

## CURRENT REPORT

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

**Date of the report:** July 26<sup>th</sup> 2019

**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 107.024.527,40

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

**Important events to be reported:**

### CONVENING NOTICE

#### ORDINARY GENERAL MEETING OF SHAREHOLDERS

September 02<sup>nd</sup> 2019

Pursuant to the provisions of **Article 111**, and **Article 117** from **Companies' Law 31/1990**, as currently amended, the provisions of the Articles of Association, the Capital Market Law no. 297/2004, Law no. 24/2017 regarding the issuers of financial instruments and market operations, and of the NSC Regulation no. 5/2018 regarding issuers and operations with securities, **the Board of Directors of the Company TERAPLAST SA**, headquartered in village Sărățel, Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered with the Trade Register under no. J06/735/1992, VAT no. RO3094980, convenes in the session of **July 25<sup>th</sup> 2019** the **Ordinary General Meeting of Shareholders** to be held on **September 02<sup>nd</sup> 2019** at the company's headquarters in village Sărățel, Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, **at 15:30 am**. All shareholders registered in the Shareholder Register are entitled to participate and vote in such General Meetings of Shareholders by the end of **August 21<sup>st</sup> 2019**, set as reference date.

**The Ordinary General Meeting of Shareholders will have the following**

### AGENDA

1. The election of the members of Company's Board of Directors.

2. The establishing of the validity of the mandate of the Board members, starting with September 14<sup>th</sup> 2019. The Board of Directors proposes that mandate length will be 1(one) year.
3. The election of the external financial auditor of the Company.
4. The election of the internal financial auditor of the Company.
5. The establishing of the validity of the mandate of the external financial auditor and internal financial auditor.
6. The approval of the remuneration of the external financial auditor and internal financial auditor.
7. The approval of the striking off from the Trade Register of Bistrita-Năsăud the mentions concerning the auditor whose appointment will not be extended, if applicable.
8. Mandating Mr Dorel Goia and Mr Alexandru Stânean to negotiate and any of them to sign the administrative contracts of the directors and the contracts with the financial auditor and the internal auditor, in the name and on behalf of the Company.
9. Empowering Mr Dorel Goia to sign for and on behalf of all shareholders present at the assembly, the Decision of O.G.M.S.
10. Empowering the legal adviser, Mrs. Diana Bretfelean, to accomplish all formalities regarding registration of the Decision of O.G.M.S. at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

(1) One or more shareholders jointly or severally representing at least 5% of the share capital, have the right (i) to introduce items on the General Meeting of Shareholders' agenda, provided that each item is accompanied by an explanation or a decision draft submitted for adoption to the General Meeting of Shareholders; (ii) to submit decision drafts for the items included or suggested to be included on the General Meeting's agenda.

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in written, and the documents shall be submitted in a closed envelope at the company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, the envelope bearing a clear note written in capital letters "FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019", or sent by messenger delivery or electronic means, with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019".

(3) The shareholders can exercise the rights stipulated in paragraph (1) letters (i) and (ii) within maximum 15 calendar days following the date of publication of this convening notice, namely no later than **August 14th, 2019 inclusively**. Each shareholder shall be entitled to address questions regarding the items on the General Meeting's agenda, and the company shall reply to the shareholders' questions during such meeting. The questions shall be submitted in a closed envelope at the company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, the envelope bearing a clear note written in capital letters "FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019", or sent by messenger delivery or electronic means, with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE GENERAL MEETING OF SHAREHOLDERS OF

02/03.09.2019", on or by **August 31, 2019 inclusively**.

The shareholders can participate in person or they can be represented in the General Meetings of Shareholders either by their legal representatives or by other agents authorised by a special power of attorney or a general power of attorney, as provided by Article 92 paragraph (10) of Law 24/2017 on the issuers of financial instruments and market operations.

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 legal entities, legal representative.

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 Meetings of Shareholders, provided such power of attorney (authorisation) be given by the shareholder, as customer, to an intermediary defined as per Article 2 paragraph (1) item 20 of Law 24/2007 on the issuers of financial instruments and market operations, or to a lawyer.

The shareholders cannot be represented in the General Meeting of Shareholders based on a general power of attorney (authorisation) by a person subject to a conflict of interests, pursuant to Article 92 paragraph (15) of Law 24/2007 on the issuers of financial instruments and market operations.

General powers of attorney (authorisations) should be submitted to the Company Record Office or sent by any type of mail or courier with acknowledgement of receipt, 48 hours before the general meeting, namely no later **August 31, 2019**, 15:30 pm for the Ordinary General Meeting, in copy, including the mention "Certified to be a true copy of the original" signed by the representative. The powers of attorney can also be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019".

The quality of shareholder and, in case of shareholders, who are legal entities, or entities without legal personality, the quality of legal representative is ascertained based on the list of shareholders as of the reference/registration date, received by the issuer from the Central Depository or, accordingly, in case of different reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

- a) the statement of account certifying the quality of shareholder and the number of owned shares;
- b) documents certifying that the details of the legal representative are recorded at the Central Depository/ participants concerned;

However, if the Shareholder did not inform the Central Depository in a timely manner of its legal representative or if this information is not mentioned in the list of shareholders from the reference date received by the Company from the Central Depository, then the proof of the representative status will be with the Company Statement, or a certified copy of the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by a competent authority in the State in which the shareholder is legally registered, for the purpose of

proving the existence of the legal person and the legal representative's name / quality, with a maximum of 1 month validity reported on the date of publication of the convocation of the general meeting.

The documents attesting the quality of legal representative elaborated in a foreign language other than English must be accompanied by a translation done into Romanian or English by a certified translator.

The identification criteria referred above shall be accordingly applied also in case the need arises to prove that the shareholder, suggesting for new items to be included in the General Meeting of Shareholders' agenda, or directing questions to the issuer related to the items included in the General Meeting of Shareholders' agenda, is a legal representative.

Pursuant to Article 200 paragraph (4) of the NSC Regulation no. 5/2018 of financial instruments and market operations issuers, 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 separate representatives for the shares held in each security account, for a certain General Meeting. Such provision is not detrimental to the provisions of paragraph (6) of Article 200 of the NSC Regulation no. 5/2018.

Pursuant to Article 200 paragraph (5) of the NSC Regulation no. 5/2018, 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 cast their votes for the items noted in the agenda by mail, and the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the company's headquarter, which should arrive at the company's headquarter no later than **August 31<sup>st</sup> 2019**, 15:30 pm for the Ordinary General Meeting of Shareholders, the envelope bearing a clear note written in capital letters „FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019”. The voting bulletins can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019”.

A representative can cast his/her vote by mail only when such representative has received from the shareholder a special/general power of attorney which will be submitted to the issuer pursuant to Article 92 par. (14) of Law 24/2017 on the issuers of financial instruments and market operations.

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 headquarter from **8:00 am to 4:30 pm** and on the company website: [www.teraplast.ro](http://www.teraplast.ro), heading “Investors”, Section “General Meeting of Shareholders”, starting with **July 30<sup>th</sup> 2019**.

The special powers of attorney and the voting bulletins by mail shall be submitted in Romanian or English originals at the company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, not later than **31.08.2019**, 15:30 pm for the Ordinary General Meeting of Shareholders, the envelope bearing a clear note

written in capital letters „ FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019”, or can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE GENERAL MEETING OF SHAREHOLDERS OF 02/03.09.2019”.

One copy shall be handed over to the representative, one shall be kept by the company, and the third copy shall be kept by the shareholder.

When completing the special powers of attorney and the voting bulletins by mail, the possibility of completing the G.M.S. agenda by new items shall be considered. In such event, the updated special powers of attorney and updated ballots, both in Romanian and in English, can be obtained from the Company Record Office and the company’s website [www.teraplast.ro](http://www.teraplast.ro), Heading “Investors”, Section “General Meeting of Shareholders”, as of the date of publishing the completed agenda.

In case the agenda is completed and the shareholders do not send updated special powers of attorney and/or ballots by mail, the special powers of attorney and/or voting bulletins by mail sent before completing the agenda shall be taken into account only for such items that are also found on the initial agenda.

The shareholders can appoint their representative by electronic means as well, notifying the electronic appointment on [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), with the extended electronic signature included according to Law 455/2001 on the electronic signature.

Any informative documents and materials, and also the decision drafts related to the matters listed in the agenda of the General Meeting of Shareholders shall be made available to the shareholders both in Romanian and in English, at the company’s headquarters, during business days, from **8 am to 4:30 pm**, and also on the company’s website: [www.teraplast.ro](http://www.teraplast.ro), heading „Investors”, Section „General Meeting of Shareholders”, starting with **July 30<sup>th</sup> 2019**.

In the event the validity conditions are not met at the first call to convene, the next General Meeting of Shareholders shall be convened for the date of **September 03<sup>rd</sup> 2019**, the agenda, time and place being the same.

The list of information regarding name, city of residence and professional qualification of the proposed Directors will be available to shareholders, to be consulted and completed, at the company’s headquarters, between 08:00 – 16:30 and on the company’s webpage: [www.teraplast.ro](http://www.teraplast.ro), Category «Investors», Section «General Meeting of Shareholders», starting with **July 30<sup>th</sup> 2019**. The deadline for the submission of applications by those interested is **August 23<sup>rd</sup> 2019** inclusively.

**Chairman of the Board of Directors**

**Dorel Goia**

For additional information please contact us at the phone number +4 0741 270 439, e-mail: [alexandra.sica@teraplast.ro](mailto:alexandra.sica@teraplast.ro), contact person Alexandra Şica – Manager PR.