

**Amended convening notice**  
**Extraordinary General Meeting of Shareholders**  
**07/08 December 2015**

According to the provisions of the **art. 117<sup>1</sup>** from **Companies' Law 31/1990**, republished, the provisions of the Articles of Association, the Capital Market Law no.297/2004 and the NSC Regulation No.1/2006 regarding issuers and operations with securities, modified by the NSC Regulation No.31/2006 and the NSC Regulation No. 6/2009, **the Board of Directors of the Company TERAPLAST SA**, headquartered in 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, during the meeting of 20<sup>th</sup> November 2015, considering the demand no. 384813/19.11.2015 of amend the agenda, send by Mr. Dorel Goia, shareholder which holds at least 5% of share capital, amend the agenda of the **Extraordinary Meeting of Shareholders convening notice**, established for **7/8 December 2015**, which will hold its debates at the company's headquarters in Teraplast Industrial Park, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, starting at **16:30 PM**. As a result of these amendments the agenda point will be renumbered, the content of the Extraordinary General Meeting of Shareholders Agenda being the following:

**AGENDA**

**1.** Approval of the share capital increase with 8,874,589 lei by releasing of 88,745,890 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 8.874.589 lei, constituted from the 2014 net profit, according to point 1 from the GMS Agenda, dated December 7<sup>th</sup> 2015 and by releasing of 88,745,890 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. Every shareholder registered in the Shareholders' Registry at the registration date shall receive a number of 30.72111455 new shares for every 100 owed shares, proceeding the following rounding off algorithm:

- 0.5 shares including and over, will round off to the superior number;
- Bellow 0.5 will round off to the inferior number;

**2.** Approval of a share buyback program, according to the applicable legal procedures, with the following terms: maximum 2,000,000 shares (0.69% of total share capital) with reference value of 0.1 lei/share, at a minimum price equal to the stock exchange price of the transaction day and a maxim price of 1 leu/share, in the limit of 1,000,000 lei, for a period of maximum 18 months beginning with the publication date of the GMS decision in the Official Gazette of Romania, Part 4, in order to implement a remuneration system and a employees loyalty program, respectively granting a mandate to the Board of Directors to carry out this decision.

**3.** Approval of 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 28,887,588 lei divided into a number of 288,875,880 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 **37,762,177 lei** divided into a number of **377,621,770** registered shares, with nominal value of 0.1 lei each".*

4. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Directors is December 23<sup>rd</sup> 2015, respectively January 29<sup>th</sup> 2016, according to the amendment request no. 384813/19.11.2015.

5. Approval of the date December 22<sup>nd</sup> 2015 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). According to the amendment request no. 384813/19.11.2015, proposed **ex-date** is January 28<sup>th</sup> 2016.

6. Establishing the **payment date**, date to which the distribution of the income associated with the securities holders, consisting in cash or shares, becomes certain. The date proposed by the Board of Directors is February 19<sup>th</sup> 2016.

7. Empowering the Chairman of the Board of Directors, Mr. Dorel Goia to sign the EGMS decision and also the completed Articles of Association, in the name and on behalf of the shareholders present at the meeting.

8. Empowering the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, issued by the Police Department of Bistrita on 07.10.2009, to accomplish all formalities regarding registration of the GMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.

The rest of the EGMS convening notice, published in the Official Gazette of Romania, Part 4, no. 6364/04.11.2015 will remain the same.

**Chairman of the Board of Directors**

**Dorel Goia**

**Legal advisor**

**Diana Pavel**

**Sediul central:**

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