

PROPOSAL

**DECISION no. 1 dated April 27th, 2018 of the Extraordinary General Meeting of Shareholders of
TERAPLAST S.A.**

In pursuance of art.113 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. 1/2006 amended by NSC Regulation no. 31/2006, the Extraordinary General Meeting of Shareholders of the company TERAPLAST S.A., headquartered outside the built-up area of Bistrita municipality, at Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on April 27th 2018 at the company's headquarters, at 5:00 pm, in a quorum of ___% of the total _____ voting rights corresponding to the 856,910,442 shares issued by TERAPLAST S.A., representing a total number of _____ votes expressed,

DECIDES

On the items of the agenda as follows:

1. Authorizes the increase of the share capital of the Company, with a maximum of 21.450.000 lei, up to the maximum amount of 107.141.097 lei, representing authorized capital, by delegating to the Board of Directors, for a period of 12 months, the exercise of its competencies regarding the increase of the share capital, based on the provisions of art. 114 paragraph (1) - (2), and of art. 2201 of Law no. 31/1990, the provisions of art. 85 of the Law no. 24/2017 and the provisions of art. 9 paragraph (2) of the Articles of Association of the company, under the following conditions:

- The newly issued shares will be distributed free of charge to all shareholders of the company registered in the Register of Shareholders at the registration date to be determined by the Board of Directors;
- The capital increase will be made to support the current activity of the company;
- Each shareholder registered in the Register of Shareholders at the registration date (which will be determined by the Board of Directors by the decision approving all the details of the increase of the share capital) will be allocated a number of 1 free share to 4 shares held;
- The increase of the share capital will be made by incorporating the reserves set up in the previous years.

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

2. Authorizes the company's Board of Directors to perform any and all formalities necessary to carry out the fulfillment of item 1 of this agenda of the Extraordinary General Meeting of Shareholders, including but not limited to: initiating, developing (including setting out the date of payment, setting out

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TeraPlast

TERAPLAST S.A.

Parc Industrial TeraPlast

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Tel: 0374 46 15 29; Fax: 0263 23 12 21

CUI: RO3094980; J6/735/1992

Capital social subscris și vărsat: 85.691.044,2 lei

www.teraplast.ro

the registration date - the date that serves to identify the shareholders over whom the effects of the capital increase will be reflected, setting the ex-date, establishing the exact value with which the share capital is increased, determining the price at which the fraction of shares resulting from the application of the algorithm and the rounding of the results will be compensated), completing, registering and operating the increase of the share capital, the corresponding modification of the Company's Articles of Association, the drafting and signing of all documents and the fulfillment of any formalities for the implementation and registration of the increase of the share capital to the competent authorities.

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

3. Approves the updating of the Company's Articles of Association in accordance with those approved at item 1 above, as follows:

Art. 9. par. (4) shall be inserted and shall have the following content: "The Board of Directors is authorized by the Articles of Association, for a period of 12 months from the date of completing the Articles of Association with this article, to increase the share capital of the Company with a value of maximum 21.450.000 lei, up to the maximum amount of 107,141,097 lei, representing authorized capital."

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

4. Approves the total value of 185.000.000 lei as the maximum limit of indebtedness that the company can contract in the 2018 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.

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

5. To authorise the Board of Directors to take, for and on behalf of the Company, all the actions and steps required or useful for the enforcement of item 5 of this decision, up to the maximum agreed limit of indebtedness. Therefore, the Board of Directors shall issue decisions on: taking out bank loans, entering into credit/leasing contracts, extending the bank loan/leasing contracts, establishing the security structure corresponding to the taken out/extended bank loan or leasing contracts, restructuring/establishing new maturity dates for the granted loans, changing the structure of the securities for the pending loans, authorising the persons entitled to sign for and on behalf of TERAPLAST S.A. the bank loan contracts / the leasing contracts / the security contracts / the addendums to the bank loan/leasing contracts, and also any other complementary documents or instruments related to or referred to in the bank loan/leasing contracts, security contracts or any other documents, and also to sign any other forms and requests that might be necessary or useful in relation to such bank transactions.



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

6. Establishes the date of **June 15th, 2018 as the registration date** when the shareholders affected by the decisions adopted by the Extraordinary General Meeting of Shareholders shall be identified.

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

7. Approves the date of **June 14th, 2018, as “ex-date”**, namely the date previous to the registration date when the financial instruments, subject of the decisions of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to Article 2 letter f) of the Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of the trading companies, as amended and completed by Regulation no. 13/2014 on the amendment and completion of certain regulations issued by the Security National Board (hereinafter referred to as NSC Regulation no. 6/2009).

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

8. Authorizes the Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders.

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

9. Authorizea the Chairman of the Board of Directors, Mr. Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting, the EGMS Decision.

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

10. Authorizea 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 EGMS 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 27th, 2018, 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