

PROPOSAL

DECISION no. 1 dated December 20th, 2019 of the Extraordinary General Meeting of Shareholders of TERAPLAST S.A.

In pursuance of art.113 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, Bistrița-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on December 20th, 2019 at the company's headquarters, at 10:00 am, in a total quorum of ___% of the total _____ voting rights corresponding to the 1,337,806,508 shares issued by TERAPLAST S.A., representing a total number of _____ votes expressed,

DECIDES

On the items of the agenda as follows:

1. Approves the decrease of the company's share capital from RON 133.780.650,80 to RON 133.780.501,80 by cancelling a number of 1490 own shares, with a par value of RON 0.1 per share, acquired by the company following the enforcement of the awarding report and the method of rounding to the lower integer, at the time of increasing the share capital pursuant to the EGMS Decision no. 1/27.04.2018 and to the EGMS Decision no. 1/25.04.2019.

The grounds for decreasing the share capital reside in the need to optimise the share capital structure considering that:

- the own shares were acquired as a result of the processing of Teraplast S.A. share capital increase, being registered in Teraplast's account the remaining shares, undistributed following the application of the calculation method (rounding to the lower),
- acquiring the own shares to be cancelled has not been associated to a specific purpose, and, on the other hand, preserving those shares as own shares brings no benefits to the company and its shareholders.

Voting structure: ___% for, ___% against, ___% abstention

2. Approves the update of the Articles of Association, in accordance with the ones approved at point 1 of the present, as follows:

Art. 7. Alin. (1) "The subscribed and paid in share capital of the Company TERAPLAST S.A. is 133,780,650.8 lei divided into a number of 1,337,806,508 registered shares, with nominal value of 0.1 lei each" **modifies and will have the following content:**

"The subscribed and paid in share capital of the Company TERAPLAST S.A. is 133,780,501.80 lei divided into a number of 1,337,805,018 registered shares, with nominal value of 0.1 lei each".

Voting structure: ___% for, ___% against, ___% abstention

3. Establishes the date of **January 16th, 2019 as the registration date** when the shareholders affected by the decisions adopted by the Extraordinary General Meeting of Shareholders shall be identified.

Voting structure: ___% for, ___% against, ___% abstention

4. Approves the date of **January 15th, 2019, as “ex-date”**, namely the date previous to the registration date when the financial instruments, subject of the decisions of the corporate bodies, are transacted without the rights resulting from such decision, in accordance with art. 2 par. 2 lit. I) of Regulation no. 5/2018 regarding issuers and operations with securities.

Voting structure: ___% for, ___% against, ___% abstention

5. Authorizes the Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders.

Voting structure: ___% for, ___% against, ___% abstention

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

Voting structure: ___% for, ___% against, ___% abstention

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

Voting structure: ___% for, ___% against, ___% abstention

This decision has been executed and signed today, December 20th, 2019, in 5 (five) original copies, out of which 2 (two) copies are for the Company and 3 (three) copies to be submitted at the Trade Register attached to Bistrita-Nasaud Court.

Chairman of the Board of Directors

Dorel Goia

Legal adviser

Diana Octavia Bretfelean