



**TERAPLAST**<sup>®</sup>  
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To  
**Bucharest Stock Exchange**  
**Financial Supervisory Authority**  
**Agency of Financial Instruments and Investments**

**CURRENT REPORT**

Pursuant to Regulation CNVM no. 1/2006,  
amended by Regulation CNVM no. 31/2006

**Report date:** April 29<sup>th</sup> 2015

**Name of the issuing company:** TERAPLAST S.A.

**Headquarters:** Teraplast Industrial Park, DN 15A, KM 45+500, Bistrita-Nasaud

**Telephone:** 0263/238.202

**Fax:** 0263/231.221

**Trade Register No:** J06/735/1992

**VAT No:** RO3094980

**Subscribed and paid-up share capital:** 28.887.588 lei

**The regulated market for transactions:** Stock Market of Bucharest, Standard category, TRP symbol

**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**

On April 29, 2015, starting at 16:00 respectively 16:30 at the headquarters of our Company, the Ordinary and Extraordinary General Meeting of Shareholders took place, which was legally and statutory met on the first call. In this session participated personally and through voting by mail, the shareholders registered in the Register of Shareholders held by the Central Depository, on April 17, 2015 set as the reference date, the quorum met being of **70.29%** of the total of 288.875.849 voting rights pertaining to the 288.875.880 shares issued by the Company. In order to provide a complete and accurate information to shareholders and potential investors, we present the content of decisions taken by the Ordinary and Extraordinary General Meeting of Shareholders of TERAPLAST SA:

**DECISION No. 1 dated April 29<sup>th</sup>, 2015 of the Ordinary General Meeting of Shareholders of TERAPLAST S.A.**

According to the provisions of the art.111 and subsequently from Law 31/1990 on companies, republished, the provisions of the Articles of Incorporation, the Law no.297/2004 and the Regulation CNVM No.1/2006, modified by the Regulation CNVM No.31/2006, **the Ordinary General Meeting of Shareholders of 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 No. J06/735/1992, having the Fiscal Registration Code CUI No. 309498, held on **29<sup>th</sup> of April 2015**, at the company's headquarters at 16:00, the quorum met being of **70.29%** of the total of 288.875.849 voting rights pertaining to the 288.875.880 shares issued by the Company TERAPLAST S.A., representing a total number of 203,054,556 expressed votes.

**DECIDES**

**On the points from the agenda, as follows:**

1. Approval of the Report of the Board of Directors on the individual and consolidated financial situations for the 2014 financial year.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

2. Takes note on the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial situations for the 2014 financial year.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

3. Approval of the individual financial situations for the 2014 financial year, namely , balance sheet, profit-loss account, statement of changes in equity, cash flow statement, accounting policies and explanatory notes contained in the financial situations of the 2014 financial year, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

Within the 2014 financial year, Company TERAPLAST S.A. has recorded the following economic and financial indicators:

| Indicators (lei) | 2014        |
|------------------|-------------|
| Turnover         | 232,469,309 |
| Total incomes    | 235,286,412 |
| Total expenses   | 223,889,963 |
| Gross result     | 11,396,449  |
| Income tax       | (1,981,997) |
| Net result       | 9,414,452   |

**Structure of the vote: 100% for, 0% against, 0% abstaining**

4. Approval of the net profit for the 2014 financial year to be distributed for the set up the legal reserve and the difference to be distributed as retained earnings, as follows:

| Destination                  | Value (lei) |
|------------------------------|-------------|
| Net profit to be distributed | 9,414,452   |
| Legal reserve                | 539,863     |
| Retained earnings            | 8,874,589   |

**Structure of the vote: 100% for, 0% against, 0% abstaining**

5. Approval of the consolidated financial statements for the 2014 financial year, according to the Report of the Managing Board and the Report of the Company's financial auditor.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

6. Approval of the discharge of the Company's Managing Board for the 2014 financial year.

**Structure of the vote: 21.02% for, 0% against, 78.98% abstaining**

**(The abstention votes are given by the administrators of the company who are also shareholders)**

7. Approval of the revenues and expenses budget for the 2015 financial year:

| Indicators (lei)   | 2015          |
|--------------------|---------------|
| Turnover           | 284,262,647   |
| Operating expenses | (261,360,414) |
| Operational result | 23,250,191    |
| EBITDA             | 35,523,479    |
| Financial costs    | (2,312,685)   |
| EBT                | 20,937,506    |

**Structure of the vote: 100% for, 0% against, 0% abstaining**

8. Approval of the Investment Program for the 2015 financial year.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

9. Approval of the remuneration level for the members of the Managing Board in 2015 financial year, to be the same as for the 2014 financial year.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

10. Appointing the date of 20th May 2015 as the registration date when shareholders affected by the decisions adopted by the Ordinary General Assembly of the Shareholders shall be identified.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

11. Approval of the date of 19<sup>th</sup> May 2015 as „**ex date**”, respectively the date previous to the registration date 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 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 **Regulation CNVM no. 6/2009**).

**Structure of the vote: 100% for, 0% against, 0% abstaining**

**12.** Mandating the Chairman of the Managing Board, Mr. Dorel Goia, to sign for and on behalf of all shareholders present at the assembly, the Decision of the Ordinary General Assembly of the Shareholders.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

**13.** Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Ordinary General Assembly of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

This decision was drafted and signed today, the 29th of April 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Trade Registry Office of the Bistrita-Nasaud Law Court.

#### **Decision No. 1, dated April 29<sup>th</sup> 2015, of the Extraordinary General Meeting of Shareholders TERAPLAST S.A.**

Pursuant to the provisions of Art.113 and Law 31/1990 on companies as subsequently amended, the provisions of the Articles of Incorporation of TERAPLAST S.A the provisions of Law No. 297/2004 as well as the Regulation CNVM No.1/2006, as subsequently amended by Regulation CNVM nr.31/2006, The **Extraordinary General Meeting of the Shareholders of TERAPLAST S.A**, headquartered in Bistrita, "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 Fiscal Registration Code CUI RO 3094980, held on 29th of April 2015 at the headquarter of the Company, at 16:30 hours, with a quorum of **70.29%** of the total 288.875.849 voting rights according to the 288.875.880 shares issued by Company TERAPLAST S.A., representing a total number of 203,054,556 votes expressed,

#### **DECIDES**

##### **On the issues on the AGENDA, as follows:**

1. Approval of the value of 68,000,000 lei, as maximum limit of indebtedness that the company can contract in the 2015 financial year, including the warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future



receivables rights, assignments related to current and future cash, resulting from current accounts and assignments of rights resulted from the insurance policies.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

2. Assigning the Board of Directors that, up to the maximum limit of indebtedness approved, it should accomplish, in the name of and for the Company, all the actions and steps necessary or useful in order to fulfill those approved at point 1 from the present decision. In this regard, the Board of Directors shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name of and for the Company TERAPLAST S.A. 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 these bank transactions

**Structure of the vote: 100% for, 0% against, 0% abstaining**

3. Appointing the date of 20th May 2015 as the registration date when shareholders affected by the decisions adopted by the Extraordinary General Meeting of the Shareholders shall be identified.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

4. Approval of the date of 19<sup>th</sup> May 2015 as „**ex date**”, respectively the date previous to the registration date 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 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 **Regulation CNVM no. 6/2009**)

**Structure of the vote: 100% for, 0% against, 0% abstaining**

5. Mandating the Chairman of the Managing Board, Mr. Dorel Goia, to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Meeting of the Shareholders.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

6. Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Extraordinary 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, Part 4.

**Structure of the vote: 100% for, 0% against, 0% abstaining**

This decision was drafted and signed today, April 29<sup>th</sup> 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Trade Registry Office of the Bistrita-Nasaud Law Court.

For additional information please contact the communication department of Teraplast, phone number 0752-101.639, e-mail: [anca.rif@teraplast.ro](mailto:anca.rif@teraplast.ro) , contact person Anca Rif – Marketing & Communications Manager.

**Chairman of the Managing Board**

**Dorel Goia**

**Legal adviser**

**Kinga Vaida**