

## AD HOC REPORT

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

Report date: **April 04<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 Board of Directors of Teraplast SA informs the shareholders and the potential investors regarding the decision to contract from Banca Transilvania two investment loans in total amount of LEI 60,400,000.

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. 15, dated April 3<sup>rd</sup> 2017**

According to the provisions of the art. 153<sup>^</sup>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 April 3<sup>rd</sup> 2017 on-line meeting attended by all Board members:

Considering:

a. The EGMS decision no 1, of February 09th 2017, by which it was approved:

- Start of investments in total amount of 72,000,000 lei, in the 2017 financial exercise;
- accessing some bank credits, concluding of some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/leasing contracts accessed/extended, empowering the persons who will sign in the name of and for the Company 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 the accomplish of the investments mentioned in the previous point.

b. Company's intention to contract from Banca Transilvania, as *Commercial Agreement, multi company and multi-currency (lei and euro)* – o credit line in which will be available the following financing types: investments loan, credit line for financing the current activity;

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

#### DECIDES

1. Approves the company to contract some investment loans, in total amount of Lei 60,400,000, from Banca Transilvania, for a period of 84 months, respectively:
  - An investment credit in amount of 32,900,000 lei;
  - An investment credit in amount of 27,500,000 lei;
2. Approves the guarantee of the investment loan mentioned at point 1 with the following securities:
  - a. For the investment credit in amount of 32,900,000 lei:
    - Mortgage on the building registered in CF: 50134, NO. Cadastral 50134-C1 representing PVC pipes, PVC profile factory and warehouse with the following units: raw materials warehouse factory with 3 units: PVC pipes, compounds and profiles; no cadastral 50134 –C2 Representing: PVC pipes and profiles warehouse in height P. Sc-3352 square meters; land 55.390 square meters.
    - Mortgage on the assets financed by the investment credit;
    - Mortgage on the cash ins from the company's current account;
  - b. For the investment credit in amount of 27,500,000 lei:
    - Mortgage on the assets financed by the investment credit;

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**TeraPlast**<sup>®</sup>

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- Mortgage on the cash ins from the company's current account;
3. Empowers Mr. Mircea Hotoleanu, Chief Executive Officer of the company to accomplish the following demarches:
    - a. to negotiate, agree upon, conclude and sign in name and on behalf of TERAPLAST SA, the credit agreements / contracts of guarantee / addenda to credit contracts, and any other documents or instruments that are accessories that are related to or referenced in credit agreements, guarantees contracts or other documents and to sign any forms, applications that may be necessary and useful in connection with this transaction concluded with Banca Transilvania SA.
    - b. if necessary, to negotiate, to agree, conclude and sign in the name and on behalf of the Company any subsequent addenda to the credit agreements, contracts of guarantee and any other document to which the company is a party, including signing the addendum to the mortgage contracts, by which it will be updated the value of the contracts or it will be replaced the commercial contracts which result from the mortgaged receivables.
    - c. to fulfill in the name and on behalf of the Company any formalities necessary for such credit agreements / addenda, guarantees contracts and any other instruments that are accessories, to be fully valid and binding for the Company.
  4. Empowers Mrs. Magda-Eugenia Palfi-Tirau – Non-Executive Director, and Mr. Mircea Hotoleanu – Executive Director, to sign the present decision, in the name and on behalf of the Board of Directors.
  5. Empowers the legal adviser, Mrs. Kinga Vaida, identified by ID series XB, No. 370326 and/or Mrs. Diana Bretfelean, identified by ID series X.B. no. 515915, 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 April 03<sup>rd</sup> 2017, in 4 (four) original copies.

**Non-Executive Director**  
**Magda-Eugenia Palfi-Tirau**

**Executive Director**  
**Mircea Hotoleanu**

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.

