

## AD HOC REPORT

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

Report date: **May 19<sup>th</sup> 2017**

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: **56,643,266 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 - The procedure of dividend distribution for 2016**

Starting with **June 9<sup>th</sup> 2017**, Teraplast SA will initiate the 2016 dividend payment procedure through Depozitarul Central SA and the payment agent Banca Transilvania.

The dividend will be paid to the shareholders recorded in the Shareholder Registry on the registration date of **May 18<sup>th</sup> 2017 (ex-date May 17<sup>th</sup> 2017)**.

The company will allocate for dividends the amount of **9,572,712 RON**, increasing by 20.71% as compared to the amount allocated last year. In the context in which the total number of shares increased by 50% in 2016, as a result of free shares distribution, the value of the gross dividend per share is **RON 0.0169**.

Attached:

**The procedure of dividend distribution to the Teraplast SA shareholders pursuant to Resolution No. 1 of the Shareholders' General Meeting of 27 April 2017**

## IMPORTANT NOTICE

### The procedure of dividend distribution to the Teraplast SA shareholders pursuant to Resolution No. 1 of the Shareholders' General Meeting of 27 April 2017

Pursuant to Resolution No.1 of the Teraplast S.A. Shareholders' General Meeting of 27 April 2017 an amount of RON 9,572,712 was approved for distribution from the net profit of the year 2016 as dividends **(the gross dividend amounts to the gross value of RON 0.0169 /share).**

Dividends shall be paid starting from **9 June 2017 – Date of payment** both for payments made by bank transfer and in cash to the shareholders recorded in the Register of Shareholders of Teraplast S.A. **on 18 May 2017 – Date of registration.** The date ex-date is 17.05.2017.

The tax on the dividends shall be calculated and withheld by Teraplast SA from the gross dividend in compliance with the relevant legal provisions, where applicable.

The fee for dividend payment in cash or by bank transfer shall be incurred by Teraplast SA.

The changes in the data in the Register of Shareholder (change of name, address, identity data etc.) can be made only by Depozitarul Central S.A., registered office in Bucharest B-dul Carol I, nr. 34-36, sector 2, floor 3, upon the shareholder's / interested party's request.

The fees for the amendment of the personal data in the Register of Shareholders of Teraplast kept by Depozitarul Central SA or for the IBAN collection form shall be incumbent on the bearers of the financial instruments.

#### Means of payment of the dividends:

##### I. Payments by bank transfer

Starting from the date of this notice **the natural person or corporate body shareholders unrepresented by the Participant who wish their dividends to be paid by bank transfer** can request the necessary documents and send them to Depozitarul Central S.A. The Central Depository shall pay the dividends **by bank transfer starting from 09.06.2017**, after having received and assessed the documentation as follows:

- 1. The natural person bearers of financial instruments, in person or by a legal or official representative** shall submit to the Central Depository the IBAN collection form indicating the bank and the account number (IBAN) open on the name of the bearer of the financial instruments (the template is available on the website of the Central Depository - [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), together with:
  - a copy of the valid ID card with legible NIC No. – signed by the bearer as a „certified true copy of the original”;
  - original banking statement or a document issued by the bank (signed and sealed) confirming the existence of the bank account on the name of the bearer of the financial instruments also mentioning the IBAN;
  - the copy of the documents confirming the position of the signatory of the request of legal or official representative if required, signed by the bearer as a „certified true copy of the original”;
  - the copy of the receipt confirming the payment of the IBAN collection fee;
- 2. The corporate body bearers of financial instruments by a legal or official representative** shall submit to the Central Depository the IBAN collection form indicating the bank and the account number (IBAN) open on the name of the bearer of the financial instruments (the template is available on the website of the Central Depository: [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), together with:
  - a copy of the certificate of incorporation– signed by the bearer as a „certified true copy of the original”;
  - a copy of the document certifying the person's capacity of legal representative of the company (Certificate of good standing issued by the Registrar of Companies / or a similar body – for foreign companies) – signed by the bearer as a „certified true copy of the original”;
  - a copy of the documents certifying the applicant's capacity of official representative of the company if applicable - signed by the bearer as a „certified true copy of the original”;
  - original banking statement or a document issued by the bank (signed and sealed) confirming the existence of the bank account on the name of the bearer company also mentioning the IBAN;
  - the copy of the receipt confirming the payment of the IBAN collection fee;

#### Sediul central:

Parc Industrial Teraplast,  
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[www.teraplast.ro](http://www.teraplast.ro)

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**3. If natural person client comes in person any Banca Transilvania agency the payment can be made by bank transfer, too upon his/her request.**

The documents submitted in a foreign language shall be accompanied by a notarized translation into Romanian, and if they were issued by a foreign authority, they will bear the apostille or super legalization as the case may be.

If you want your payment to be made by bank transfer on the Date of payment, i.e. 09.06.2017, the IBAN collection forms must be received by the Central Depository at least 4 days before the payment date.

The IBAN collection forms shall be sent to: Depozitarul Central SA – Bucharest, Bdul Carol I nr. 34-36, etaj. 3, sector 2 or submitted directly to Depozitarul Central S.A.

All the aforementioned requests shall also contain the e-mail and the phone number which the shareholders or the agents/representatives can be contacted at for any further clarification.

## **II. Payments in cash**

**For the natural person shareholders who are not represented by a Participant** (Custodian banks or brokers, participants to the compensation and settlement system and the register of the Central Depository) who do not request and/or send the necessary documents for the payment by bank transfer, **the dividends can be paid in cash at any of the cash desks of Banca Transilvania in the country**, via Depozitarul Central S.A., **starting from 09.06.2017 (date of payment)**.

The natural person shareholders can go to the cash desks of Banca Transilvania anywhere in the country during the opening hours of the latter.

The dividends can be collected by the shareholders in person or by their legal or official representative as follows:

1. Any payment will be confirmed by signature of the person who takes the money, on the receipt for the payment.
2. In the case of **Bearers unrepresented by a Participant, who are natural persons referring directly to the cash desks**, the money shall be paid against an ID card recording the NIC No. legibly. The Bearers unrepresented by a Participant shall be identified based on the information found in the relevant NIC No. field.
3. In the case of **Bearers unrepresented by a Participant, who are non-resident natural persons referring directly to the cash desks**, the money shall be paid against their passport whose serial number shall match the data in the File.
4. In the case of **Bearers unrepresented by a Participant, who are natural persons up to 14 years of age**, the money shall be paid to their legal representative in the matter, namely the underage person's guardian/parent against the following documents: the birth certificate of the Bearer unrepresented by a Participant containing the person's NIC no. + 1 certified true copy of the original document (the photocopy shall be withheld), the deed that ascertains the guardianship if the guardian is not a parent + 1 certified true copy of the original document (the photocopy shall be withheld), and the guardian's/parent's ID card + 1 certified true copy of the original document (the photocopy shall be withheld).
5. In the case of **Bearers unrepresented by a Participant, who are conservatee natural persons**, the money shall be paid by the conservator of the person against certain documents: the ID card of the Bearers unrepresented by a Participant containing the person's NIC no + 1 certified true copy of the original document (the photocopy shall be withheld), the deed by which the conservatorship has been set up + certified true copy of the original document (the photocopy shall be withheld) as well as the conservator's ID card + 1 certified true copy of the original document (the photocopy shall be withheld).
6. In the case of **Bearers unrepresented by a Participant, who are natural persons not referring to the cash desks in person but rather authorize another person for this purpose**, the money shall be paid to the proxy of the person against certain documents: a notarized limited power of attorney that would contain the authorization for the collection of the amount issued not more than 3 years before the date of payment except for the cases in which the power of attorney has been granted for a period of time exceeding 3 years and is valid on the date of payment + 1 certified true copy of the original document (the photocopy shall be withheld) and the proxy's ID card + 1 certified true copy of the original document (the photocopy shall be withheld).
7. The documents submitted in a foreign language shall be accompanied by a notarized translation into Romanian, and if they were issued by a foreign authority, they will bear the apostille or super legalization as the case may be.

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Exceptional situations:

The amounts will not be paid at the cash desk in the following cases:

- a) To the bearers unrepresented by a Participant of whose NIC in the papers presented at the desk is not the same with the one in the files, these being directed to the Depozitarul Central.
- b) To the inheritors of the deceased bearers unrepresented by the Participant existing in the files. These will be directed to the Depozitarul Central.
- c) In any other exceptional situation, which is not presented in the present Contract, case in which the bearers unrepresented by the Participant shall contact de Central Depository.

**The payment can also be done by bank transfer upon the request of the natural person client referring to any Banca Transilvania agency.**

**III. By Participants (Custodian banks or Brokers): Natural persons or corporate bodies / other entities who have already opened an account with the Participant (agent participant to the compensation and settlement system and the register of the Central Depository):**

***The bearer of financial instruments, natural persons, corporate bodies or other entities who have shares highlighted in Section 2 of the Register of Shareholders of Teraplast S.A. on the registration date*** shall receive net dividends via the Central Depository in the Participants' accounts, opened to the banks of settlement, on the payment date 09.06.2017 if the said shareholders did not express and notify their option for deferred payment to the Participant or the Participant did not notify it to the Central Depository in the reporting on the date of registration.

***Investment funds without legal personality.*** Not-withholding the dividend tax by reference to article 43 of the Tax Code to shareholders, investment funds without legal personality, as per Romanian capital market regulations, is subject to receipt by Teraplast (at the address Teraplast Industrial Park, DN 15A, km 45+500, Bistrita Nasaud county, in attention financial department) until May 31<sup>st</sup> 2017 of the following documents:

- statement signed by the legal representative/authorized person representing the investment fund attesting the fact that the investment fund does not have legal personality and also the identification information (sole registration code, as it is mentioned in the Shareholders Registry of Teraplast SA, available at the Depozitarul Central, the full name of the investment fund, registration number at ASF, number and the ASF notification date and its validity).
- Copy of the valid identification act for the legal representative/authorized person representing the investment fund – CI with CNP for Romania citizens or passport for the foreign citizens.
- Copy of the relevant document attesting the title of the person signing the declaration of legal representative/authorized person representing the investment fund.

Thus, in the case of non-resident shareholders represented by a Participant, Teraplast shall withhold dividend tax from the gross dividend at the standard tax rate in force provided by the Fiscal Code if such shareholders did not provide the documents mentioned above until May 31<sup>st</sup> 2017.

#### **IV. Special cases**

1. ***In the case of diseased natural person shareholders,*** the dividends shall be paid upon the heirs' request by bank transfer or in cash only after the heirs previously requested to Depozitarul Central S.A. and had the share transfer registered to the heirs' name after the transfer of the inheritance, and Teraplast S.A. shall recalculate the dividends due to them.
2. ***Co-owned shares.*** In the case of co-owned shares the dividends shall be paid according to the following instances:
  - In the case of payments made by bank transfer, the dividends due to the co-owners shall be transferred into the account indicated by all the co-owners in a joint application submitted to Depozitarul Central S.A.
  - In case of payments in cash, the payments shall be made in cash provided all the co-owners appear at the Banca Transilvania agency, in person or by a legal and/or official representative, and submit the documents set forth above related to cash payments.
  - In the case of payments to individuals who have an account with the Participant the dividends due to the co-owners shall be transferred to the Participant whose clients they are.

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- In case the co-owners request both the registration with the Central Depository of the direct ownership transfer of the financial instruments pursuant to the joint possession termination in compliance with the applicable legal status and the direct payment to each co-owner according to the number of instruments on which they acquired exclusive ownership, the Central Depository shall block the payment of dividends, and the payment shall be made to each former co-owner according to this procedure.

**The non-resident natural persons/legal entity shareholders shall submit the documents required for the payment of dividends according to the aspects mentioned above as well as** the certificate of tax residence issued by the competent authority of their country of residence in compliance with Law 571/2003 as updated and the implementing regulations for the enforcement of the a double taxation conventions concerning income and capital tax and the enforcement on the joint fiscal status for the shareholders residing in EU and EFTA member states. If the shareholder does not submit the certificate of tax residence the withheld tax shall be calculated by taxation on the rate applicable to the resident shareholders. The certificate of tax residence for the year in which the payment of dividends is made during the validity thereof, in the original or notarized copy, bearing an apostille / super legalization as the case may be, accompanied by an authorized translation as well as the contact details (e-mail and phone) for any further clarifications on the tax certificates shall be sent to the registered office address of Teraplast S.A. in Teraplast Industrial Park, in the unincorporated area of Bistrita, DN 15A, km 45+500, Bistrita-Nasaud County, to the attention of the Financial Department.

For the fiscal registration in Romania, in order to declare the information regarding the retained tax for the non-resident beneficiaries (declaration 2017) all the shareholders persons/legal non-resident entities must send the following documents by post office at the company's headquarter located in Teraplast Industrial Park, in the unincorporated area of Bistrita, DN 15A, km 45+500, Bistrita-Nasaud County, to the attention of the Financial Department or scanned at the email address [kinga.vaida@teraplast.ro](mailto:kinga.vaida@teraplast.ro) until May 31<sup>st</sup> 2017.

- For natural persons – copy of the identification document.
- For legal persons – copy of the registration certificate, signed “according to original”.

**The superannuation funds** shall send the following documents to the registered office of Teraplast S.A., in Teraplast Industrial Park, in the unincorporated area of Bistrita, DN 15A, km 45+500, Bistrita-Nasaud County, to the attention of the Financial Department **until 31.05.2017 at the latest:**

- a copy of the valid ID card of the legal representative of the fund management company
- ID card of the Romanian citizens containing the legible NIC No. de or passport with identification number for foreign citizens
- a copy of the certificate of good standing of the company managing the fund / another similar document not older than 3 months, indicating the legal representative of the fund management company
- a copy of the certificate of incorporation / another similar document of the fund management company
- a copy of the decision of the regulatory authority certifying the entitlement of the fund management company and the superannuation fund. For non-resident superannuation funds: certificates of tax residence in original or notarized copy, bearing an apostille / super legalization as the case may be, accompanied by an authorized translation into Romanian, an affidavit of the legal representative of the fund management company that would certify that the authorization of the fund management company and the superannuation fund is valid on the date of payment if they represent superannuation funds as they are defined by the legislation of the EU member state or any of the EFTA member states and if available, the information on the official website of the regulatory authority of the country of origin where the status of the superannuation fund can be checked on.

**CHIEF EXECUTIVE OFFICER**  
**MIRELA-CARMEN POP**

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

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