

**AD HOC REPORT**

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

Date of report: **April 28<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: **37,762,177 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 April 28<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 April 15<sup>th</sup> 2015, established as a reference date, the quorum consisting of **69.88%** for OGMS and of **69.88%** for EGMS, from the total of 376,780,823 voting rights related to the 377,621,770 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 the Ordinary General Meeting of Shareholders of TERAPLAST SA,****dated April 28<sup>th</sup> 2016**

Pursuant to the provisions of Art. 111 in Companies Law no. 31/1990 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 nr.31/2006, the Ordinary General Meeting of the Shareholders

**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 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 April 28th 2016 at the headquarter of the Company, at 16:00 PM, with a quorum of **69.88%** of the total 376,780,823 voting rights according to the 377,621,770 shares issued by Company TERAPLAST S.A., representing a total number of 263,307,232 votes expressed,

## DECIDES

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

1. Approves the Report of the Board of Directors on the stand alone and consolidated financial statements for the 2015 financial year.

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

2. Records the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the stand alone and consolidated financial statement for the 2015 financial year.

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

3. Approves the individual financial statements for the 2015 financial year, namely balance sheet, profit and loss account, statement of changes in equity, cash flow statement, accounting policies and explanatory notes contained in the financial statements of the 2015 financial year, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

Within the 2015 financial year, TERAPLAST S.A. has recorded the following economic and financial indicators:

Indicators (thousand, lei)	2015
Turnover	267,975
Total income	296,631
Total expenses	268,249
Gross result	32,502
Tax income	(4,120)
Net result	28.382

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

4. Approves the proposal regarding the distribution of the net profit for the 2015 financial year, as follows:

Net profit to be distributed: 28.381.985 lei

Legal reserves: 1.342.377 lei;

Dividends distribution: 4.531.461 lei, proposed gross dividend/share being 0.012 lei;

Other reserves: 18.881.089 lei

Retained earnings 3.627.058 lei

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

5. Approves the consolidated financial statements for the 2015 financial year, according to the Report of the Board of Directors and the Report of the Company's financial auditor.

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

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6. Approves the discharge of the Company's Board of Directors for the 2015 financial year.

**Structure of the vote: 20.39% for, 0% against, 79.61% abstaining**

**(the abstaining votes belong to the Nonexecutive Directors of the company, who are also shareholders)**

7. Approves the Budget of Revenues and Expenses for the 2016 financial year, with the following indicators:

Indicators (thousand, lei)	2016
Turnover	315,368
Total expenses	287,833
Net result	35,973
EBITDA	53,251

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

8. Approves the Investment Program for the 2016 financial year.

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

9. Approves the proposal of keeping the level of the remuneration for the member of the Board of Directors for the 2016 financial exercise to the same level as in 2015 financial exercise.

**Structure of the vote: 97.96% for, 0% against, 0% abstaining**

10. Approves the date **May 20<sup>th</sup> 2016** as **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, 2.04% abstaining**

11. Approves the date **May 19<sup>th</sup> 2016** 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**

12. Approves the date **June 3<sup>rd</sup> 2016** as **payment day**, as defined by the art. 2, letter g) of NSC Regulation No. 6/2009 and by art. 129, ind.3, alin. 2 of the NSC Regulation no. 1/2006 regarding issuers and operations with securities.

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

13. Empowering the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.

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

14. Empowering the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the OGMS decision, in the name and on behalf of the shareholders present at the meeting.

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

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15. Empowers the legal adviser, Mrs. Cristina Neagos, identified by ID series X.B. no. 483047, issued by the Police Department of Bistrita on 25.06.2015., to accomplish all formalities regarding registration of the Decision of OGMS. 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 on April 28<sup>th</sup> 2016 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 April 28<sup>th</sup> 2016**

Pursuant to the provisions of Art. 113 in Companies Law no. 31/1990 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 nr.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 sole registration number at the Trade Register Office RO 3094980, held on **April 28<sup>th</sup> 2016** at the headquarter of the Company, at 17:00 PM, with a quorum of **69.88%** of the total 376,780,823 voting rights according to the 377,621,770 shares issued by Company TERAPLAST S.A., representing a total number of 263,307,232 votes expressed,

**DECIDES**

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

1. Approves the share capital increase with 18,881,089 lei by releasing of 188,810,890 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 18,881,089.00 lei, constituted from the 2015 net profit, according to point 4 from the OGMS Agenda, dated April 28<sup>th</sup> 2016 and by releasing of 188,810,890 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. The capital increase is made in order to support the current activity of the company. Every shareholder registered in the Shareholders' Registry at the registration date shall receive a number of 50 new shares for every 100 owed shares.

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

2. Approves 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 37.762.177 lei divided into a number of 377,621,770 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 **56,643,266 lei** divided into a number of **566,432,660** registered shares, with nominal value of 0.1 lei each”.*

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

3. Approves the value of 68,000,000 lei as maximum limit of indebtedness that the company can contract in the 2016 financial year, including the warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future receivables rights, assignments related to current and future cash, resulting from current accounts and assignments of rights resulted from the insurance policies.

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

4. Empowers the Board of Directors that, up to the maximum limit of indebtedness approved, it should accomplish, in the name of and for the Company, all the actions and steps necessary or useful in order to fulfill those approved at point 3 from the present decision. In this regard, the Board of Directors shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name of and for the Company TERAPLAST S.A. the credit contracts/ leasing contracts /warranty contracts /additional acts to the credit/leasing contracts, as well as any other documents or instruments which are accessory, related to or to which reference is made in the credit/leasing contracts, warranty contracts or any other documents as well as to sign any other application forms, requests which might be necessary or useful regarding these bank transactions.

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

5. Establishes the date **June 24<sup>th</sup> 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**

6. Approval of the date **June 23<sup>rd</sup> 2016** 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**

7. Establishing the day **July 14<sup>th</sup> 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**

8. Empowers the Board of Directors to fulfill the decisions adopted by the Extraordinary General Meeting of Shareholders.

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

9. Empowers the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the EGMS decision, in the name and on behalf of the shareholders present at the meeting.

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

10. Empowers the legal adviser, Mrs. Cristina Neagos, identified by ID series X.B. no. 483047, issued by the Police Department of Bistrita on 25.06.2015, to accomplish all formalities regarding registration of the EGMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this 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, April 28<sup>th</sup> 2016 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.

**Chairman of the Board of Directors**

**Dorel Goia**

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.

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