

## PROPOSAL

### DECISION no. 1 dated April 27<sup>th</sup>, 2018 of the Ordinary 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. 1/2006 amended by NSC Regulation no. 31/2006, the Ordinary General Meeting of Shareholders of the company TERAPLAST S.A., headquartered outside the built-up area of Bistrita municipality, at Parc Industrial Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on April 27<sup>th</sup> 2018 at the company's headquarters, at 4:30 pm, in a 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 Report of the Board of Administration on the individual and consolidated financial situations for the 2017 financial year.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

2. Records the Report of the financial auditor ERNST & YOUNG ASSURANCE SERVICES S.R.L on the individual and consolidated financial statement for the 2017 financial year.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

3. Approves the individual financial situations for the 2017 financial year, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

4. Approves the proposal regarding the distribution of the net profit for the 2017 financial year, as follows:

Net profit to be distributed: 14.115.945 lei;

Legal reserves: 661.151 lei;

Dividends distribution: 10.069.404 lei, proposed gross dividend/share being 0.0118 lei;

Retained earnings 3.385.390 lei

*\*When calculating the gross value of the dividend/share, was taken into account the number of shares issued by the company, out of which a number of 3.571.114 shares fell (shares that Teraplast S.A. has redeemed and holds at the date of the present document, on the basis of the stock option plan approved by the EGMS Decision no.1 of 21.09.2017), also, a number of 528 shares fell as well (shares about which, according to EGMS Decision no.1 of 21.09.2017, the shareholders of the company approved the reduction of the share capital, from the amount of 85,691,097 lei to the value of 85,691,044.2 lei, by canceling a number of 528 own shares, with nominal value 0,1 lei each), because EGMS Decision no.*

1 of 21.09.2017 was registered at the TRO Bistrita-Nasaud and the necessary documents were sent to FSA for the issuance of the certificate of registration of securities evidencing the reduction of the share capital.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

5. Approves the consolidated financial statements for the 2017 financial year, according to the Report of the Board of Directors and the Report of the Company's financial auditor.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

6. Approves the discharge of the Company's Board of Directors for the 2017 financial year.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

7. Approves the Budget of Revenues and Expenses for the 2018 financial year.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

8. Approves the Investment Program for the 2018 financial year

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

9. Approves the proposal of keeping the level of the remuneration for the members of the Board of Directors for the 2018 financial exercise to the same net level as in 2017 financial exercise. The remuneration thus established shall remain valid until the next ordinary general meeting approving the amount of the administrators' remuneration.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

10. Approves the payment to the Company's Board of Directors of a difference of indemnity resulting from the monthly indexation of 19.9% of the gross remuneration established by the administration contract for the period between 01.01.2018 and the date of the ordinary general meeting approving the amount of the administrators' 2018, so as to ensure to administrators, for the period in question, the same level of net indemnities as before the entry into force of GEO no. 79/2017 for amending and completing the Law no. 227/2015 regarding the Fiscal Code.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

11. Elect Mr./Ms. \_\_\_\_\_ as an independent member for the Audit Committee, for a mandate equal to that of the Board of Directors in accordance with Article 2 (12) (A) of Title I, Chapter I, Law 162/2017 and Article 65 of Title I, Chapter IX, Law 162/2017;

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

12. Establishes the date of **June 11th, 2018 as the registration date** when the shareholders affected by the decisions adopted by the Ordinary General Meeting of Shareholders shall be identified.

**Voting structure:** \_\_\_% for, \_\_\_% against, \_\_\_% abstention

13. Approves the date of **June 08th 2018 as “ex-date”**, namely the date previous to the registration date when the financial instruments, subject of the decisions of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to Article 2 letter f) of the Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of the trading companies, as amended and completed by Regulation no. 13/2014 on the amendment and completion of certain regulations issued by the Security National Board (hereinafter referred to as NSC Regulation no. 6/2009).

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

14. Approves the date **June 29th 2018 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.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

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

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

16. Authorizes Mr. Dorel Goia - Chairman of the Board of Directors, to sign, for and on behalf of all the shareholders present at the meeting, the OGMS Decision.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

17. Authorizes the company's legal adviser, Mrs. Diana Octavia Bretfelean, holder of ID card series X.B. no. 515915, 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.

**Voting structure: \_\_\_% for, \_\_\_% against, \_\_\_% abstention**

This decision has been executed and signed today, April 27<sup>th</sup>, 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**