

**"THRACE PLASTICS Co. S.A."**  
**General Electronic Commercial Registry (GEMI) No. 12512346000**  
**ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of Wednesday 15<sup>th</sup> April 2015, at 12.30 p.m.**

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

**DAILY AGENDA ITEMS:**

**Item 1:**

**Submission and approval of the Annual Financial Statements (separate and consolidated) of the Company for financial year 2014 (1/1/2014-31/12/2014), 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 the entire Annual Financial Statements (separate and consolidated) of the Company for financial year 2014 (1/1/2014 - 31/12/2014), 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 18.03.2015, as well as of the Annual Management Report of the Board of Directors as at 18.03.2015 and of the Report of the Company's Certified Auditor - Accountant as at 19.3.2015. All of the above (statements, reports etc.) are included in the Annual Financial Report of financial year 2014 legally drawn up and published by the Company, and are presented in the legally registered address of the Company's website in the General Electronic Commercial Registry (GEMI), as well as in the website of GEMI ([www.businessportal.gr](http://www.businessportal.gr)) and through dissemination of the above to the website of the organized market in which the Company's shares are traded.

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

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

**Item 2:**

**Approval of income for the financial year 2014 (01/01/2014-31/12/2014) and dividend distribution (payment), and provision to the Board of Directors of the relevant authorizations.**

The Board of Directors will submit for approval to the Annual Ordinary General Meeting of Shareholders the appropriation of income for the financial year 2014 (01/01/2014-

31/12/2014) and specifically it will propose the distribution of dividend amounting to 1,000,000.00 Euro (gross figure).

It is noted that the Company holds 656.617 treasury shares which are not entitled to the above dividend.

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

- (a) Monday, 20th April 2015, as the ex-dividend date (namely the date from which the Company's shares will be traded on the Athens Exchange without the right to receive the above dividend),
- (b) Tuesday, 21st April 2015, as the dividend beneficiaries 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) Monday, 27th April 2015, as the Payment Date on which dividend payments shall commence).

Finally, it is recommended that the Ordinary General Meeting of the shareholders nominate ..... as the paying bank. It is also recommended that the necessary authorizations for the implementation of the process are 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:**

**Discharge of the members of the Board of Directors and of the Auditors of the Company from any compensation or liability deriving from the facts and the management as well as from the Annual Financial Statements of the financial year 2014.**

The Board of Directors shall recommend that the shareholders of the Ordinary General Meeting decide according to article 35 of Codified Law 2190/1920 (and in accordance with formalities and restrictions of the said article) on the exemption of the members of the Board of Directors and of Auditors from any liability deriving from the facts and the management as well as from the Annual Financial Statements of the financial year 2014 (01/01/2014-31/12/2014).

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

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

**Item 4:**

**Election of one (1) Ordinary and one (1) Deputy Chartered Auditor Accountant from the Registry of the Chartered Auditors for the audit of the annual and semi-annual financial statements of the year 2015 (01/01/2015-31/12/2015) and determination of their fees.**

The Board of Directors upon relevant recommendation made by the Audit Committee, recommends to the Ordinary General Meeting the selection of the company "PricewaterhouseCoopers Auditing Firm S.A." for the regular audit of the annual financial statements of the Company (separate and consolidated) for financial year 2015 (1/1/2015 - 31/12/2015). The firm shall assign the audit to its member Mr. ...., father's name ....., S.O.E.L. Reg. No. .... as Ordinary Certified Auditor and Mr. ...., father's name ..... S.O.E.L. Reg. No. .... as Deputy Certified Auditor. It is 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 2015, 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 regard to the amount of its fees 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 5:**

**Amendment of the article 7, paragraph 1, of the Company's Articles of Association.**

The Board of Directors will propose to the Annual Ordinary General Meeting of Shareholders the amendment of the article 7, paragraph 1 of the Company's Articles of Association in order for the Company's Board of Directors to consist of seven (7) up to eleven (11) members. The article in its newly amended version will be as follows (the amended text is underlined):

***"Article 7***

***Composition of Board of Directors - Term***

***1. The Company is managed by the Board of Directors consisting of seven (7) up to eleven (11) members.***

***2. The members of the Board of Directors are elected from the General Shareholders' Meeting, among shareholders or not, for a five-year term, which is extended automatically until the first annual General Meeting following the expiration of the term, without however the above term exceeding six years".***

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

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

**Item 6:**

**Election of the new Board of Directors of the Company and appointment of independent members of the Board of Directors in accordance with the clauses of Law 3016/2002, as it is currently in effect.**

The Chairman of the General Shareholders' Meeting will notify shareholders that according to the article 7 of the Company's Articles of Association, as it is in effect following its amendment based on the decision of the present Meeting (see Item 5), the Board of Directors will consist of seven (7) up to eleven (11) members who are elected for a 5-year term, extended automatically until the first annual General Meeting following the expiration of the term, without however the above term exceeding six years.

The current Board of Directors was elected following a decision of the General Meeting on 24.04.2014.

In the context of the above, it is proposed to the General Meeting and for purposes of improvement of the Company's managerial operations, the election of a new 11-member Board of Directors for a five year period and specifically until the Annual General Meeting that will convene within the first half of year 2020 (namely with a term until 30.06.2020), comprised of the following members:

1.....

2.....

3.....

4.....

5.....

6.....

7.....

8.....

9.....

.....

.....

It is also proposed that the following of the above members of the Board of Directors are appointed as independent members according to the clauses of Law 3016/2002, as it is currently in effect: 1) ..... of ....., 2) ..... of ..... and 3) ..... of .....

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

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

**Item 7:**

**Appointment of members of the Audit Committee, according to the article 37 of Law 3693/2008.**

In anticipation of the election of new Board of Directors for the Company and in accordance with the article 37 of L. 3693/2008, it is proposed the appointment of the following members of the new BoD as members of the Audit Committee which is established and exists in accordance with the article 37 of L. 3693/2008, and namely the following:

- 1) ..... of .....,
- 2) ..... of ..... and
- 3) ..... of .....

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

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

**Item 8:**

**Approval of the fees and remuneration paid to the members of the Board of Directors during the financial year 2014 (01/01/2014-31/12/2014) for the services rendered, and pre-approval of fees and remuneration of the members of the Board of Directors for the current financial year 2015 and until the date of the subsequent Annual Ordinary General Meeting.**

The Board of Directors shall recommend the approval, in accordance with law, by the Ordinary General Shareholders' Meeting of the fees and remunerations of the members of the Board of Directors paid for financial year 2014 (01/01/2014-31/12/2014), as well as the pre-approval of fees and remunerations of B.o.D. members for current financial year 2015 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 9:**

**Granting of approval-authorization in accordance with article 23 paragraph 1 of the Codified Law 2190/1920, to the Directors of the Board of Directors, to the General Managers, and to the Managers of the Company for their participation in the Boards of Directors or in the Management of companies of the Group.**

The Board of Directors shall recommend to the Ordinary General Meeting of 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 10:**

**Completion of the approved decision by the Extraordinary General Shareholders' Meeting of 29th December 2014 with regard to the Company's share capital increase via capitalization of reserves taxed on the basis of Law 4172/2013, for the coverage of the Company's own participation in an investment plan submitted in the context of the provisions of Law 3299/2004.**

The Board of Directors will propose to the Annual Ordinary Shareholders' Meeting the coverage of 65% of the total expenditure concerning the investment plan submitted by the Company based on the decision with protocol no. 10916/YPE/5/00345/E/L.3299/2004/25-02-2009 of the Minister and Deputy Minister of Economy and Finance. The expenditure amounts to 2,488,200.00 Euro and will be covered via the Company's own participation and specifically with the utilization of part of the Company's reserves taxed under Law 4172/2013 and capitalized following the relevant decision of the Extraordinary Shareholders' Meeting on 29<sup>th</sup> December 2014. It is noted that the above capitalized reserves, which comprise the Company's own participation in the above investment, will be recorded in a separate account in the Company's accounting books and will not be distributed until the expiration of a 5-year period beginning from the completion of the investment.

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

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

**Item 11:**

**Miscellaneous Items and Announcements**