

DRAFT

**DECISION No. 1 of Ordinary General Meeting of Shareholders of TERAPLAST SA,
dated October 6th 2015**

According to the provisions of Art.111 of Companies Law No. 31/1990 republished, as subsequently amended, the provisions of the Articles of Association of **TERAPLAST S.A** the provisions of Capital Market Law No. 297/2004, as well as the NSC regulation No. 1/2006, as subsequently amended by NSC regulation no. 31/2006, the **Extraordinary 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 **October 6th 2015** at the headquarters of the Company, at 17:00 PM, with a quorum of __, __% of the total 288.875.849 voting rights according to the 288.875.880 shares issued TERAPLAST S.A., representing a total number of _____ votes expressed,

DECIDES

On the items on the AGENDA, as follows:

1. Approves the election as Directors of the Company, of the following persons:

1.1. Director _____

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

1.2. Director _____

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

1.3. Director _____.

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

1.4. Director _____.

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

1.5. Director _____.

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

2. Approves that the validity of the mandate of the Board members to be of 1 (one) year from the date of adoption of this decision, from October 6th 2015 until October 6th 2016.

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

3. Empower Mr. Dorel Goia and Mrs. Magda-Eugenia Palfi-Tirau to negotiate managers' contracts of mandate and to sign them, either of the two, in the name and on behalf of the Company.

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

4. Establishes the date of October 22nd 2015 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

5. Approves the date of October 21st 2015 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 Securities Commission (herein referred to as Regulation NSC No. 6/2009).

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

6. Empower 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

7. Empower the legal adviser, Mrs. Diana Pavel, to accomplish all formalities regarding the registration of the Decision of OGMS at the Commercial Registry of Bistrita-Nasaud Tribunal 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 today, October 6th 2015, in five (5) copies, of which 2 (two) copies to the Company and three (3) copies to be submitted to the Commercial Registry Office of the Bistrita Nasaud Tribunal.

Chairman of the Board of Directors

Dorel Goia

Legal adviser

Diana Pavel