

PROPOSAL

DECISION no. 1 dated September 14, 2018

of the Extraordinary General Meeting of Shareholders of TERAPLAST S.A.

In pursuance of art.111 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. 5/2018, the Extraordinary General Meeting of Shareholders of the company TERAPLAST S.A., headquartered in village Sărațel, commune Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on September 14, 2018 at the company's headquarters, at 4:00 pm, in a total 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. Approves the supplementation of the maximum limit of indebtedness that the company may contract in the financial year 2018 with the amount of 70,000,000 lei, which will be used exclusively to guarantee the loans of the subsidiaries and the approval of the guarantee of the credit and / or leasing contracts to be accessed by the subsidiaries, within the fixed limit, with real estate/movable securities, assignments of present and future receivable rights, assignments related to current and future available funds, resulting from current accounts and assignments of rights resulting from insurance policies.

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

2. Approves the mandating the Board of Directors to fulfil, up to the maximum additional limit of approved indebtedness, to accomplish in the name and on behalf of the Company all necessary and useful actions to carry out those approved in accordance with paragraph 1 of this resolution. In this regard, the Board of Directors will issue decisions on: guaranteeing the access by company's subsidiaries of certain bank credits and / or credit contracts / leasing contracts, establish / change the related guarantee structure, empower the persons who will sign on behalf of and on behalf of TERAPLAST SA the warranty contracts / additional documents and any other documents or instruments that are related to or referenced in the warranty agreements and to sign any other forms, requests that may be necessary or useful related to these transactions.

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

3. Approves the amendment of the Decision of the Extraordinary General Meeting of Shareholders of the company no. 1 of 21.09.2017 by which was approved the redemption of the Company's own shares in order to reduce the maximum number of shares that can be redeemed from 5,150,000 shares to 3,571,114 shares, within the limit of a budget of 1,480,308.10 lei, instead of 1,850,000 lei previously approved. Own shares redeemed by the Company will be offered to employees and members of the management of the TeraPlast Group companies free of charge under the stock option plan developed by the Company.

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

4. Approves the mandating of the Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders

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

5. Approves the authorization of Mr Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting, the EGMS Decision.

Structure of the vote: __. __% for, __. __% against, __. __% abstention

6. Authorizes the company's legal adviser, Mrs Diana Octavia Bretfelean, to do everything that is necessary as to record the OGMS Decision at the Trade Register of Bistrita-Nasaud Court, and to publish such decision in the Official Gazette of Romania, Section 4.

Structure of the vote: __. __% for, __. __% against, __. __% abstention

This decision has been executed and signed today, September 14, 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