



PROPOSAL

DECISION no. 1 from August 26th 2014 of Ordinary General Assembly of Shareholders of the Company TERAPLAST S.A.

According to the art.111 and the following from the Law 31/1990 regarding the companies with up to date modifications, to the provisions of the Constitutive Act 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 **Ordinary 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 **26 august 2014** at the headquarters of the company, hour 16:00, 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. Approve the appointment of S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L., with headquarters in Bucuresti, Ion Mihalache Boulevard, no. 15-17, fl. 21, building Bucharest Tower Center, Sector 1, registered at Trade Register Office under no.J40/5964/1999, having CUI RO11909783, member of Financial Auditors Chamber of Romania, authorisation no 77/15 August 2011, legally represented by Bogdan Ion, as financial auditor of the Company.

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

2. Approve the appointment of S.C. GENERAL CONSULTING MGI SRL with headquarters in Bistrita, str. Zefirului, nr.11, Bistrita-Nasaud County, registered at Trade Register Office of Bistrita-Nasaud Court under no. J06/628/2003, having CUI 15816660, company authorized to conduct financial audit activities and other related services – CAFR BUCHAREST member with authorisation no. 1120/28.06.2012, legally represented by Mrs. IACOB GABRIELA ADRIANA - administrator and financial auditor - authorisation no.3727, as internal auditor of the Company.

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

3. Approve that the validity period for financial audit contract to be 2 (two) years from the date of adoption of this decision, and that the validity period for internal audit contract to be 1 (one) year from the date of adoption of this decision.

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

4. Approve the remuneration to the financial auditor and internal auditor.



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

5. Mandates Mr. Traian Simion, as general director and of Mrs. Edit-Eniko Orban, as financial director, that in the name and on behalf of shareholders, to negotiate and sign the contracts for financial and internal audit.

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

6. Establishes the date of September 12 2014, as the registration date which serves to identify the shareholders on which will take effects the decisions adopted by Ordinary General Assembly of Shareholders.

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

7. Mandates the president of Board of Administration, Mr Traian Simion, to sign, in the name and on behalf of all shareholders presented to the meeting, the Decision of O.G.A.S.

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

8. Mandates the legal advisor of the Company, Mrs. Kinga Vaida, which identifies with C.I. series X.B. nr. 370326, released by Police Bistrita on 26.06.2012, to complete all the formalities in order to register the Decision of O.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, August 26th 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