

"THRACE PLASTICS Co. S.A."
General Electronic Commercial Registry No. 12512346000 (former SA Reg. No.
11188/06/B/86/31)
ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of Wednesday, 29 MAY 2013 at 9:00 a.m.

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

AGENDA ITEMS:

Item 1:

Submission and approval of the Annual Financial Statements (separate and consolidated) of the Company for financial year 2012 (1/1/2012-31/12/2012), in conjunction with the Annual Management Report of the Board of Directors and the Audit Report on the statements by the Certified Auditor Accountant

The Board of Directors shall recommend the approval by the Ordinary General Meeting of the shareholders of all the Annual Financial Statements (separate and consolidated) of the Company for financial year 2012 (1/1/2012 to 31/12/2012), namely of the Balance Sheet, together with the Income Statement, the Statement of Changes in Shareholder's Equity, the Cash Flow Statement, as well as the notes to Financial Statements, as approved by the Company's Board of Directors on 20/03/2013, as well as the report from 20.3.2013 of the Annual Management Report of the Board of Directors and the Report from 21.3.2013 of the Company's Certified Auditor - Accountant. All of the above (statements, reports etc.) are included in the Annual Financial Report of financial year 2012 drawn up and published by the Company on its legally registered website and on the Official Government Gazette (Societe Anonyme and Limited Liability Company journals and General Electronic Commercial Registry) pursuant to law

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

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

Item 2:

Approval on the distribution of fiscal year 2012 results (01/01/2012-31/12/2012) and on the distribution (payment) of dividend and provision of the necessary authorizations to the Board of Directors

The Board of Directors shall recommend to the Ordinary General Meeting the approval of the distributions of results for financial year 2012 (1.1.2012-31.12.2012) and in particular the distribution of a total dividend amounting to € 1,570,592.31 distributed from the results of the above financial year.

It shall be noted that the Company holds 1,075,434 treasury shares, which are exempt from dividend payments.

Furthermore it is recommended that the Ordinary General Meeting of shareholders set:

(a) Monday 10 June 2013 as the ex-dividend date (namely the date from which the Company's shares are negotiated in the Athens Stock Exchange without the right to receive dividend),

(b) Wednesday 12 June 2013 as the dividend record date (namely the date on which beneficiaries of the above dividend shall be all the registered shareholders in the archives of the Company's Dematerialized Securities System) and

(c) Tuesday 18 June 2013 as Payment Date (on which dividend payments shall commence).

Finally, it is recommended that the Ordinary General Meeting of the shareholders nominate XXXX as the paying bank; it is also recommended that the necessary authorizations for the implementation of the process be provided to the Board of Directors of the company.

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

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

Item 3:

Exemption of the members of the Board of Directors and of the Certified Auditor Accountant from any liability for indemnity regarding the above Annual Financial Statements, as well as the activities and management of financial year 2012.

The Board of Directors shall recommend that the shareholders of the Ordinary General Meeting decide according to article 35 of Codified Law 2190/1920 (according to formalities and restrictions of the said article) on the exemption of the members of the Board of Directors and of Auditors from any liability as regards the Annual Financial Statements and the management of the financial year 1/1/2012-31/12/2012.

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

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

Item 4:

Approval of the remuneration and compensation paid to the members of the Board of Directors regarding the services the members have rendered during financial year 2012 and pre-approval of remuneration and compensation of the above persons for the period from 1.06.2013 up to the date of the next Ordinary General Meeting.

The Board of Directors shall recommend the approval, in accordance with law, by the shareholders' Ordinary General Meeting of the fees and remunerations of the members of the Board of Directors paid for financial year 2012, as well as the pre-approval of fees and remunerations of B.o.D. members for financial year 2013 and up until the date of the next Ordinary General Meeting.

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

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

Item 5:

Appointment of (1) Ordinary and (1) Deputy Certified Auditor - Accountant from the Register of Certified Auditors with regards to the audit of the annual and semiannual financial statements of financial year 2013 (1/1/2013-31/12/2013) and determination of their fees.

The Board of Directors upon relevant recommendation of the Audit Committee, recommends to the Ordinary General Meeting the selection of the company "PricewaterhouseCoopers Auditing Firm S.A." the submission to regular audit of the annual financial statements of the Company (separate and consolidated) for financial year 2013 (1/1/2013-31/12/2013), which shall assign the audit to its member Mr. Konstantinos Michalatos, father's name Ioannis, S.O.E.L. Reg. No. 17701 as Ordinary Certified Auditor and Mr. Dimitrios Sourbis father's name Andreas S.O.E.L. Reg. No. 16891 as deputy certified auditor. The fees of certified auditors are recommended to be the same as in financial year 2012.

It shall be noted that the said auditing firm shall assume responsibility of the issue process of the annual certificate and report of tax compliance of the company for financial year 2013, in accordance with provisions of article 82 par. 5 L. 2238/1994.

Finally, it is recommended that the Board of Directors be authorized to proceed to a final agreement with the above auditing firm with regards to the amount of its fees, which shall not exceed the previous financial year's fees (2012), as well as to send the written notification-order to the elected auditing firm within five (5) days from the date of its election.

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

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

Item 6:

Provision of approval - permission pursuant to article 23 par. 1 of C.L. 2190/20, as in force, to the members of the Board of Directors, the General Managers and the Managers of the Company with regards to their participation in Boards of Directors or in Management of the Group's companies.

The Board of Directors shall recommend to the Ordinary General Meeting of the shareholders the granting of permission pursuant to article 23 of Codified Law 2190/1920 to the Members of the Board of Directors, the General Managers and the Managers of the Company, to participate in the Management of subsidiaries or affiliated companies (current or future) of the Company and therefore of the Company's Group.

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

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

Item 7:

Reduction of the Company's share capital, through reduction of the total number of shares due to cancellation of the Company's treasury shares in accordance with article 16 of C.L. 2190/1920, as in force, and with amendment of the relevant article 5 of the Company's Articles of Association.

The Board of Directors shall recommend that the Ordinary General Meeting of the shareholders, in accordance with article 16 of C.L. 2190/1920, cancel 1,075,434 treasury shares the Company holds in execution of the share buyback program approved by decision of 3-11-2008 of the General Meeting, with a corresponding reduction in the total number of shares of the Company and a subsequent reduction in the share capital by 427,440.00 Euros and therefore the amendment of the relevant article 5 of the Company's Articles of Association. After the cancellation of the treasury shares, the share capital of the Company shall amount to 22,547,310 Euros, divided into 45,094,620 common registered shares of a nominal value of 0.50 each.

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

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

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Item 9:

Miscellaneous Items and Announcements

The Chairman and Managing Director Mr. Konstantinos Halioris shall inform the shareholders on the path and prospects of the Group regarding the year 2013.