

CONVOCAȚION LETTER

GENERAL ASSEMBLY OF SHAREHOLDERS

- Ordinary -

14-15 June 2013

According to the provisions of the **art.111** and the **art.117** from the **Law 31/1990** republished, supplemented and modified by the Law 441/2006, the provisions of the Constitutive Act, the Law no.297/2004 on the capital market and the Rules CNVM no.1/2006 regarding issuers and operations with securities, modified by the Rules CNVM no.31/2006 and the Rules CNVM no.6/2009, **the Board of Administration of SC TERAPLAST SA**, with headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, registered at the Office of Commerce Registry with number J06/735/1992, unique Code of registration 3094980, in the meeting from **May 09th 2013** calls the **General Meeting of Shareholders-Ordinary**, on **14 June 2013**, which will hold its debates at the company's headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, starting at **14:00**. All shareholders registered in the Shareholders' Registry by **18:00** at the end of **03 June 2013**, set as reference date, are entitled to participate and vote at this General Meeting of Shareholders.

The General Ordinary Meeting of Shareholders will have the following

AGENDA

1. Electing the new administrators in the Company's Board of Administration taking into account that, on June 14th 2013, the valid period of the term granted by A.G.O.A. to the members of the Board of Administration expires.
2. Establishing the valid period of the term of the members of the Board of Administration, starting with the date of adopting the Decision by A.G.O.A. The proposal of the Board of Administration is that the duration of the term should be 4 (four) years.
3. Assigning Mr. Alexandru Stanean and Mr. Gheorghe Grosan to negotiate and either of them to sign the term contracts of the administrators, in the name and for the Company.
4. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders. The date proposed by the Board of Administration is July 02nd 2013.

5. Assigning the president of the Board of Administration, Mr. Traian Simion, to sign, in the name and for all shareholders present at the meeting, the A.G.O.A. Decision.
 6. Assigning Mrs. Kinga Vaida, company's legal adviser, holder of the C.I. series X.B. no.370326, issued by Bistrita Police on 26.06.2012, to accomplish all procedures on the registration of the A.G.O.A. Decision at the Office of Commerce Registry from Bistrita-Nasaud Law Court and to publish it in Romania's Official Gazette, Part IV.
- (1) One or more shareholders representing, individually or together, at least 5% from the social capital, have the right (i) to introduce items on the agenda of the General Meeting of Shareholders, on condition that each item be accompanied by a justification or a project of decision proposed to be adopted by the General Meeting of Shareholders; (ii) to present projects of decision for the items included or proposed to be included on the agenda of the General Meeting;
 - (2) The rights stated at paragraph (1) can be exercised only in writing, and the documents will be submitted in a closed envelope at the company's headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or sent by courier or by electronic means with the extended electronic signature attached, to the e-mail address, office@teraplast.ro.
 - (3) The shareholders can exercise their rights stated at paragraph (1) letter (i) and (ii) within 15 days at the most after having published the present convocation letter, respectively by 28.05.2013. Each shareholder has the right to ask questions on the items from the agenda of the General Meeting of Shareholders, and the company will answer the questions asked by the shareholders during the Meeting. The questions will be submitted in a closed envelope at the company's headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or sent by courier or by electronic means with the extended electronic signature attached, to the e-mail address, office@teraplast.ro by **12 June 2013**.

The shareholders can participate in person or they can be represented at the General Meeting of Shareholders either by their legal representatives or by other representatives who were given a special proxy, according to the conditions of the art.243 from the Law no.297/2004 on the capital market. The shareholders' access is allowed with the simple test of their identity, in the case of shareholders physical persons with their ID or in the case of legal persons and represented physical persons shareholders, with a special proxy given to the physical person who represents them.

The shareholders can vote the items from the agenda by mail, the ballot, filled in and signed accordingly, which will be sent in a closed envelope at the company's headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, and it must arrive at the company's headquarters by **12 June 2013** at the latest.

The special proxy applications which will be used for the vote by representation, as well as the applications used for the vote by correspondence will be available to the shareholders both in Romanian

and in English at the company's address in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, during working days, between **10.00 – 16.00** and on the company's webpage : www.teraplast.ro, Category « Shareholders », Section « A.G.A Proxies», starting with **13 May 2013**.

The special proxies and the applications of bulletins by correspondence will be submitted either in Romanian or in English at the company's headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county by **June 12th 2013** at 14:00. One copy will be given to the representative, one will remain at the company and the third copy will be kept by the shareholder. The shareholders can also designate their representative by electronic means, the notification of the designation by electronic means can be made at the e-mail address office@teraplast.ro, with the extended electronic signature attached.

The documents and information materials as well as the projects of decision on the problems from the agenda of the General Meeting of Shareholders will be available to the shareholders at the company's headquarters in Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, during working days, between **10.00 – 16.00** and on the company's webpage : www.teraplast.ro, Category « Investor relations », Section «Information for shareholders»., starting with **13 May 2013**.

If the valid conditions on the first call are not fulfilled, the following General Meeting of Shareholders is called for **15 June 2013** maintaining the agenda, the hour and the place.

The list containing the information on the surname, name, residing place and professional qualification of the persons proposed for the position of administrator shall be at the shareholders' disposal and can be consulted starting with May 13th 2013, at the company's headquarters. The deadline until when the persons interested can apply is June 01st 2013.

President of the Board of Administration
Traian Simion

Secretary C.A. and A.G.A.
Kinga-Timea Vaida