

**DRAFT****DECISION No. 1 dated December 15<sup>th</sup> 2016 of****the Ordinary 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 **Ordinary 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 **December 15<sup>th</sup> 2016** 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 election as Non-Executive Directors of the Company, of the following persons, his mandate being valid beginning with nomination day until October 6th 2017.

1.1. Director \_\_\_\_\_

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

2. Empowers Mr. Dorel Goia and Mrs. Magda-Eugenia Palfi-Tirau to negotiate manager's contract of mandate and to sign it, either of the two, in the name and on behalf of the Company.

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

3. Establishes the date January 10<sup>th</sup> 2016 as the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders.

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

4. Approves the date January 09<sup>th</sup> 2016 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 Security Commission (herein referred to as NSC Regulation No. 6/2009).

**Sediul central:**

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

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

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

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

6. Empowers the legal adviser, 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 OGMS Decision 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 December 15<sup>th</sup> 2016, 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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