

PROPOSAL

DECISION no. 1 dated April 29th, 2020

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 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 April 29th 2020 at the company's headquarters, at 10:00 am, in a 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 Report of the Board of Administration on the individual and consolidated financial situations for the 2019 financial year.

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

2. Records the Report of the financial auditor DELOITTE AUDIT S.R.L on the individual and consolidated financial statement for the 2019 financial year.

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

3. Approves the individual financial situations for the 2019 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 2019 financial year, as follows:

- Net profit realized: 9,669,152 lei;
- Legal reserves: 539,239 lei;
- Retained earnings 9,129,913 lei;

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

5. Approves the consolidated financial statements for the 2019 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 2019 financial year.

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

7. Approves the Budget of Revenues and Expenses for the 2020 financial year.

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

8. Approves the Investment Program for the 2020 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 2020 financial exercise to the same net level approved in 2019 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. Elect Mr. Nadir Geafer ALI as an independent member for the Audit Committee, for a mandate of 1 year from the date of appointment, in accordance with Article 65 of Title I, Chapter IX, Law 162/2017;

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

11. Approves the proposal for establishing the remuneration of the members of the Audit Committee at a value of up to 3,000 euros / year net.

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

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

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

13. 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

14. Authorizes the company's legal adviser, Mrs. Kinga Vaida, holder of ID card series X.B. no. 370326, 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 29th, 2020, 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

Kinga Vaida