

"THRACE PLASTICS Co. S.A."
General Electronic Commercial Registry (GEMI) No. 12512346000
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of 29.12.2014 , on Monday at 12.30 pm

**Draft Resolutions / Comments of the Board of Directors on items of the agenda of
the Extraordinary General Meeting**

DAILY AGENDA ITEMS:

Item 1:

Increase of the Company's share capital via capitalization of: a) part of tax free reserves that had been formed according to L. 2238/1994 and in accordance with the article 72 of l. 4172/2013 and b) part of the reserve "share premium account". The share capital increase will be implemented via the increase of the nominal value of the total shares of the Company by Euro 0.16 per share, meaning from Euro 0.50 per share to Euro 0.66. The Board of Directors will be granted with all relevant authorizations.

The Board of Directors will propose to the Extraordinary General Meeting of Shareholders the increase of the Company's share capital by a total amount of Euro 7,215,139.20 via capitalization of: a) part of tax free reserves that had been formed according to L. 2238/1994 and in accordance with the article 72 of l. 4172/2013, amounting to Euro 6,839,561.31 and b) part of the reserve "share premium account" amounting to Euro 375,577.89. The share capital increase will be implemented via the respective increase of the nominal value of the total shares of the Company by Euro 0.16 per share, meaning from nominal value of Euro 0.50 per share to Euro 0.66. Furthermore, the Meeting proposes that all the required authorizations are granted to the Board of Directors of the Company for the implementation and completion of the entire procedure.

Required Quorum: 1/5 or 20% of share capital

Required Majority: ½ or 50% (+1) of votes represented

Item 2:

Amendment of the relevant, to the share capital, article 5 of the Company's Articles of Association.

The Board of Directors will propose the amendment of the, relevant to the share capital, article 5 of the Company's Articles of Association, as a result of the decision approved with regard to the first item of the daily agenda. In its new form the article will be as follows:

«ARTICLE 5

.....

Based on the decision as of 29/12/2014 of the Extraordinary General Meeting of shareholders of the Company, it was approved the increase of the Company's share capital by a total amount of seven million two hundred fifteen thousand one hundred thirty nine Euros and twenty cents (7,215,139.20) via capitalization of: a) part of tax free reserves that had been formed according to L. 2238/1994 and in accordance with the article 72 of l. 4172/2013, amounting to Euro 6,839,561.31 and b) part of the reserve "share premium account" amounting to Euro 375,577.89. The share capital increase will be implemented via the respective increase of the nominal value of the total shares of the Company by sixteen cents of Euro (0.16) per share, meaning from nominal value of Euro 0.50 per share to Euro 0.66.

Following the above the Company's Share Capital amounts to twenty nine million seven hundred sixty two thousand four hundred forty nine Euros and twenty cents (29,762,449.20 Euros), divided by forty five million ninety four thousand six hundred and twenty (45,094,620) common registered shares with a nominal value of sixty six cents of Euro (0.66) per share. »

Required Quorum: 1/5 or 20% of share capital

Required Majority: ½ or 50% (+1) of votes represented

Item 3:

Approval of the distribution of a part of the tax free reserves that had been formed according to L. 2238/1994 and in accordance with the article 72 of l. 4172/2013 and granting of all the required authorizations to the Board of Directors.

The Board of Directors will request the approval by the Extraordinary General Meeting regarding the distribution of an amount of 1,121,851.65 euro which will derive from the separate taxation and subsequent distribution of tax-exempt

reserves, which had been formed on the basis of L. 2238/1994 and in accordance with the article 72 of L. 4172/2013. Specifically, in application of article 72, paragraph 12 of tax law 4172/2013, tax-exempt reserves which had been formed according to L. 2238/1994 and had not been distributed or capitalized, of amount 1,385,002.04 euro, following their separate taxation with a tax rate of 19% are distributed as an amount of 1,121,851.65 euro, which is the outstanding amount following the above taxation. With the payment of the above tax (19%), the Company's and the shareholders' tax obligation with regard to the above distribution is exhausted.

It is noted that the Company already holds 220,554 treasury shares, which are excluded from the above capital payment.

Moreover, the Board of Directors proposes that the Extraordinary General Meeting of Shareholders specifies the cut-off (ex-dividend) date, the beneficiaries' payment record date, the date of commencement of payment and the paying Bank, and finally that all the necessary authorizations are granted to the Board of directors of the Company for the implementation of the above entire procedure.

Required Quorum: 1/5 or 20% of share capital

Required Majority: ½ or 50% (+1) of votes represented

Item 4:

Approval of share repurchase plan via the Athens Exchange in accordance with the article 16 of P.L. 2190/1920, as it is currently in effect, and granting of relevant authorizations.

The Board of directors will propose that the General Meeting approves a share repurchase plan of the Company according to article 16 of P.L. 2190/1920 and will request the granting of relevant authorizations for its implementation. Specifically, the Chairman will propose the purchase of own shares up to 10% of the Company's outstanding shares (today at 45,094,620) after the deduction, in any case, of the treasury shares currently held by the Company (today 220,554), namely the repurchase based on the above current numbers, of up to 4,288,908 own shares at maximum (of the above absolute and accordingly affected number in case of corporate actions during the share repurchase plan that result into the change of the number of shares of the Company) with a purchase price range from ___ (___) cents

of Euro up to ___ (___) cents of Euro and with the duration of the plan set at a maximum of 24 months beginning from 30th December 2014. It is also proposed the granting of the relevant authorizations to the Board of Directors of the Company for the implementation of the above plan, within the time period defined above.

Required Quorum: 1/5 or 20% of share capital

Required Majority: ½ or 50% (+1) of votes represented

Item 5:

Various Subjects and Announcements.