

## AD HOC REPORT

In accordance with Law no. 24/2017 and NSC Regulation no. 1/2006

Report date: **May 10<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. 82 of Law 24/2017 – **N/A**
- e) **Other events**

Teraplast Group, the largest PVC processor in Romania and one of the leading manufacturers of materials for construction and installation market, is having starting with May 9<sup>th</sup> 2017 a new Chief Executive Officer in the person of Mirela Pop, after the Board Of Directors approved to end, through the consent of the parties, the mandate given to Mircea Hotoleanu.

Mirela Pop is economist and is part of Teraplast team since 2008. She initially managed various financial departments, and in 2014 passed into the commercial area, being responsible with the management of the Installations & Decorations business line. Since last year, she is also managing the activities of the window profiles business line and the logistic activities. The businesses managed by Mrs. Mirela Pop generate approximately 50% of the Teraplast Group consolidated turnover.

*“In the past 10 years, Teraplast had several management teams not located in Bistrita. Now, after the decision of Mr. Mircea Hotoleanu to leave the company by personal reasons, we decided to advance as Chief Executive Officer a person who already proved herself in the Group. We are convinced that under the leadership of Mirela Pop, all the efforts of the team will be directed towards the achieving the objectives aimed for this year”, declared Dorel Goia, Chairman of the Board of Directors of Teraplast.*

Printre responsabilitatile importante ale Mirelei Pop in cadrul Grupului Teraplast a fost crearea departamentului de credit, in vederea recuperarii creantelor. Acest departament a adus compania la un nivel in care valoarea creantelor litigioase este aproape zero.

*„During the last 9 years in Teraplast there were many situations in which I received projects really different of what I was doing at the moment. I am not afraid of challenges, because I am not alone; I*

*have with me a strong and professional team. This year will not be easy, but we an important Romanian industrial Group, we are financially stable, we have a products portfolio which allow us to constantly reinvent ourselves, so we are confident that we will be able to achieve the income and profitability targets budgeted for 2017”, declared Mirela Pop, the new Chief Executive Officer of Teraplast.*

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

## DECISION

**of the Board of Directors of Teraplast SA.**

**J06/735/1992, RO 3094980**

**No. 20, dated May 09<sup>th</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, of the Law No. 24/2017 regarding issuers of financial instruments and market operations 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 May 09<sup>th</sup> 2017 on-line meeting attended by the following Board members: Mrs. Magda-Eugenia Palfi-Tirau, Mr. Dorel Goia, Mr. Razvan Stefan Lefter, Mr. Raul Ciurtin,

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

## DECIDES

1. Approves the end, through the consent of the parties, beginning with May 9<sup>th</sup> 2017, of the mandate given to Mircea Hotoleanu.
2. Approves the appointment of Carmen-Mirela Pop, as Chief Executive Officer of Teraplast SA for a period of 2 years, starting with May 09<sup>th</sup> 2017.
3. Empowers Mr. Goia Dorel, as President of the Board of Directors of Teraplast SA, to negotiate and to sign the addend for the closure of the CEO mandate contract, through the consent of the parties, according to point 1, and also the mandate contract which will be closed by Teraplast with the new CEO.
4. Approves the end, through the consent of the parties, starting with May 09<sup>th</sup> 2017, of the management contract (and by default of the mandate of Director), closed between Teraplast and Mr. Mircea Hotoleanu.
5. Approves the appointment of Carmen-Mirela Pop, as interim Director of the company, the mandate being valid starting with May 09<sup>th</sup> 2017 until the date of the General Meeting of Shareholders which will elect the new member of the Board of Directors.
6. Empowers Mr. Dorel Goia, as President of the Board of Directors and Mrs. Palfi-Tirau Magda-Eugenia, as Non-Executive Director, to sign in the name and on behalf of the Directors the decision of the Board of Directors.

7. Empowers the legal adviser, Mrs. Kinga Vaida and/or Mrs. Diana Bretfelean to accomplish all formalities regarding registration of the Board of Directors Decision and of the updated Articles of Association at the Trade Register of Bistrita-Nasaud Law Court.

The present decision was adopted and signed on May 09<sup>th</sup> 2017, in 5 (five) original copies.

**Chairman of the Board of Directors**

**Dorel Goia**

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.