

**"THRACE PLASTICS Co. S.A."**  
**General Electronic Commercial Registry (GEMI) No. 12512346000**  
**ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of Thursday 14<sup>th</sup> April 2016, 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 2015 (1/1/2015-31/12/2015), in conjunction with the Annual Management Report of the Board of Directors and the Audit Report on the statements by the Certified Auditor Accountant.**

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

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

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 2015 (1/1/2015 - 31/12/2015), 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 21.03.2016, as well as of the Annual Management Report of the Board of Directors as at 21.03.2015 and of the Report of the Company's Certified Auditor - Accountant as at 22.3.2015. All of the above (statements, reports etc.) are included in the Annual Financial Report of financial year 2015 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.

**Item 2:**

**Approval of income for the financial year 2015 (01/01/2015-31/12/2015) and decision with regard to the distribution of no dividend**

**Required Majority:** 70% of the paid up share capital

The Board of Directors will submit for approval to the Annual Ordinary General Meeting of Shareholders the appropriation of income for the financial year 2015 (01/01/2015-31/12/2015) and specifically it will propose not to distribute any dividend to the shareholders of the Company from the earnings of the closing financial year 2015

**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 2015.**

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

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

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 2015 (01/01/2015-31/12/2015).

**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 2016 (01/01/2016-31/12/2016) and determination of their fees.**

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

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

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 2016 (1/1/2016 - 31/12/2016). The firm shall assign the audit to its member Mr. Dimitrios Sourbis, father's name Andreas, S.O.E.L. Reg. No. 16891 as Ordinary Certified Auditor and Mrs Despoina Marinou, father's name Petros S.O.E.L. Reg. No. 17681 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 2016, in accordance with provisions of article 65A of L. 4174/2013.

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.

**Item 5:**

**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.**

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

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

The Chairman of the General Shareholders' Meeting will notify shareholders that according to the article 7 of the Company's Articles of Association the Board of Directors 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.

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 2021 (namely with a term until 30.06.2021), comprised of the following members:

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....
- 7.....
- 8.....
- 9.....
- 10.....
- 11.....

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 ....., 3) ..... of ..... 4) .....of ....., 5) ..... of ....., 6) ..... of ..... Which fulfill the conditions of independence as provided by Law, a fact that has been verified by the Remuneration and Board Member Nominee Committee of the Company.

**Item 6:**

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

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

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

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 three members of the BoD as members of the Audit Committee.

More specifically the Audit Committee consists of the following non-executive members of the new BoD:

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

**Item 7:**

**Approval of the fees and remuneration paid to the members of the Board of Directors during the financial year 2015 (01/01/2015-31/12/2015) for the services rendered, and pre-approval of fees and remuneration of the members of the Board of Directors for the period from 14 April 2016 until the date of the subsequent Annual Ordinary General Meeting.**

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

**Required Majority:** ½ or 50% (+1) of votes represented in the 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 2015 (01/01/2015-31/12/2015), as well as the pre-approval of fees and remunerations of B.o.D. members for the period from 14 April 2016 and up until the date of the next Ordinary General Meeting.

**Item 8:**

**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.**

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

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

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.

**Item 9:**

Miscellaneous Items and Announcements