



PROPOSAL

DECISION no. 1 from 29 April 2014 of the General Ordinary Meeting of Shareholders of the Company TERAPLAST S.A.

According to the art.113 and the following from the Law 31/1990 on companies with modifications updated, the provisions of the Constitutive Act of the company **TERAPLAST S.A.**, the provisions of the Law no. 297/2004 as well as the CNVM Rules no. 1/2006 modified by the CNVM Rules no. 31/2006, **the General Ordinary Meeting of Shareholders of the company TERAPLAST S.A.**, with headquarters outside Bistrita, "Industrial Park Teraplast", DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county, certificate of incorporation no. J06/735/1992 at the Office of Commerce Registry, VAT registration number RO 3094980, held on **29 April 2014** at the company's headquarters, at 14:00, in quorum of ____% of the total of 288.875.880 voting rights for the 288.875.880 shares issued by the company TERAPLAST S.A.

DECIDES

On the points from the agenda as follows:

1. Approves the Report of the Board of Administration on the individual and consolidated financial situations for the financial exercise 2013.

Vote structure: ____% for, ____% against, ____% abstain

2. The shareholders are presented the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial situations for the financial exercise 2013.

Vote structure: ____% for, ____% against, ____% abstain

3. Approves the financial situations of the financial exercise 2013, respectively, the balance sheet, the profit-loss account, the situation of modifications of equity, the situation of treasury flows, the accounting policies as well as the explanatory notes from the financial situations of 2013, according to the Report of the Board of Administration and the Report of the Company's financial auditor.

During the financial exercise 2013 the Company TERAPLAST S.A. has registered the following economical-financial indices:

Net turnover	226.612.595
Total revenues	234.068.334
Total expenses	229.383.203
Gross result	4.685.131
Tax on profit	515.998
Net result	5.201.129

Vote structure: ____% for, ____% against, ____% abstain



4. Approves that the company's net profit should remain undistributed, respectively :

Destination	2013
Net profit to be distributed	5.201.129
Legal reserve	230.909
Undistributed profit	4.970.220

Vote structure: ____% for, ____% against, ____% abstain

5. Approves the consolidated financial situations for the financial exercise 2013, according to the Report of the Board of Administration and the Report of the Company's financial auditor.

Vote structure: ____% for, ____% against, ____% abstain

6. Approves the discharge of the Company's Board of Administration for the financial exercise 2013.

Vote structure: ____% for, ____% against, ____% abstain

(abstain votes are given by the company's administrators, who are also shareholders)

7. Approves the Budget of Revenues and Expenses for the financial exercise 2014, with the following indices:

Turnover	262.328.815
Operating expenses	(250.213.143)
Operational result	12.115.672
EBITDA	25.007.194
Financial expenses	(3.460.000)
EBT	8.655.672

Vote structure: ____% for, ____% against, ____% abstain

8. Approves the Investment Program for the financial exercise 2014.

Vote structure: ____% for, ____% against, ____% abstain

9. Approves the proposal regarding the maintenance of the remuneration level of the members of the Board of Administration for the financial exercise 2014 at the same level like the one from the financial exercise 2013.

Vote structure: ____% for, ____% against, ____% abstain

10. Approves the date of 19 May 2014 as registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders.



Vote structure: ____% for, ____% against, ____% abstain

11. Assigning the president of the Board of Administration, Mr. Traian Simion, to sign in the name and for all shareholders present at the meeting the A.G.O.A. Decision.

Vote structure: ____% for, ____% against, ____% abstain

12. Assigning the Company's legal adviser, Mrs. Kinga Vaida, holder of the ID series X.B. no.370326, issued by Bistrita Police on 26.06.2012, to accomplish all procedures on the registration of the A.G.O.A. Decision at the Office of Commerce Registry from Bistrita-Nasaud Law Court and to publish it in Romania's Official Gazette, Part IV.

Vote structure: ____% for, ____% against, ____% abstain

The present decision was prepared and signed today, 29 April 2014, in 5 (five) original copies, of which 2 (two) copies for the Company and 3 (three) copies to be handed in at the Office of Commerce Registry from Bistrita-Nasaud Law Court.

President of the Board of Administration

Traian Simion

Secretary C.A. and A.G.A.

Kinga Vaida