

PROPOSAL

DECISION no. 1 dated August 24th, 2020 of the Extraordinary General Meeting of Shareholders of TERAPLAST S.A.

In pursuance of art.113 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 Extraordinary 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 August 24th, 2020 at the company's headquarters, at 10:00 am, in a total quorum of ___% of the total _____ voting rights corresponding to the 1,337,805,018 shares issued by TERAPLAST S.A., representing a total number of _____ votes expressed,

DECIDES

On the items of the agenda as follows:

1. Authorize the stock buyback (repurchase of its own shares) by Teraplast S.A., in accordance with the applicable legal provisions, as follows:

A number of maximum 5,500,000 shares with the par value of 0.1 RON/share at a minimum price equal to the BVB market price at the time of purchase and a maximum price of 0.45 RON/share, for a maximum period of 18 months from the publication date of the Extraordinary General Meeting resolution in the Official Gazette of Romania Part IV, within a stock option plan programme, with a view to implementing a remuneration system of the employees and executives of the Teraplast Group member companies, which should ensure the compliance with the principle of long-term performance and an employee loyalty programme.

The nominal value of the own shares thus repurchased may not exceed along with any other own shares owned by Teraplast S.A. the 10% limit threshold of Teraplast S.A.'s subscribed share capital.

The payment of the repurchased shares is made out of the distributable profit or the company's available reserves, recorded in the last annual financial statement approved, except for legal reserves, according to provisions of article 103 (1) of Law No. 31/1990, as updated.

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

2. Approves to appoint the company's Board of Directors for the enforcement and fulfilment of the stock buyback resolution according to item 1 on the EGMS agenda.

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

3. Authorize 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 EGMS Decision.

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

4. Authorize the company's legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the EGMS 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, August 24th, 2020, 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

Kinga Vaida