

## CURRENT REPORT

In accordance with Law no. 24/2017 and FSA Regulation nr.5/2018

**Date of the report:** 14<sup>th</sup> September 2018

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

**Registered office:** village Saratel, Sieu-Magherus commune, DN 15A, km 45 + 500, county Bistrita-Nasaud

**Phone number:** 0263/238.202

**Fax number:** 0263/231.221

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

**VAT number:** RO3094980

**Subscribed and paid-up share capital:** RON 85.691.044,20

**Regulated market for shares admitted to trading:** Bucharest Stock Exchange, standard cat., symbol TRP

### Important events to be reported:

On September 14th 2018, starting with 15:30 PM, respectively 16:00 PM, at Company's headquarters took place the Ordinary and the Extraordinary General Meeting of Shareholders, which was legally and statutory constituted at first convocation. During this meeting participated in person, through power of attorney and also through voting by correspondence, the shareholders registered in the Shareholders Register held by Central Depository, at September 04th 2018, established as a reference date, the quorum consisting of 58,97%, from the total of 853.339.328 voting rights related to the 856.910.442 shares issued by the Company.

Within the Ordinary General Meeting of Shareholders, the mandate of the members of the TeraPlast Board of Directors was extended for another year.

Pursuant to the Ordinary General Meeting of Shareholders, the current composition of the Board of Directors of TeraPlast is as follows: Dorel Goia, RSL CAPITAL ADVISORS S.R.L., Răzvan Ștefan Lefter, Magda-Eugenia Palfi-Țirău - Raiffeisen Bank, Sorin Olaru - Managing Partner Cetus Capital, Alexandru Stănean - TeraPlast CEO.



The new member in the structure of TeraPlast's Board of Directors is Alexandru Stânean, who will become director, being an interim Director from July 2018 to the present.

Alexandru Stânean, economist, started his activity at TeraPlast in 2007 and occupied various positions in the top management of Group companies. Between 2014 and 2016, in which he headed the TeraPlast Group team, the consolidated net profit increased from 3.5 to 8.6 million and the turnover increased from 73.5 million to 87.8 million.

In order to ensure a complete and correct information of shareholders and potential investors, we reproduce the content of the decisions of the Ordinary and Extraordinary General Meeting of Shareholders of TERAPLAST SA:

**DECISION no. 1 dated September 14, 2018**  
**of the Ordinary General Meeting of Shareholders of TERAPLAST S.A.**

In pursuance of art.111 and the following of Companies Law 31/1990 as amended to date, of the Articles of Association of TERAPLAST S.A., of Law no. 24/2017, and the NSC Regulation no. 5/2018, the Ordinary General Meeting of Shareholders of the company TERAPLAST S.A., headquartered in village Sărățel, commune Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on September 14, 2018 at the company's headquarters, at 3:30 pm, in a total quorum of 58,97% of the total 853.339.328 voting rights corresponding to the 856,910,442 shares issued by TERAPLAST S.A., representing a total number of 503.206.844 votes expressed,

**DECIDES**

***On the items of the agenda as follows:***

1. Approves the election as administrators of the Company, of the following persons:

1.1. Administrator **Mr. Dorel Goia**

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



1.2. Administrator **RSL CAPITAL ADVISORS S.R.L., represented by Mr. Razvan Stefan Lefter**

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

1.3. Administrator **Ms. Magda-Eugenia Palfi-Țirău**

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

1.4. Administrator **Mr. Sorin Olaru**

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

1.5. Administrator **Mr. Alexandru Stanean**

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

2. Approves that the validity of the mandate of the Board members to be of 1 (one) year from the date of adoption of this decision, from September 14, 2018 until September 14, 2019.

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

3. Approves the election as an internal auditor of the company **JP Auditors & Advisors SRL** headquartered in Cluj-Napoca, Piata Avram Iancu no. 15 C, Cluj County, registered with the Trade Register of Cluj Court under no. J12/1894/2009, VAT no. 26097382, company certified to develop financial audit activities and other related activities – member of CAFR BUCURESTI with authorization no 944 / 04.12.2009.

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

4. Approves the mandate of the Internal Auditor duration of 1(one) year, starting from the date of adoption of the decision, from September 14, 2018 until September 14, 2019.

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

5. Approves mandating Mr Dorel Goia and Mr Alexandru Stânean to negotiate and any of them to sign the administrative contracts of the directors and the contract with the internal auditor in the name and on behalf of the Company.

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

6. Authorizes Mr Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting,



the OGMS Decision.

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

7. Authorizes the company's legal adviser, Mrs Diana Octavia Bretfelean, to do everything that is necessary as to record the OGMS Decision at the Trade Register of Bistrita-Nasaud Court, and to publish such decision in the Official Gazette of Romania, Section 4.

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

**DECISION no. 1 dated September 14, 2018**  
**of the Extraordinary General Meeting of Shareholders of TERAPLAST S.A.**

In pursuance of art.111 and the following of Companies Law 31/1990 as amended to date, of the Articles of Association of TERAPLAST S.A., of Law no. 24/2017, and the NSC Regulation no. 5/2018, the Extraordinary General Meeting of Shareholders of the company TERAPLAST S.A., headquartered in village Sărățel, commune Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on September 14, 2018 at the company's headquarters, at 4:00 pm, in a total quorum of 58,97% of the total 853.339.328 voting rights corresponding to the 856,910,442 shares issued by TERAPLAST S.A., representing a total number of 503.206.844 votes expressed,

**DECIDES**

***On the items of the agenda as follows:***

1. Approves the supplementation of the maximum limit of indebtedness that the company may contract in the financial year 2018 with the amount of 70,000,000 lei, which will be used exclusively to guarantee the loans of the subsidiaries and the approval of the guarantee of the credit and / or leasing contracts to be accessed by the subsidiaries, within the fixed limit, with real estate/movable securities, assignments of present and future receivable rights, assignments related to current and future available funds, resulting from current accounts and assignments of rights resulting from insurance policies.

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



2. Approves mandating the Board of Directors to fulfil, up to the maximum additional limit of approved indebtedness, to accomplish in the name and on behalf of the Company all necessary and useful actions to carry out those approved in accordance with paragraph 1 of this resolution. In this regard, the Board of Directors will issue decisions on: guaranteeing the access by company's subsidiaries of certain bank credits and / or credit contracts / leasing contracts, establish / change the related guarantee structure, empower the persons who will sign on behalf of and on behalf of TERAPLAST SA the warranty contracts / additional documents and any other documents or instruments that are related to or referenced in the warranty agreements and to sign any other forms, requests that may be necessary or useful related to these transactions.

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

3. Approves the amendment of the Decision of the Extraordinary General Meeting of Shareholders of the company no. 1 of 21.09.2017 by which was approved the redemption of the Company's own shares in order to reduce the maximum number of shares that can be redeemed from 5,150,000 shares to 3,571,114 shares, within the limit of a budget of 1,480,308.10 lei, instead of 1,850,000 lei previously approved. Own shares redeemed by the Company will be offered to employees and members of the management of the Teraplast Group companies free of charge under the stock option plan developed by the Company.

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

4. Approves mandating of the Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders

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

5. Approves the authorization of Mr Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting, the EGMS Decision.

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

6. Authorizes the company's legal adviser, Mrs Diana Octavia Bretfelean, to do everything that is necessary as to record the OGMS Decision at the Trade Register of Bistrita-Nasaud Court, and to publish such

decision in the Official Gazette of Romania, Section 4.

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

**Chairman of the Board of Directors**

**Dorel Goia**

Should you need any further information, please contact us at 0752-101.571, e-mail: [diana.bretfelean@teraplast.ro](mailto:diana.bretfelean@teraplast.ro), contact person Diana Bretfelean – Legal adviser