



**DRAFT**

**DECISION No. 1 of Extraordinary General Meeting of Shareholders of TERAPLAST SA,  
dated October 6<sup>th</sup> 2015**

According to the provisions of Art.111 in Companies Law No. 31/1990 republished, as subsequently amended, the provisions of the Articles of Association of **TERAPLAST S.A** the provisions of Capital Market 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 the 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 **October 6<sup>th</sup> 2015** at the headquarters of the Company, at 17:00 PM, with a quorum of \_\_, \_\_% of the total 288.875.849 voting rights according to the 288.875.880 shares issued TERAPLAST S.A., representing a total number of \_\_\_\_\_ votes expressed,

**DECIDES**

**On the items on the AGENDA, as follows:**

1. Approves the abrogation and removal from the Trade Register of the Court of Bistrita-Nasaud of the working point located in Constanta I.C. Bratianu street, no. 233-234, Constanta county, and of the working point located in Oradea, Calea Clujului, no. 282, Bihor County.

**Structure of the vote:** \_\_, \_\_% for, \_\_, \_\_% against, \_\_, \_\_% abstaining

2. Approves the update of the Articles of Association in accordance with the approved 1<sup>st</sup> point of this, as follows:

Art. 3. Paragraph (3) modifies and shall have the following content:

*"TERAPLAST SA has the following secondary establishments:*

- Working point, located in Stefanestii de Jos village, 12, Sinaia street, Ilfov County;
- Working point, located in Brasov, 249/A, Calea Bucuresti, Brasov County;
- Working point, located in Iasi, 35, Calea Chisinaului, Iasi County;
- Working point, located in Galati, DN Galati – Tecuci, Tirighina – Sidex, Galati County ;
- Working point, located in Deva, 1, Orizontului street, Hunedoara County;
- Working point, „Pipes, profiles and PVC compounds production and warehouse; Warehouse for pipes, PVC profiles, located in Sarata, Saratel, DN15A, FN, Sieu-Magherus village, Bistrita-Nasaud County”;
- Working point "Central laboratory and research" located in Sarata, DN 15A, Km45+500, Sieu-Magherus village, Bistrita-Nasaud County.
- Working point "PVC joinery plant" located in Bistrita 27A, Tarpiului street, Bistrita-Nasaud County.
- Working point, located in Bistrita 17/A , Romana street, Bistrita-Nasaud County.



- Working point, located in Crainimat, Sieu-Magherus village, DN15A, KM 45+500 (Bistrita-Reghin), Bistrita-Nasaud County.
- Working point, located in Cluj-Napoca 21 corner with Pitesti 1-3, Calea Dorobantilor, ap.31, 1st floor, room 2, Cluj County.”

**Structure of the vote:** \_\_, \_\_% for, \_\_, \_\_% against, \_\_, \_\_% abstaining

3. Establish the registration date which serves to identify the shareholders who will be affected by the decision adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Directors is October 22<sup>nd</sup> 2015.

**Structure of the vote:** \_\_, \_\_% for, \_\_, \_\_% against, \_\_, \_\_% abstaining

4. Approves the date October 21<sup>st</sup> 2015 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 National Securities Commission (herein referred to as Regulation NSC no. 6/2009).

**Structure of the vote:** \_\_, \_\_% for, \_\_, \_\_% against, \_\_, \_\_% abstaining

5. Empower the Chairman of the Board of Directors to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Meeting of the Shareholders.

**Structure of the vote:** \_\_, \_\_% for, \_\_, \_\_% against, \_\_, \_\_% abstaining

6. Empower the legal adviser, Mrs. Diana Pavel, to accomplish all formalities regarding registration of the Decision of EGMS at the Commercial Registry of Bistrita-Nasaud Tribunal 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, October 6<sup>th</sup> 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Commercial Registry Office of the Bistrita Nasaud Tribunal.

**Chairman of the Board of Directors**

**Dorel Goia**

**Legal adviser**

**Diana Pavel**