

PROPOSAL

DECISION no. 1 dated September 02nd, 2019

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. 5/2018, the Ordinary General Meeting of Shareholders of the company TERAPLAST S.A., headquartered in village Sărățel, commune Șieu-Magheruș, DN 15A, km 45+500, Bistrița-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on September 02nd, 2019 at the company's headquarters, at 3:30 pm, in a total quorum of ___% of the total _____ voting rights corresponding to the 1,070,245,274 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 election as administrators of the Company, of the following persons:
 - 1.1. Administrator _____
Structure of the vote: __, __% for, __, __% against, __, __% abstaining
 - 1.2. Administrator _____
Structure of the vote: __, __% for, __, __% against, __, __% abstaining
 - 1.3. Administrator _____
Structure of the vote: __, __% for, __, __% against, __, __% abstaining
 - 1.4. Administrator _____
Structure of the vote: __, __% for, __, __% against, __, __% abstaining
 - 1.5. Administrator _____
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 starting from September 14th, 2019, respectively from September 14th, 2019 until September 14th, 2020.
Structure of the vote: __, __% for, __, __% against, __, __% abstaining
3. Approves the election as an external financial auditor of the company of **DELOITTE AUDIT S.R.L.** headquartered in București, Sector 1, The Mark Building, Calea Griviței, no. 84-98 and 100-102, floor 8 and

floor 9, registered with the Trade Register of Bucharest Court under no. J40/6775/1995, VAT no. RO7756924, company certified to develop financial audit activities and other related activities - member of CAFR BUCURESTI with authorization no. 25 / 25.06.2001, according to the authorization series FA 19 TEMP No. 02 / 31.01.2019, issued by the Authority for the Public Supervision of the Statutory Audit Activity (APSSAA).

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

4. Approves the election as an internal financial auditor of the company of **JP Auditors & Advisors S.R.L.** headquartered in Cluj-Napoca, Piata Avram Iancu no. 15 C, Cluj County, registered with the Trade Register of Cluj Court under no. J12/1894/2009, VAT no. 26097382, company certified to develop financial audit activities and other related activities – member of CAFR BUCURESTI with authorization no 944 / 04.12.2009.

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

5. Approves that the validity of the mandate of the external financial auditor and the mandate of the internal financial auditor to be 2(two) years, starting from the date of adoption of this decision, respectively from September 02nd, 2019 until September 02nd, 2021.

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

6. Approves the remuneration for the external financial auditor and for the internal financial auditor.

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

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

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

8. Approves mandating Mr Dorel Goia and Mr Alexandru Stănean to negotiate and any of them to sign the administrative contracts of the directors and the contracts with the external financial auditor and with the internal financial auditor, in the name and on behalf of the Company.

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

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

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

10. Authorizes the company's legal adviser, Mrs Diana Octavia Bretfelean, 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.

Structure of the vote: __. __% for, __. __% against, __. __% abstention

This decision has been executed and signed today, September 02nd, 2019, 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