

THRACE PLASTICS Co. S.A.

S.A. Reg. No. 11188/06/B/86/31

ANNUAL GENERAL MEETING OF SHAREHOLDERS

of April 28th 2011, Thursday at 9:00am

Draft Resolutions/Comments of the Board of Directors on the daily agenda items

DAILY AGENDA ITEMS:

Item No. 1:

Submission and approval of the Annual Financial Statements and Consolidated Financial Statements of the Company for financial year 1/1/2010-31/12/2010, along with the Income Statement, in conjunction with the report to the Board of Directors and the Certified Auditor - Accountant on their activities.

The Board of Directors will propose the approval, by the Annual General Meeting of Shareholders, of the total Annual Financial Statements and Consolidated Financial Statements of the Company for financial year 1/1/2010-31/12/2010, namely of the Balance Sheet, Income Statement, Statement of Changes in Equity and Statement of Cash Flows, as well as the notes on the Financial Statements, as such were approved by the Company's Board of Directors on 30/03/2011, as well as of the Board of Directors' Management Report and the Audit Report by the Certified Auditor.

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

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

Item No. 2:

Release of the members of the Board of Directors and the Certified Auditor Accountant from any liability for indemnity for the above financial statements and for the management of financial year 2010.

The Board of Directors will propose to the Annual General Meeting that its shareholders decide in accordance with article 35 of CL 2190/1920 the release of the members of the Board of

Directors and the Certified Auditor Accountant from any liability for indemnity for the Annual Financial Statements and for the activities and management of financial year 2010 (1/1/2010-31/12/2010).

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

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

Item No. 3:

Approval of fees and remunerations paid to the members of the Board of Directors for financial year 2010 and pre-approval of the fees and remunerations of the above persons for financial year 2011.

The Board of Directors will propose the approval by the Annual General Meeting of shareholders, of fees and remunerations paid to the members of the Board of Directors for financial year 2010 and pre-approval of the fees and remunerations of the above persons for financial year 2011.

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

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

Item No. 4:

Appointment of Certified Auditors - Accountants (one ordinary and one deputy) for the audit of financial year 1/1/2011-31/12/2011 and determination of their fees.

The Board of Directors, following a relevant recommendation by the Audit Committee, will propose to the Annual General Meeting of Shareholders the election of the company "PricewaterhouseCoopers S.A." to conduct the ordinary audit of the Company's annual financial statements (separate and consolidated) for financial year 1/1/2011-31/12/2011, whereas the latter will appoint the audit to its member Mr. Konstantinos Michalatos of Ioannis with CPA License Reg. No. 17701, as Regular Certified Auditor and Mr. Dimitrios Sourbis of Andreas with CPA License Reg. No. 16891 as deputy Certified Auditor. The fees of the certified auditors are proposed to be defined according to the auditor fees paid during 2010.

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

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

Item No. 5:

Approval of profits distribution regarding financial year 1.1.2010 - 31.12.2010 and dividend distribution

The Board of Directors of the Company will propose to the Annual General Meeting that the loss of the parent company amounting to €2,474,651.08 be transferred to the account “Retained Earnings/Losses” to be offset with future earnings.

Also the Board of Directors will propose to the General Meeting of Shareholders the distribution of a total dividend amounting to 1,623,406.32 euro, which will be distributed from the earnings of previous years.

It is noted that the Company owns 854,880 treasury shares that are excluded from the dividend payment.

Also, it is proposed that the Annual General Meeting of shareholders defines the following:

(a) the Ex-Dividend date as Monday May 2nd 2011 (namely the date from which the Company's shares will be traded on the Athens Exchange without the right to receive dividend).

(b) the Record Date as Wednesday May 4th 2011 (namely the date on which those who are shareholders listed on the records of the Dematerialized Securities System (D.S.S.) of the Company will be entitled to receive dividend) and

(c) The Dividend Payment date as Tuesday May 10th 2011 (the date on which the dividend payment will commence).

Finally it is proposed that XXXXX is appointed by the Annual General Meeting as the paying agent for the dividend.

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

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

Item No. 6:

Election of new members of the Audit Committee of article 37 L. 3693/2007.

The Board of Directors will propose to the Annual General Meeting of shareholders the appointment of a new member in the Audit Committee, and specifically the appointment of Mr. Christos Siatis, Non-Executive Member of the Board. Subsequently, the Audit Committee will consist of Messieurs Konstantinos Gianniris, Independent Non-Executive Member, Ioannis Apostolakos, Independent Non-Executive Member and Christos Siatis, Non-Executive Member.

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

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

Item No. 7:

***Change of the Company's registered offices due to the implementation of "Kallikratis" plan-
Amendment to Article 2 of the Articles of Association***

De to the implementation of the "Kallikratis" plan, the Municipality of Vistonida is repealed as an independent Municipality and is incorporated in the new Municipality of Avdiron. Therefore the Company's domicile is now the Municipality of Avdiron and thus it is proposed to amend article 2 par. 1 of the Articles of Association as follows:

Article 2

Domicile – Branches

1. The town of Magiko, of the Municipality of Avdiron in the Prefecture of Xanthi is defined as the Company's domicile.

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

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

Item No. 8:

Granting of permission pursuant to article 23 par. 1 of Codified Law 2190/20, as currently in force, to the Members of the Board of Directors, the General Managers and the Managers of the

Company, to participate in Boards of Directors or in the Management of subsidiaries or affiliated companies of the Company and therefore of the Company's Group.

The Board of Directors will propose to the Annual General Meeting of shareholders the granting of permission pursuant to article 23 par. 1 of Codified Law 2190/20, as currently in force, to the Members of the Board of Directors, the General Managers and the Managers of the Company, to participate in Boards of Directors or in the Management of subsidiaries or affiliated companies of the Company and therefore of the Company's Group.

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

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

Item No. 9:

Miscellaneous items and announcements

The General Meeting of shareholders, will be informed about the replacement of an Executive Board Member by Mr. Christos Siatis (Non-Executive Board Member), which took place during the meeting of the Board dated 23.7.2010 and was announced on 26.7.2010.