

DRAFT

**DECISION No. 1 of the Extraordinary General Meeting of Shareholders of TERAPLAST SA,
dated 07th December 2015**

Pursuant to the provisions of Art.113 in Law 31/1990 on companies 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 Regulation CNVM No.1/2006, as subsequently amended by Regulation CNVM 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 Fiscal Registration Code CUI RO 3094980, held on **07th of December 2015** at the headquarter of the Company, at 16:30 hours, with a quorum of __, __% of the total 288.875.849 voting rights, according to the 288.875.880 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 of the capital increase with the amount of 8,874,589.00 lei by issuing 88.745.890 new shares with a nominal value of 0.10 lei/share. The capital increase will be achieved by incorporation of reserves in the amount of 8,874,589.00 lei from the net profit of 2014, according to item 1 on the agenda of the Ordinary General Meeting of Shareholders of Teraplast SA dated 7th of December 2015 and the issuance of 88.745.890 new shares with a nominal value of 0.10 lei / share. The newly issued shares will not change the percentage holding of shareholders and will be distributed free of charge to all shareholders registered in the Shareholders Register at the registration date to be determined by the GSM. Each shareholder registered in the Register of Shareholders on the registration date will be allocated a number 30.72111455 new shares to each 100 shares owned, by complying with the following rounding algorithm:

- 0,5 shares or more, shall be rounded upwards to the integer number;
- Below 0.5 shares shall be rounded downwards to the integer number.

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

2. Approves of the repurchase by the company Teraplast SA of its own shares in accordance with the legal provisions applicable to the following conditions: a maximum of 2,000,000 shares (0.69% of total shares composing the share capital) with a nominal value of 0.1 lei / share to a minimum price equal to the market price BVB from the moment of purchase and a maximum price of 1 leu / share, within a budget of 1,000,000 lei for a period not exceeding 18 months from the date of publication of the EGM's Decision in the Official Gazette Part IV in order to implement a remuneration system to ensure compliance with the principle of long-term performance and a loyalty program for employees , respectively granting a mandate to Board of Directors for the fulfillment of that decision.

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

3. Approves the update of the Articles of Incorporation in accordance with the approved pt. 1 of this as follows:

Sediul central:

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

Art. 7. Paragraph. (1) „The subscribed and paid share capital of the Company TERAPLAST SA is of 28.887.588 lei divided into a number of 288.875.880 nominal shares with a nominal value of 0,1 lei each", shall be amended to read as follows:

„The subscribed and paid share capital of the Company TERAPLAST SA is of 37.762.177 lei divided into a number of 377.621.770 nominal shares with a nominal value of 0,1 lei each.”

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

4. Establishes the date _____ 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

5. Approves the date _____ 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).

6. Establishes the date February 19th 2016 as **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

7. Empower 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 Extraordinary General Meeting of Shareholders.

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

8. Empower the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, issued by the Police Department of Bistrita on 07.10.2009, 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 IV.

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

This decision was drafted and signed today, 07th of December 2015, 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

Legal adviser

Diana Pavel