

DRAFT

**DECISION No. 1 of the Extraordinary General Meeting of Shareholders of TERAPLAST SA,
dated July 25th 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 **July 25th 2016** at the headquarter of the Company, at 10:30 AM, with a quorum of __, __% of the total voting rights according to the 566,432,600 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 change of the Articles of Association, as follows:

Art. 20 alin.(2) „*The Ordinary General Meeting of Shareholders appoints the financial auditor, and the audit contract will be signed by the company by the Chief Executive Officer and the Chief Financial Officer.*

The Ordinary General Meeting of Shareholders appointed as financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L, with the registered office in Bucharest, 63-69, Dr. Iacob Felix Street, district 1, incorporated with the Registrar of Companies attached to the Court of Law Bucharest under no. J40/5964/1999, fiscal code RO11909783, member of the Romanian Chamber of Financial Auditors, license no. 77/15 august 2011, legally represented by Mr. Collins Garry Rex, as financial auditor of the Company.” will modify and will have the following content:

„The Ordinary General Meeting of Shareholders appoints the financial auditor, and the audit contract will be signed by the company by the Chief Executive Officer and the Chief Financial Officer.”

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

2. Approves the date **August 12th 2016** 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

3. Approves the date **August 11th 2016** 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

Sediul central:

Parc Industrial Teraplast,
DN 15A, km 45+500
Cod. 427298, Jud. Bistrita-Nasaud
Tel. 0263-238202, Fax. 0263-231221
www.teraplast.ro

4. 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 and the Articles of Association.

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

5. Empowers the legal adviser, Mrs. Bretfelean Diana, identified by ID series XB no. 515915, issued by the Police Department of Bistrita on 13.06.2016, 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 July 25th 2016 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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