one person to represent him at a certain general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent him to appoint a separate representative for the shares held in each securities account with respect to a certain general meeting. This provision shall not affect the provisions of par. (5) art. 14 of NSC Regulation no. 6/2009.

According to art. 14 paragraph 4, clause. 1 of NSC Regulation No. 6/2009, a shareholder may appoint by power of attorney one or more alternate representatives to assure representation in the general meeting, if the representative appointed under par. (4) is unable to fulfill its mandate. If the power of attorney designates several alternate representative will be determine the order in which they exercise their mandate.

The shareholders can also vote the items from the agenda by mail, the voting form, filled in and signed accordingly, shall be sent in a closed envelope to the company's headquarters from Teraplast Industrial Park DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, until **December 5<sup>th</sup> 2015** 16:00 hour for the Ordinary Meeting and, 16:30 hour for the Extraordinary Meeting, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 07/08.12.2015".

According to Article 18 paragraph (3) of Regulation No. 6/2009, in case the shareholder who has voted by mail attends the general meeting in person or by representatives, the vote by mail for that general meeting will be canceled. In this case, only the vote expressed in person or by proxy will be taken into consideration.

The special power of attorney forms which will be used for the vote by representation, as well as the forms used for the vote by mail will be made available to the shareholders both in Romanian and in English, at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, during working days, between **08.00 – 16.30** and on the company's webpage: [www.teraplast.ro](http://www.teraplast.ro), Category «Investors», Section «General Meeting of Shareholders», starting with **4<sup>th</sup> November 2015**.

The special power of attorney forms and the voting forms by mail shall be submitted in original, either in Romanian, or English at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, by **December 5<sup>th</sup> 2015** 16:00 hour for the Ordinary General Meeting of Shareholders, respectively at 16:30 for the Extraordinary General Meeting of Shareholders, by clearly mentioning on the envelope in capital letters "FOR GENERAL MEETING OF SHAREHOLDERS from 07/08.12.2015". One copy will be given to the representative, one will remain at the company and the third copy will be kept by the shareholder.

The shareholders can also appoint their representative by electronic means, the notification of the assignment by electronic means can be made at the e-mail address [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), with their extended electronic signature attached.

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The documents and information materials as well as the decision drafts on the problems from the agenda of the General Meeting of Shareholders will be available to the shareholders, both in English and Romanian, at the company's headquarters from Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, during working days, between **08:00 – 16:30** and on the company's webpage: [www.teraplast.ro](http://www.teraplast.ro), Category «Investors», Section «General Meeting of Shareholders», starting with **November 4<sup>th</sup> 2015**.

In the event the validity conditions are not met at the first call to meeting, the next General Meeting of the Shareholders shall be convened for the date of **December 8<sup>th</sup> 2015**, the agenda, time and place being the same.

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

**Chairman of the Board of Administration**

**Dorel Goia**

**Legal adviser**

**Pavel Diana**

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