

PROPOSAL

DECISION no. 1 dated September 21st, 2017 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 September 21st 2017 at the company's headquarters, at 4:00, in a quorum of ___% of the total _____ voting rights corresponding to the 856,910,970 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 appointment of ERNST & YOUNG ASSURANCE SERVICES S.R.L. as financial auditor for the company.

Voting structure: ___% for, ___% against, ___% abstention

2. Approves the appointment of GENERAL CONSULTING MGI SRL, as internal auditor for the company.

Voting structure: ___% for, ___% against, ___% abstention

3. Approves that the period of validity of the financial audit contract be of 2 (two) years from the date of adoption this decision, and the period of validity of the internal audit contract be of 1 (one) year from the date of adoption this decision.

Voting structure: ___% for, ___% against, ___% abstention

4. Approves the remuneration for the financial auditor and the internal auditor

Voting structure: ___% for, ___% against, ___% abstention

5. Approves the striking off the Trade Register of Bistrita-Năsăud the mentions concerning the auditor whose appointment will not be extended, if applicable.

Voting structure: ___% for, ___% against, ___% abstention

6. Authorizes Mrs. Carmen Mirela Pop - CEO, and Mrs. Maria Ioana Birta - CFO, to negotiate and sign for and on behalf of the shareholders the financial and internal audit agreements.

Voting structure: ___% for, ___% against, ___% abstention

7. Approves the increase of the total amount of the Investment Plan, corresponding to the 2017 fiscal year, from RON 84,000,000, approved by the EGMS Decision no. 1/27.04.2017, to RON 96,000,000.

Voting structure: ___% for, ___% against, ___% abstention

8. Establishes the date of October 12th, 2017 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

9. Approves the date of October 11th 2017 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

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

Voting structure: ___% for, ___% against, ___% abstention

11. Authorizes the company's legal adviser, Mrs. Diana Octavia Bretflean, 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, September 21st, 2017, 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 Bretflean