

## PROPOSAL

DECISION no. 1 dated April 25<sup>th</sup>, 2019

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 April 25<sup>th</sup> 2019 at the company's headquarters, at 8:30 am, in a 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 the Report of the Board of Administration on the individual and consolidated financial situations for the 2018 financial year.

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

2. Records the Report of the financial auditor ERNST & YOUNG ASSURANCE SERVICES S.R.L on the individual and consolidated financial statement for the 2018 financial year.

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

3. Approves the individual financial situations for the 2018 financial year, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

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

4. Approves the proposal of distribution of the net profit for the 2018 financial year, as follows:

- Net profit realized: 30,034,429 lei;
- Legal reserves: 1,500,532 lei;
- Reserves from net profit: 26,756,123.4 lei; (the amount from which the increase of the share capital will be made in accordance with the EGMS's agenda)
- Retained earnings 1,777,773.60 lei;

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

5. Approves the consolidated financial statements for the 2018 financial year, according to the Report of the Board of Directors and the Report of the Company's financial auditor.

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

6. Approves the discharge of the Company's Board of Directors for the 2018 financial year.

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

7. Approves the Budget of Revenues and Expenses for the 2019 financial year.

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

8. Approves the Investment Program for the 2019 financial year.

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

9. Approves the proposal of keeping the level of the remuneration for the members of the Board of Directors for the 2019 financial exercise to the same net level approved in 2018 financial exercise. The remuneration thus established shall remain valid until the next ordinary general meeting approving the amount of the administrators' remuneration.

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

10. Empowers the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.

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

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

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

12. 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 OGMS 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**