

DRAFT

DECISION No. 1 dated February 09th 2017 of

the Extraordinary 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 NSC Regulation No. 1/2006, as subsequently amended by NSC Regulation no. 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 **February 09th 2017** at the headquarter of the Company, at **16:00 PM**, with a quorum of __, __% of the total of 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 investments start in value of LEI 72,000,000, during 2017 financial exercise.

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

2. Empowers the Board of Directors to 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 1 from the present decision.

In this regard, the Board of Directors shall issue decisions on:

- a. concluding the acquisition contracts/pre-contracts, empowering the persons who will sign in the name of and for the Company the acquisition contracts/pre-contracts, additional acts to the acquisition contracts, and also any documents which are accessories, in connection or which are mentioned in the acquisition contracts, and also to sign any other documents, requests which could be necessary or useful in connection to the accomplish of the investments mentioned in the point 1 of the present.
- b. accessing some bank credits, concluding of some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, empowering the persons who will sign in the name of and for the Company 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 the accomplish of the investments mentioned in the point 1 of the present.

Sediul central:

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

3. Establish the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Directors is February 28th 2017.

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

4. Approves the date February 27th 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**).

5. Empowers the Chairman of the Board of Directors, Mr. Dorel Goia to sign for and on behalf of all shareholders present at the assembly, the Decision of the EGMS.

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

6. 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 Decision of EGMS 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 on February 09th 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 Tribunal.

Chairman of the Board of Directors

Dorel Goia

Legal adviser

Kinga Vaida

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