



DRAFT

**DECISION No.1 from 31st of August 2015 of
the Ordinary General Meeting of Shareholders of TERAPLAST SA**

Pursuant to the provisions of Art.111 in Law 31/1990 on companies as subsequently amended, the provisions of the Constitutive Act of **TERAPLAST S.A** the provisions of Law No. 297/2004 as well as the Regulation CNVM No.1/2006, as subsequently amended by Regulation CNVM nr.31/2006, The **Ordinary General Meeting of the Shareholders of TERAPLAST S.A. Company**, headquartered in Bistrita, "Teraplast Industrial Park", DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered with the Trade Registry Office under number J06/735/1992, having the Fiscal Registration Code CUI RO 3094980, held on **31st of August 2015** at the headquarter of the Company, at 16:00 hours, with a quorum of __, __% of the total 288.875.849 voting rights according to the 288.875.880 shares issued by Company TERAPLAST S.A., representing a total number of _____ votes expressed,

DECIDES

On the issues on the AGENDA, as follows:

1. Approval of appointing the company S.C. GENERAL CONSULTING MGI SRL having its registered office in Bistrita-Nasaud county, Bistrita 11th street Zefirului, registered in the Trade Registry under J06/628/2003, fiscal code RO15816660, licenced in financial auditing activities and other activities related to it, member of Chamber of Financial Auditors of Romania, in Bucharest, licence 1120/28.06.2012, legally represented by Mrs. IACOB GABRIELA ADRIANA as administrator and financial auditor- licence 3727

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

2. Approval of the internal auditing contract's validity for one year from the date of approving the Decision of the Ordinary General Meeting of the Shareholders

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

3. Approval of the internal auditor's remuneration in the amount of 1000 eur

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

4. Mandating Mr. Alexandru Stanean – CEO, and Mrs. Edit - Eniko Orban – CFO to negotiate the internal audit contract and to sign it for and on behalf of the Company's Shareholders

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

5. Appointing the date of 16th of September 2015, as the registration date when shareholders affected by the decisions adopted by the Ordinary General Meeting of the Shareholders shall be identified.

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

6. Approval of the date of 15th September 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, object of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general assemblies of the trading companies, amended and completed by Regulation no. 13/2014 regarding the amendment and completion of certain regulations issued by the Security National Board (herein referred to as **Regulation CNVM no. 6/2009**).

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

7. Mandating the Chairman of the board, Mr.Dorel Goia, to sign the Decision of the Ordinary General Meeting of the Shareholders for and on behalf of the Company's Shareholders

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

8. Mandating the legal adviser, Mr. Dorin Chira, to register the Decision of the Ordinary General Assembly of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

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

This decision was drafted and signed today, the 31st August 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Trade Registry Office of the Bistrita Nasaud Law Court.

Chairman of the Board of Directors

Dorel Goia

Legal adviser

Dorin Chira