



PROPOSAL
DECISION No. 1 from 23rd of March 2015
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
of S.C. TERAPLAST S.A.

Pursuant to the provisions of Art.113 and Law 31/1990 on companies as subsequently amended, the provisions of the Constitutive Act of **TERAPLAST S.A** the provisions of Law No. 297/2004 as well as the Regulation CNVM No.1/2006, as subsequently amended by Regulation CNVM nr.31/2006, The **Extraordinary General Meeting of the Shareholders of TERAPLAST S.A. Company**, 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 Fiscal Registration Code CUI RO 3094980, held on **23rd of March 2015** at the headquarter of the Company, at 14:00 hours, with a quorum of __, __% of the total 288.875.849 voting rights according to the 288.875.880 shares issued by Company TERAPLAST S.A., representing a total number of _____ votes expressed

DECIDES

On the issues on the AGENDA, as follows:

1. Approval of renting to the Company Teraglass Bistrita S.R.L , by the Company Teraplast S.A. of the following real estates - property of the Company Teraplast S.A., for the purpose of transferring the PVC joinery business line:
 - a. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 57079 of Bistrita, topographical no. 57079, 57079-C2, 57079-C3, consisting of a land within the built-up area, having a total surface of 25.222 sq. m. and associated constructions.
 - b. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 54207, topographical no. 54207, 54207 – C1; consisting of a land within the built-up area, having a total surface of 3.376 sq. m. and associated constructions.

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

2. Approval of the rental price of the real estate mentioned at item 1 to be EUR 8.840 / month, VAT excluded.

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

3. Approval of the rental period of time for the real estate mentioned at item 1 to be of 6 (six) years, as of 01.04.2015.

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

4. Approval of transferring to Company Teraglass Bistrita S.R.L, at the same time with renting the real estate mentioned at item 1, of the entire activity corresponding to the PVC joinery business line (including the personnel transfer, pursuant to art. 173 of the Labour Code).

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



5. In order to transfer the PVC joinery business line to Teraglass Bistrita S.R.L., approval of selling the equipment/assets corresponding to such business line, identified in the Appendix to this Decision.

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

6. Approval of the sales price of the equipment mentioned at item 5 to be of RON 3.800.000, plus the value of the equipment to be commissioned up to the date of the business line transfer (respectively 1st April 2015), amounting to maximum EUR 200.000. Approval that the payment of the equipment's price to be done in 60 equal instalments, as of 01.04.2016.

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

7. Approval that the transfer of the ownership of property over the assets mentioned in item 5 to be performed exclusively on the date the price is fully paid by the Buyer, Teraglass Bistrita S.R.L. The risk related to the sold assets to be transferred from the Seller to the Buyer on the date the sales agreement is signed.

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

8. Approval that the activity of the PVC joinery business line at the Company Teraglass Bistrita S.R.L. premises, to begin on 1st of April 2015 (as of the second quarter of 2015).

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

9. Approval of a loan granted to the Company Teraglass Bistrita SRL, amounting to maximum RON 2,850,000, based on a loan agreement with successive drawdowns, in order to sustain the activity of the Company Teraglass Bistrita Srl. The loan shall generate interest, according to the reference interest of BNR.

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

10. Mandating the Board of Directors to negotiate and approve the transfer to the Company Teraglass Bistrita S.R.L. of the raw material stocks, the finished products, the advertising materials needed for continuing the activity of the PVC joinery business line.

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

11. Mandating Mr. Alexandru Stanean – General Manager, and Mrs. Edit - Eniko Orban – Financial Manager to negotiate the contracting terms and conditions, and to sign for and on behalf of the Company the rental agreement for the real estate mentioned at item 1, the sales agreement of the equipment / assets mentioned at item 5, as well as any documents necessary to carry out this decision.

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

12. Approval of the full coverage of the losses reported in the previous years, amounting to RON 44.952.911, by using the reserves constituted for share capital adjustments and share premiums.

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

13. Appointing the date of **8th of April 2015**, as the registration date when shareholders affected by the decisions adopted by the Extraordinary General Assembly of the Shareholders shall be identified.

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

14. Approval of the date of 7th April 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, object 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 **Regulation CNVM no. 6/2009**).

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

15. Mandating the Chairman of the Board of Directors, Mr. Dorel Goia, to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Assembly of the Shareholders.

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

16. Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Extraordinary General Assembly of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court 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, the 23rd March 2015, 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

Legal adviser

Kinga Vaida