

**DRAFT****DECISION No. 1 of the Ordinary General Meeting of Shareholders of TERAPLAST SA,****dated April 28<sup>th</sup> 2016**

Pursuant to the provisions of Art.111 in Companies Law no. 31/1990 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 NSC Regulation No. 1/2006, as subsequently amended by NSC Regulation nr.31/2006, the **Ordinary 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 **April 28<sup>th</sup> 2016** at the headquarter of the Company, at 16:00 PM, with a quorum of \_\_, \_\_% of the total voting rights according to the 377.621.770 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 Report of the Board of Administration on the individual and consolidated financial situations for the 2015 financial year.

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

2. Records the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial statement for the 2015 financial year.

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

3. Approves the individual financial situations for the 2015 financial year, namely balance sheet, profit and loss account, statement of changes in equity, cash flow statement, accounting policies and explanatory notes contained in the financial statements of the 2015 financial year, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

Within the 2015 financial year, TERAPLAST S.A. has recorded the following economic and financial indicators:

<b>Indicators (thousand, lei)</b>	<b>2015</b>
Turnover	267,975
Total income	296,631
Total expenses	268,249
Gross result	32,502
Tax income	(4,120)
Net result	28.382

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

4. Approves the proposal regarding the distribution of the net profit for the 2015 financial year, as follows:

Net profit to be distributed: 28.381.985 lei

Legal reserves: 1.342.377 lei;

**Sediul central:**

Parc Industrial Teraplast,  
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www.teraplast.ro

Dividends distribution: 4.531.461 lei, proposed gross dividend/share being 0.012 lei;

Other reserves: 18.881.089 lei

Retained earnings 3.627.058 lei

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

5. Approves the consolidated financial statements for the 2015 financial year, according to the Report of the Board of Directors and the Report of the Company's financial auditor.

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

6. Approves the discharge of the Company's Board of Directors for the 2015 financial year.

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

7. Approves the Budget of Revenues and Expenses for the 2016 financial year, with the following indicators:

Indicators (thousand, lei)	2016
Turnover	315,368
Total expenses	287,833
Net result	35,973
EBITDA	53,251

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

8. Approves the Investment Program for the 2016 financial year.

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

9. Approves the proposal of keeping the level of the remuneration for the member of the Board of Directors for the 2016 financial exercise to the same level as in 2015 financial exercise.

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

10. Approves the date May 20<sup>th</sup> 2016 as 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

11. Approves the date May 19<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 Security National Board (herein referred to as NSC Regulation No. 6/2009).

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

12. Approves the date June 3<sup>rd</sup> 2016 as **payment day**, as defined by the art. 2, letter g) of NSC Regulation No. 6/2009 and by art. 129, ind.3, alin 2 of the NSC Regulation no.1/2006 regarding issuers and operations with securities.

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

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13. Empowers the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.

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

14. Empowers the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the OGMS decision, in the name and on behalf of the shareholders present at the meeting.

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

15. Empowers the legal adviser, Mrs. Cristina Neagos, identified by ID series X.B. no. 483047, issued by the Police Department of Bistrita on 25.06.2015, to accomplish all formalities regarding registration of the OGMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.

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

This decision was drafted and signed today, April 28<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 Law Court.

**Chairman of the Board of Directors**

**Dorel Goia**

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