

To
Bucharest Stock Exchange
Authority for Financial Supervision
Sector of Instruments and Financial Investments

CURRENT REPORT
According to CNVM Rule no. 1/2006,
modified by CNVM Rule no. 31/2006

Date of report: September 04th 2014

Name of the issuing company: TERAPLAST S.A.

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

Telephone number: 0263/238.202

Fax number: 0263/231.221

Registration number ORC: J06/735/1992

Unique registration code: RO3094980

Company capital subscribed and paid: 28.887.588 lei

Regulated market on which they are traded: Bucharest Stock Exchange, cat.II, symbol TRP

Major events to report

- a) Changes in control of the company – **not applicable**
- b) Acquisitions or substantial alienation of assets – **not applicable**
- c) The procedure of bankruptcy – **not applicable**
- d) Transactions of the kind listed in art. 225 from Act no. 297/2004– **not applicable**
- e) **other events**

CONVOCATOR

GENERAL ASSEMBLY OF SHAREHOLDERS

- Extraordinary and Ordinary -

October 06th 2014

According to the provisions of the **art. 111,113** and of the **art. 117** from the **Law 31/1990** republished, completed and modified by the Law 441/2006, to the provisions of the Constitutive Act, of the Law no. 297/2004

regarding capital market and of the CNVM Rule no. 1/2006 for issuers and operations with securities, modified by CNVM Rule no. 31/2006 and CNVM Rule no. 6/2009, the **Board of Administration** of the **Company TERAPLAST SA**, with headquarters in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, registered at Trade Register Office of Bistrita-Nasaud Court under no.J06/735/1992, VAT no. RO 3094980, in the meeting from **September 02nd 2014** calls the **General Assembly of Shareholders – Extraordinary and Ordinary**, on **October 06th 2014** which will be held at company's headquarters located in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, starting at **14:00 for the Extraordinary General Assembly, respectively the hour 14:30 for the Ordinary General Assembly**. At the General Assembly of Shareholders are entitled to participate and vote all shareholders registered in the Shareholders Register by **18:00** of the end of the day **September 24 2014**, set as reference date

I. Extraordinary General Assembly of the Shareholders will have the following AGENDA

1. Approval of modifying of the Article of Incorporation of the Company, in the sense of reducing the number of the administrators from 7 to 5, as follows:
Art. 18.1. paragraph (1) will change and will have the following content:
„The Company is administrated by a Board of Administration composed of 5 administrators elected by the Ordinary General Assembly of Shareholders thru secret vote”.
Art. 18.2. paragraph (1) will change and will have the following content:
„The Board of Administration is composed of 5 administrators, the majority being nonexecutive administrators, at least one of them can be an independent administrator. The Board of Administration shall elect a president among them”.
2. Approval of updating of the Article of Incorporation of the Company, according to the above mentioned to the paragraph 1 of this.
3. Establishing the date that serves to identify the shareholders which will be affected by the effects of the decisions adopted by the Extraordinary General Assembly of the Shareholders. The date proposed by the Board of Administration is October 23rd 2014.
4. Mandating of the president of the Board of Administration to sign, in the name and on behalf of all shareholders present at the meeting, the Decision of E.G.A.S., and also the updated Article of Incorporation of the Company.
5. Mandating of the legal advisor of the Company, Mrs. Kinga Vaida, which identifies with C.I. seria X.B. nr. 370326, released by Politia Bistrita on 26.06.2012, to complete all the formalities in order to register the

Decision of E.G.A.S. at the Trade Register Office of Bistrita-Nasaud Court and to publish it in the Official Gazette of Romania, Part IV.

II. Ordinary General Assembly of the Shareholders will have the following AGENDA

1. Election of the Board of Administration composed of 5 members, given the modifying by Extraordinary General Assembly of the Article of Incorporation of the Company Teraplast S.A., in sense of reducing the number of administrators from 7 to 5.

The Company's current administrators are enrolled by default on the list of the proposed administrators to be elected.

2. Establishing the period of validity for mandate of the members of the Board of Administration, starting with the date of adopting the Decision by the O.G.A.S.

3. Mandating of Mr. Traian Simion and of Mr. Alexandru Stanean to negotiate and any of them to sign the contracts of mandate of administrators, in the name and on behalf of the Company.

4. The adjustment of the budget of income and expenditure for the year 2014.

5. Establishing the date that serves to identify the shareholders which will be affected by the effects of the decisions adopted by the Ordinary General Assembly of the Shareholders. The date proposed by the Board of Administration is October 23rd 2014.

6. Mandating of the president of the Board of Administration to sign, in the name and on behalf of all shareholders present at the meeting, the Decision of O.G.A.S.

7. Mandating of the legal advisor of the Company, Mrs. Kinga Vaida, which identifies with C.I. seria X.B. nr. 370326, released by Politia Bistrita on 26.06.2012, to complete all the formalities in order to register the Decision of O.G.A.S. at the Trade Register Office of Bistrita-Nasaud Court and to publish it in the Official Gazette of Romania, Part IV.

(1) One or more shareholders representing, individually or together, at least 5% of the share capital, have the right (i) to enter the points on the agenda of General Assembly of the Shareholders, providing that each point to be accompanied by a justification or a draft resolution proposed for adoption by General Assembly of Shareholders; (ii) to present draft resolutions for the points included or proposed to be included on the agenda of General Assembly.

(2) The rights stipulated in paragraph (1) can be exercised only in written form, and the documents will be filled

in sealed envelope at the company's headquarters located in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or transmitted by courier or by electronic means having attached the electronic extended signature, at the e-mail address, secretariat@teraplast.ro.

(3) The shareholders can exercise the rights provided at paragraph (1) lit. (i) and (ii) in maximum 15 calendar days from the date of publishing the present convocation, respectively until latest **September 20st 2014**. Each shareholder has the right to ask questions regarding the points on the agenda of General Assembly of Shareholders, and the company will answer to the questions of the of the shareholders during the Meeting. The questions will be filled in sealed envelope at the headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or transmitted by courier or by electronic means having attached the electronic extended signature, at the e-mail address, secretariat@teraplast.ro, until and including **October 05th 2014**.

The shareholders can participate personally or may be represented for the meeting of General Assembly of Shareholders, either by their legal representatives, either by other representatives to which a special power of attorney has been given, in conditions of article 243 from Law no. 297/2004 regarding capital market. The access of the shareholders is allowed by their the proof of identity, in case of individual shareholders done by their identity card or in case of corporate shareholder and represented individuals by a special power of attorney given to the individual that represents them.

According to the art. 11¹ from CNVM Rule no. 6/2009 regarding the exercise of certain rights of the shareholders at general meetings of the companies, in case of a corporate shareholder or the entities without juridical personality, the quality of legal representative is proven based on the list of shareholders at the reference date, received from the central depository.

The documents that state the quality of legal representative issued in a foreign language, other than English, will be accompanied by a translation done by an authorized translator in Romanian or in English.

The provisions of art. 11¹ from CNVM Rule no. 6/2009 regarding the exercising of certain rights of shareholders in general meetings of the companies that applies accordingly also for proofing the quality of legal representative of shareholder which propose the addition of new points on the agenda of general assembly of shareholders or which address questions to the issuer regarding points from the agenda of general assembly of shareholders.

According to article 14 paragraph 4) from CNVM Rule no. 6/2009 concerning the exercise of certain rights of the shareholders in general assemblies of the companies, a shareholder may delegate only one person to represent him to a certain general assembly. However, if a shareholder owns shares of a company in several securities accounts, this restriction will not stop him to designate a separate representative for the shares held in each security account with respect to a certain general assembly. This provision is without prejudice to the provisions

of paragraph (5) of the art. 14 from CNVM Rule no. 6/2009 concerning the exercise of certain rights of the shareholders in general meetings of companies.

According to article 14 paragraph 4 ind. 1 from CNVM Rule no. 6/2009 concerning the exercise of certain rights of the shareholders in general assemblies of the companies, a shareholder may delegate thru power of attorney one or more substitute representatives which ensure his representation in general meeting in case the representative designated according to paragraph (4) cannot exercise his mandate. In case thru power of attorney are designated many substitute representatives, it will be established the order in which they will exercise their mandate.

The shareholders can vote points from the agenda also by correspondence, the voting form, filled in and properly signed, will be sent in sealed envelope to the headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, and shall arrive to the headquarters until the latest date **October 04th 2014**, 14:00 hour for E.G.A.S., respectively the hour 14:30 for O.G.A.S..

According to article 18 paragraph (3) from CNVM Rule no. 6/2009 concerning the exercise of certain rights of the shareholders in general assemblies of the companies, in case the shareholders which expressed their vote by correspondence, participate personally or thru representative, to general assembly, the vote by correspondence expressed for that general meeting will be cancelled. In this case, will be taken into consideration only the vote expressed personally or thru representative.

The special power of attorney forms to be used for voting by representation, and also the forms to be used for voting by correspondence will be made available to shareholders, both in Romanian and English, and will be available at the company's address at Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, during the working days, between **08:00 – 16:30** and on the web page of the company: www.teraplast.ro, Category „Investor relations”, Section „A.G.A. Power of Attorney”, starting with **September 05th 2014**.

The special power of attorney and voting correspondence bulletins will be submitted in original, in Romanian or in English, to the headquarters at Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county until **October 04th 2014** 14:00 hour for E.G.A.S., respectively the hour 14:30 for O.G.A.S. One copy will be given to the representative, one will remain at the company and the third will remain at the shareholder.

The shareholders can designate the representative also thru electronic means, the notice of appointment thru electronic means can be made at the e-mail address secretariat@teraplast.ro, having the electronic extended signature.

The documents and the informative materials, also the draft decisions relating to the issues contained in the agenda of General Assembly of Shareholders will be available to the shareholders, both in Romanian and English, at the company's headquarters from Industrial Park Teraplast, DN 15A, km 45+500, postal code

427298, Bistrita-Nasaud county during working days, between **08:00 – 16:30** and on the web page of the company: www.teraplast.ro, Category „Investor relations”, Section „A.G.A. Power of Attorney”, starting with **September 05th 2014**.

In case of non-fulfillment of the conditions of validity at the first convocation, the next Extraordinary and Ordinary General Assembly of Shareholders is called for **October 07th 2014** with maintaining of the agenda, time and place of deployment.

The list containing the information with regards to name, surname, numele, prenumele, city of residence and the professional qualification of the persons proposed for the administrator position will be available to shareholders, it could be consulted and completed by them, at company's headquarters at Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, during the working days, between the hours **08:00 – 16:30** and on the web page of the company: www.teraplast.ro, Category „Investor relations”, Section „Shareholders Information”, starting with **September 05th 2014**.

The deadline to submit applications for those that may be interested is **September 26th 2014**.

For additional information please contact us at the telephone number 0752-101.639, e-mail: anca.rif@teraplast.ro, contact person Anca Rif – Communication and investors relations Manager.

President of the Board of Administration
Traian Simion

Legal Advisor
Kinga Vaida