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TeraPlast

TERAPLAST S.A.

Parc Industrial TeraPlast

DN 15A, km 45+500, Cod. 427298, Jud. Bistrița-Năsăud

Tel: 0374 46 15 29; Fax: 0263 23 12 21

CUI: RO3094980; J6/735/1992

Capital social subscris și vărsat: 85.691.097 lei

www.teraplast.ro

PROPOSAL

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 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 September 14, 2018 at the company's headquarters, at 3:30 pm, in a total quorum of ___% of the total _____ voting rights corresponding to the 856,910,442 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 election as administrators of the Company, of the following persons:

1.1. Administrator _____

Structure of the vote: __, __% for, __, __% against, __, __% abstaining

1.2. Administrator _____

Structure of the vote: __, __% for, __, __% against, __, __% abstaining

1.3. Administrator _____.

Structure of the vote: __, __% for, __, __% against, __, __% abstaining

1.4. Administrator _____.

Structure of the vote: __, __% for, __, __% against, __, __% abstaining

1.5. Administrator _____.

Structure of the vote: __, __% for, __, __% against, __, __% 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: __, __% for, __, __% against, __, __% abstaining



3. Approves the election as an internal auditor of the company of **JP Auditors & Advisors SRL**.
Structure of the vote: __, __% for, __, __% against, __, __% abstaining

4. Approves the mandate of the Internal Auditor validity duration should be 1(one) year, starting from the date of adoption of the decision, from September 14, 2018 until September 14, 2019.
Structure of the vote: __, __% for, __, __% against, __, __% abstaining

5. Approves the 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: __, __% for, __, __% against, __, __% 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: __, __% for, __, __% against, __, __% abstention

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: __, __% for, __, __% against, __, __% abstention

This decision has been executed and signed today, September 14, 2018, 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