



**DRAFT**

**DECISION No. 1 from 29<sup>th</sup> of April 2015  
OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS  
of S.C. TERAPLAST S.A.**

Pursuant to the provisions of Art.111 and Law 31/1990 on companies as subsequently amended, the provisions of the Articles of Incorporation 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 **Ordinary 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 **29<sup>th</sup> of April 2015** at the headquarter of the Company, at 16:00 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 the Report of the Board of Directors on the individual and consolidated financial situations for the 2014 financial year.

**Structure of the vote : \_\_% for, \_\_% against, \_\_% abstaining**

2. Acknowledging of the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial situations for the 2014 financial year.

**Structure of the vote : \_\_% for, \_\_% against, \_\_% abstaining**

3. Approval of the individual financial situations for the 2014 financial year, namely , balance sheet, profit-loss account, statement of changes in equity, cash flow statement, accounting policies and explanatory notes contained in the financial situations of the 2014 financial year, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

Within the 2014 financial year, Company TERAPLAST S.A. has recorded the following economic and financial indicators:

<b>Net turnover</b>	232.414.452
<b>Total incomes</b>	242.893.606
<b>Total expenditures</b>	233.479.153
<b>Gross result</b>	11.396.449
<b>Income tax</b>	(1.981.997)
<b>Net results</b>	9.414.452

**Structure of the vote : \_\_% for, \_\_% against, \_\_% abstaining**

4. Approval of the net profit for the 2014 financial year to be distributed for the set up of legal reserve and the difference to be distributed as retained earning, as follows:

Destination	2014
Net profit to be distributed	9.414.452
Legal reserve	539.863
Retained earning	8.874.589

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

5. Approval of the consolidated financial situations for the 2014 financial year, according to the Report of the Board of Administration and the Report of the Company's financial auditor.

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

6. Approval of the discharge of the Company's Board of Administration for the 2014 financial year.

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

**(abstention votes are given by the administrators of the company who are also stakeholders)**

7. Approval of the Budget of Revenues and Expenses for the 2015 financial year:

Turnover	284,262,647
Operating expenses	(261,360,414)
Operational result	23,250,191
EBITDA	35,523,479
Financial expenses	(2,312,685)
EBT	20,937,506

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

8. Approval of the Investment Program for the 2015 financial year.

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

9. Approval of the remuneration level of the members of the Board of Directors for 2015 financial year to be the same as for the 2014 financial year.

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

10. Appointing the date of 20<sup>th</sup> May 2015 as the registration date when shareholders affected by the decisions adopted by the Ordinary General Assembly of the Shareholders shall be identified.

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

11. Approval of the date of 19<sup>th</sup> May 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**

12. 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 Ordinary General Assembly of the Shareholders.

**Structure of the vote : \_\_\_% for, \_\_\_% against, \_\_\_% abstaining**

13. 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 Ordinary 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 29<sup>th</sup> of April 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**