

## PROPOSAL

### DECISION no. 1 dated April 25<sup>th</sup>, 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 Sărațel, 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 April 25, 2019 at the company's headquarters, at 9:00 am, in a total quorum of \_\_\_% of the total \_\_\_\_\_ voting rights corresponding to the 1.070.245.274 shares issued by TERAPLAST S.A., representing a total number of \_\_\_\_\_ votes expressed,

### DECIDES

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

1. **Approves to increase the share capital with 26.756.123,4 lei\*, lei by releasing of 267.561.234 new shares**, with a reference value of 0.10 lei/share, as well the determination of the price 0,28 lei for the compensation of the fractions of shares following the application of the algorithm and the rounding of the results to the lower inferior, in accordance with the applicable legal provisions.

The share capital increase will be made by incorporating the reserves in amount of 26.756.123,4 lei, constituted from the net profit of 2018, and by releasing of 26.756.123,4 new shares with a reference value of 0.10 lei/share. The new released shares will not modify the shareholders percentage and will be distributed for free to all company's shareholders, registered in the Shareholders' Registry, at the registration date established by this Decision. The capital increase is made in order to support the current activity of the company. Every shareholder registered in the Shareholders' Registry at the registration date shall receive 1 new share for every 4 owned shares.

*\*When calculating the value with which the share capital is increased, was taken into account the number of shares issued by the company, out of which a number of 336 shares fell (shares that have entered into the Company's account following the application of the algorithm and the rounding of the results to the lower one as a result of the processing of the capital increase) and which the Company holds at the present date, taking into account that own shares do not give rise to dividends or other rights.*

**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 107.024.527,40 lei divided into a number of 1.070.245.274 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 133,780,650.8 lei divided into a number of 1,337,806,508 registered shares, with nominal value of 0.1 lei each".**

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

3. Approves the total value of 200.000.000 lei as the maximum limit of indebtedness that the company can contract in the 2019 financial year and the approval of 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.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

4. Approves the supplementation of the maximum limit of indebtedness that the company may contract in the financial year 2019 with the amount of 150,000,000 lei, which will be used (if needed) 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.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

5. Authorises the Board of Directors to take, for and on behalf of the Company, all the actions and steps required or useful for the enforcement of item 3 and 4 of this decision, up to the maximum agreed limit of indebtedness. Therefore, the Board of Directors shall issue decisions on:

- taking out bank loans, entering into credit/leasing contracts, extending the bank loan/leasing contracts, establishing the security structure corresponding to the taken out/extended bank loan or leasing contracts, restructuring/establishing new maturity dates for the granted loans, changing the structure of the securities for the pending loans, authorising the persons entitled to sign for and on behalf of TERAPLAST S.A. the bank loan contracts / the leasing contracts / the security contracts / the addendums to the bank loan/leasing contracts, and also any other complementary documents or instruments related to or referred to in the bank loan/leasing contracts, security contracts or any other documents, and also to sign any other forms and requests that might be necessary or useful in relation to such bank transactions.

- 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.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

6. Establishes the date of **October 23<sup>rd</sup>, 2019 as the registration date** when the shareholders affected by the decisions adopted by the Extraordinary General Meeting of Shareholders shall be identified, according to art. 86 par. (1) of the Law no. 24/2017.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

7. Approves the date of **October 22<sup>nd</sup>, 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. l) of Regulation no. 5/2018.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

8. Approves the date **October 24<sup>th</sup> 2019 as payment day**, as defined by the art. 86 par. 2 of the Law no. 24/2017, art. 2 par. 2 lit. h) and art. 178 of Regulation no. 5/2018.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

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

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

10. 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**

11. Authorizes the company's legal adviser, Mrs. Diana Octavia Bretfelean, holder of ID card series X.B. no. 515915, 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, April 25<sup>th</sup>, 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**