

AD HOC REPORT

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

Report date: **February 8th 2016**

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**

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**

Board of Directors of Teraplast SA inform its shareholders and potential investors about the decision to approve the beginning of the share buyback process, starting with February 8th 2016, according and in the conditions approved by the decision no. 1 of the EGMS, dated December 7th 2015, published in the Official Gazette of Romania, no. 59/06.01.2016, respectively the purchase of 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 BSE market price 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 EGMS'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, through the financial investments company BT Securities SA, headquartered in Cluj-Napoca, Blvd. 21 Decembrie 1989, no. 104, postal code 400124, Cluj County, Romania.

The General Meeting of Shareholders of Teraplast approved, in the session, dated December 7th 2015, the purchase 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 BSE market price 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 publica-

Sediul central:

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

tion of the EGMS'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.

In order to ensure a complete and accurate information of the shareholders and potential investors, we reproduce the decision taken by the Board of Directors of Teraplast SA:

DECISION
of the Board of Directors of Teraplast SA.
J06/735/1992, RO 3094980
No. 6, dated February 5th 2016

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 Lefter and Teofil-Ovidiu Muresan,

Considering the followings:

- a. The EGMS decision no. 1 from December 7th 2015, by which it was approved the purchase by 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 BSE market price 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 giving a mandate to the Board of Directors in order to fulfill this decision.

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

DECIDES

1. Approves the beginning of the purchase by Teraplast SA, starting with February 8th 2016, 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 BSE market price 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, through the financial investments company BT Securities SA, headquartered in Cluj-Napoca, Blvd. 21 Decembrie 1989, no. 104, postal code 400124, Cluj County, Romania.
2. Empowers Mr. Alexandru Stanean, as Chief Executive Officer of Teraplast SA, to make all necessary steps for the implementation of the buyback program and the signing of all documents necessary for the buyback process.

Sediul central:

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

soluții eficiente pentru oameni și mediu

3. Empowers Mr. Dorel Goia, President of Board of Directors and Mrs. Magda-Eugenia Palfi-Tirau – Nonexecutive Director, to sign the Board decision, which was adopted.

4. Empowers the legal adviser, Mrs. Carmen Ioana Mone, identified by ID series CJ, no. 070767, to accomplish all formalities regarding registration of the Board of Directors Decision at the Trade Register of Bistrita-Nasaud Law Court.

The present decision was adopted and signed on February 5th 2016, in 4 (four) original copies.

For additional information please contact the Investor Relations Department of Teraplast, phone 0752-101.639, e-mail: anca.rif@teraplast.ro, contact person *Anca Rif – Investor Relations Manager*.

Chairman of the Board of Directors

Dorel Goia

Nonexecutive Director

Magda Eugenia Palfi-Tirau

Legal Advisor

Carmen Ioana Mone

Sediul central:

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

soluții eficiente pentru oameni și mediu