



PROPOSAL

DECISION no. 1 from October 06 2014 of Extraordinary General Assembly of Shareholders of the Company TERAPLAST S.A.

According to the art.113 and the following from the Law 31/1990 regarding the companies with up to date modifications, to the provisions of the Article of Incorporation of the company **TERAPLAST S.A.**, to the provisions of the Law no. 297/2004 and of the CNVM Rule no. 1/2006 modified by CNVM Rule no. 31/2006, the **Extraordinary General Assembly of Shareholders of the Company TERAPLAST S.A.**, with headquarters located outside Bistrita, Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, registered at Trade Register Office of Bistrita-Nasaud Court under no.J06/735/1992, having CUI RO3094980, which took place on **October 06 2014** at the headquarters of the company, hour 14:00, in quorum of __, __% from the total of 288.875.849 voting rights according to the 288.875.880 shares issued by the Company TERAPLAST S.A.

DECIDES

On the points on the agenda as follows:

1. Approves the modification of the Article of Incorporation of the Company, in the sense of reducing the number of the administrators from 7 to 5, as follows:

Art. 18.1. paragraph (1) will change and will have the following content:

„The Company is administrated by a Board of Administration composed of 5 administrators elected by the Ordinary General Assembly of Shareholders thru secret vote”.

Art. 18.2. paragraph (1) will change and will have the following content:

„The Board of Administration is composed of 5 administrators, the majority being nonexecutive administrators, at least one of them can be an independent administrator. The Board of Administration shall elect a president among them”.

Vote Structure: ___% for, ___% against, ___% abstaining

2. Approves the update of the Article of Incorporation of the Company, according to the above mentioned to the paragraph 1 of this.

Vote Structure: ___% for, ___% against, ___% abstaining

3. Establishes October 23 1014 as the date of registration that serves to identify the shareholders which will be affected by the effects of the decisions adopted by the Extraordinary General Assembly of the Shareholders.

Vote Structure: ___% for, ___% against, ___% abstaining



4. Mandates the president of the Board of Administration to sign, in the name and on behalf of all shareholders present at the meeting, the Decision of E.G.A.S., and also the updated Article of Incorporation of the Company.

Vote Structure: ___% for, ___% against, ___% abstaining

5. Mandates the legal advisor of the Company, Mrs. Kinga Vaida, which identifies with C.I. seria X.B. nr. 370326, released by Politia Bistrita on 26.06.2012, to complete all the formalities in order to register the Decision of E.G.A.S. at the Trade Register Office of Bistrita-Nasaud Court and to publish it in the Official Gazette of Romania, Part IV.

Vote Structure: ___% for, ___% against, ___% abstaining

This decision has been drafted and signed today, October 06 2014, in 5 (five) originals, of which 2 (two) originals for the Company and 3 (three) originals to be submitted to the Trade Register Office of Bistrita-Nasaud Court.

President of the Board of Administration

Traian Simion

Legal Adviser

Kinga Vaida