



CONVENING NOTICE

GENERAL MEETING OF SHAREHOLDERS

- Ordinary -

31st August 2015

Pursuant to **art. 111** and **art. 117** of **Law 31/1990** regarding the companies, with updated amendments, the provisions of the Deed of Settlement, Law 297/2004 regarding the market capital, and Regulation CNVM no. 1/2006 regarding the issuers and the operations with securities, amended by Regulation CNVM no. 31/2006 and Regulation CNVM no. 6/2009, **the Board of Directors** of the **Company TERAPLAST SA**, with the head office in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, convenes in the session of **28th July 2015** the **Ordinary General Meeting of Shareholders**, to be held on **31st August 2015**, at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, starting at **4 pm**. All shareholders registered in the Shareholder Register are entitled to participate and vote in such General Meeting of Shareholders up to **6 pm** of the date of **19th August 2015**, set as reference date.

I. The Ordinary General Meeting of Shareholders shall have the following

AGENDA

1. Approval of the internal auditor nomination.
2. Approval of the validity duration of the internal audit agreement.
3. Approval of the remuneration for the internal auditor.
4. Empowering Mr. Alexandru Stanean - General Manager, and Mrs. Edit-Eniko Orban - Financial Manager, to negotiate and sign for and on behalf of the shareholders the internal audit agreement.
5. To establish the registration date when shareholders affected by the decisions adopted by the Ordinary General Meeting of the Shareholders shall be identified. The Board of Directors suggests the date of 16th September 2015.
6. Approval of the date September 15th 2015 as „**ex date**”, respectively the date previous to the registration when the financial instruments, object of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of the 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 (hereinafter referred to **Regulation CNVM no. 6/2009**).
7. Empowering the President of the Board of Directors to sign the Decision of the Ordinary General Meeting of the Shareholders for and on behalf of all shareholders present at the Meeting.
8. Empowering the legal adviser of the company, Mr. Chira Dorin, to register the Decision of the Ordinary General Meeting of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such

decision in the Official Gazette of Romania, Section 4.

(1) One or several shareholders jointly or several representing at least 5% of the share capital, have the right (i) to introduce items on the agenda of the General Meeting of the Shareholders, provided that each item be accompanied by an explanation or a draft decision proposed to be adopted by the General Meeting of the Shareholders; (ii) to submit draft decisions for the items included or suggested to be included on the agenda of the General Meeting of the Shareholders.

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in written, and the documents shall be submitted in closed envelope at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, the envelope bearing a clear note written in capital letters „FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS CONVENED ON 31.08.2015/01.09.2015” or sent by messenger delivery or electronic means, with extended electronic signature attached, at the following e-mail secretariat@teraplast.ro.

(3) The shareholders can exercise the rights stipulated in paragraph (1) letter (i) and (ii) within maximum 15 calendar days following the date of publication of this notice to attend, namely no later than **14th August 2015, this day included**. Each shareholder shall be entitled to address questions regarding the items on the agenda of the General Meeting of the Shareholders, and the company shall reply to the shareholders' questions during such meeting. The questions shall be submitted in closed envelope at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, the envelope bearing a clear note written in capital letters „FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS CONVENED ON 31.08.2015/01.09.2015”, or sent by messenger delivery or electronic means, with extended electronic signature attached, at the following e-mail secretariat@teraplast.ro, no later than **30th August 2015 this day included**.

Shareholders by either their legal representatives or other agents authorised by a special power of attorney or a general power of attorney, as provided by art. 243 of Law 297/2004 regarding the capital market. Shareholders' access shall be permitted upon proof of their identity, consisting *in case of shareholders, who are natural persons, of their ID card or, in case of shareholders, who are legal entities, and represented natural persons, of a special power of attorney awarded to the natural person acting as their agent.*

The shareholders can appoint a representative by a general power of attorney (authorisation) valid for no more than three years, authorising the appointed representative to vote in any matter subject to discussions of the General Meeting of the Shareholders, provided such power of attorney (authorisation) be given by the shareholder, as customer, to a representative defined as per art. 2 paragraph (1) item 14 of Law 297/2004 regarding the capital market, or to a lawyer.

The shareholders cannot be represented in the General Meeting of the Shareholders based on a general power of attorney (authorisation) by a person subject to a conflict of interests, pursuant to art. 243 paragraph 6 item 4 of Law no. 297/2004 regarding the capital market, text introduced by the Emergency Government Ordinance no. 90/2004 amending and completing Law 297/2004 regarding the capital market.



General powers of attorney (authorisations) should be submitted to the Company 48 hours before the general Meeting meeting, namely no later than 29th August 2015, 4 pm, in copy, including the mention “Certified to be a true copy of the original” signed by the representative.

The legal representative shall prove his/her capacity by means of a Trade Register Certificate or any other document issued by a competent authority in the country where the shareholder is dully registered, attesting his/her capacity of legal representative Such document shall be submitted in original or as a true copy of the original. The documents attesting the capacity of legal representative of the shareholder, who is a legal entity, shall be issued at least 3 months before the date of publication of this notice to attend.

The capacity of legal representative shall be ascertained as per Company Shareholder List on the reference date, received from the Depozitarul Central S.A. [Romanian Central Depository]. However, if the shareholder has not informed the Central Depository in due time of its legal representative or such information is not mentioned in the BVB shareholders list on the reference date, received from the Central Depository, the abovementioned Trade Register Certificate or similar documents must include evidence of the shareholder’s legal representative.

The documents certifying the capacity of legal representative drawn up in a foreign language, other than English, shall be accompanied by a translation done by a sworn translator into English or Romanian.

The abovementioned identification criteria shall be correspondingly applied also in order to prove the capacity of shareholder’s legal representative, who proposed new items to be included in the agenda of the General Meeting of the Shareholders or directs questions to the issuer related to the items on the agenda of the General Meeting of the Shareholders.

Pursuant to art. 14 paragraph 4) of Regulation CNVM no. 6/2009, a shareholder can appoint only one representative in a certain General Meeting. However, if a shareholder holds shares with a trading company in several security accounts, such restriction shall not prevent such shareholder to appoint other representative for the shares held in each security account, for a certain General Meeting. Such provision is not detrimental to provisions of paragraph (5) of art. 14 of Regulation CNVM no. 6/2009.

Pursuant to art. 14 paragraph 4 1) of din Regulation CNVM no.6/2009, *a shareholder can appoint by power of attorney one or several deputy representatives* for a general Meeting, in the event the representative appointed as per paragraph (4) above is unable to attend. Where several deputy representatives are appointed by power of attorney, the order in which they will act shall be established.

The shareholders can also cast their votes for the items noted in the agenda by mail, the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the company’s head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, which should arrive at the company’s head office no later than **29th August 2015**, 4 pm, the envelope bearing a clear note written in capital letters „FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS CONVENED ON 31.08.2015/01.09.2015”.

Pursuant to art. 18 paragraph (3) of Regulation CNVM no. 6/2009, in the event the shareholders casting their votes by mail participate personally or by representative in the General Meeting, their vote by mail cast for that General Meeting shall be null and void. In such case, only the vote cast personally or by representative shall be taken into account.

Special power of attorney forms to be used for voting by representative, as well as the forms to be used for voting by mail shall be made available for shareholders both in Romanian and in English, at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, during business days, from **8 am to 4:30 pm**, and on the company's website: www.teraplast.ro, heading „Investors”, Section „General Meeting of the Shareholders - August 2015”, as of **31st July 2015**.

The special powers of attorney and the ballots by mail shall be submitted in Romanian or English originals at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, not later than **29th August 2015**, 4 pm, the envelope bearing a clear note written in capital letters „FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS CONVENED ON 31.08.2015/01.09.2015”. One copy shall be handed over to the representative, one shall be kept by the company, and the third copy shall be kept with the shareholder.

The shareholders can appoint their representative by electronic means as well, notifying the electronic appointing on secretariat@teraplast.ro , with extended electronic signature attached.

Any informative document and material, as well as draft decisions related to matters listed in the agenda of the General Meeting of the Shareholders shall be made available to shareholders both in Romanian and in English, at the company's head office located in Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, during business days, from **8 am to 4:30 pm**, as well as on the company's website: www.teraplast.ro, heading „Investors”, Section „General Meeting of the Shareholders - August 2015”, as of **31st July 2015**.

In the event the validity conditions are not met at the first call to meeting, the next General Meeting of the Shareholders shall be convened for the date of **1st September 2015**, the agenda, time and place being the same.

Chairman of the Managing Board
Dorel Goia

Legal adviser
Kinga Vaida