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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: **28 august 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**

The Managing Board of TERAPLAST SA informs its shareholders and potential investors about the decision to participate as shareholder (with 51% of capital), for the establishment of a limited liability company in Romania. The other shareholder will be a legal person and the object of activity will be commerce. The new company is to develop the presence of Teraplast Group on the external markets.

In order to ensure a complete and accurate information of the shareholders and potential investors, we present the decision taken by the Managing Board of TERAPLAST SA:

DECISION

Of the Managing Board of TERAPLAST SA.

J06/735/1992, RO 3094980

No. 35 dated 27th of August 2015

According to the provisions of the art. 153[^]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 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 Leter and Teofil-Ovidiu Muresan,

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

DECIDES

1. Approves the participation of the Company Teraplast SA, as an associate in the formation of a limited liability company in Romania, with a total share capital of RON 1,000, the value of a share is 10 (ten) lei, with the following structure of shareholders: The company Teraplast SA - 51% of the share capital, ADL & Partners Construction SRL - 49% of the share capital. Name and headquarters of the company will be determined later by the associates of the newly established company.
2. Approves the participation of Company Teraplast S.A. with the amount of 510 lei, in the share capital of the company constituted according to paragraph 1 of this; the contribution to capital formation is exclusively in cash and will be fully paid the date of constitution.
3. Approves the expenses relating to the establishment of the company mentioned in art. 1 of this.
4. In order to carry out the provisions of art. 1 and 2 of this, mandates Mr. Alexandru Stanean, as CEO of Teraplast SA, to represent the Company Teraplast SA in relation with the competent authorities (including, without limitation, the National Trade Register Office, the bank where the account is opened for submission of capital etc.) in order to sign the Articles of Incorporation of the Company which will be established under Art. 1 and 2 of this, and to sign any other documents, to take necessary steps of registration and operation of the new company, under the enforcement bodies of public and private law. If Mr. Alexandru Stanean is unable to fulfill his mandate given hereby, he will empower by attorney a third person who will represent the Company Teraplast SA in order to achieve those established by this.
5. Mandates the Chairman of the Board of Administration – Mr. Goia Dorel and Mrs. Magda-Eugenia Palfi-Tirau – Administrator to sign for and on behalf of Board of Directors, the Decision to be adopted.
6. Mandates the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, to take necessary steps of registration the Decision of the Board of Administration at the Trade Register of Bistrita-Nasaud Law Court.

This decision was drawn up and signed today, August 27th, 2015, 4 (four) originals.

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

Chairman of the Managing Board
Dorel Goia

Legal adviser
Kinga Vaida