

DRAFT

**DECISION No. 1 of the Extraordinary General Meeting of Shareholders of TERAPLAST SA,
dated April 28th 2016**

Pursuant to the provisions of Art.111 in Companies Law no. 31/1990 as subsequently amended, the provisions of the Articles of Incorporation of **TERAPLAST S.A** the provisions of Law No. 297/2004 as well as the NSC Regulation No. 1/2006, as subsequently amended by NSC Regulation nr.31/2006, the **Extraordinary General Meeting of Shareholders of TERAPLAST S.A**, 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 sole registration number at the Trade Register Office RO 3094980, held on **April 27th 2017** at the headquarter of the Company, at 17:00 PM, with a quorum of __, __% of the total voting rights according to the 566.432.660 shares issued by Company TERAPLAST S.A., representing a total number of _____ votes expressed,

DECIDES

On the items on the AGENDA, as follows:

1. Approves the share capital increase with 29,047,831 lei by releasing of 290,478,310 new shares, with a reference value of 0.10 lei/share, as well the determination of the price 0 (zero) lei for the compensation of the fractions of shares following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions. The share capital increase will be made by incorporating the reserves in amount of 29,047,831 lei, constituted from the 2016 net profit, according to point 4 from the OGMS Agenda, dated April 27th 2017 and by releasing of 290,478,310 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 GMS. 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 1.95 owed shares."

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

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 56,643,266 lei divided into a number of 566,432,660 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 85.691.097 lei divided into a number of 856.910.970 registered shares, with nominal value of 0.1 lei each".

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

3. Approves the maximum limit of indebtedness that the company can contract in the 2017 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. The proposal of the Board of Administration is that this limit of indebtedness to reach the total value of 135,000,000 lei.”

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

4. Empowers the Board of Directors that, up to the maximum limit of indebtedness approved, it should accomplish, in the name of and for the Company, all the actions and steps necessary or useful in order to fulfill those approved at point 3 from the present decision. In this regard, the Board of Directors shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name of and for the Company TERAPLAST S.A. the credit contracts/ leasing contracts /warranty contracts /additional acts to the credit/leasing contracts, as well as any other documents or instruments which are accessory, related to or to which reference is made in the credit/leasing contracts, warranty contracts or any other documents as well as to sign any other application forms, requests which might be necessary or useful regarding these bank transactions”.

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

5. Approves the agreements, signed in 01.03.2017, for the purchase of the 50% of the stake held by the shareholders of Depaco SRL, in the company Depaco SRL.”

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

6. Approves July 18th 2017 as **registration date** which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders.

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

7. Approves July 17th 2017 as „**ex-date**”, respectively the date previous to the registration date when the financial instruments, subject 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 NSC Regulation No. 6/2009).

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

8. Approves July 19th 2017 as the **payment date**, date to which the distribution of the income associated with the securities holders, consisting in cash or shares, becomes certain.

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

9. Empowers the Board of Directors to fulfill the decisions adopted by the Extraordinary General Meeting of Shareholders.”

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

10. Empowers the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the EGMS decision, in the name and on behalf of the shareholders present at the meeting.”

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

11. Empowers the legal adviser, Mrs. Kinga Vaida, identified by ID series XB, No. 370326 and/or Mrs. Diana Bretfelean, identified by ID series X.B. no. 515915, to accomplish all formalities regarding registration of the EGMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.”

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

This decision was drafted and signed on April 27th 2017 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

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