

"THRACE PLASTICS Co. S.A."
General Electronic Commercial Registry (GEMI) No. 12512346000
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of 2nd February 2017, on Thursday at 12:30 p.m.

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

DAILY AGENDA'S ITEMS

Issue 1:

Decrease of the Company's share capital through reduction of the total number of shares due to cancellation of Treasury stock, in accordance with the article 16 of P.L. 2190/1920, as it is currently in effect, and amendment of the relevant article 5 of the Company's Articles of Association.

Required Quorum: 2/3 of the paid up share capital

Required Majority: 2/3 of votes represented

The Board of Directors will propose to the Extraordinary General Meeting the decrease of the Company's share capital by a total amount of 893,090.88 Euros, which will be implemented via the reduction of the total number of Company's shares from 45,094,620 to 43,741,452 common registered shares, due to cancellation according to the article 16 of the Codified Law 2190/1920, as is currently in force, of the entire number of treasury shares of the Company and specifically of 1,353,168 own shares, of which:

- a) 1,132,614 treasury shares were purchased by the Company in execution / implementation of the decision of the Extraordinary Shareholders' Meeting on 29.12.2014, whereas
- b) 220,554 treasury shares were purchased during the previous stock repurchase plan concerning the period 2012 – 2014 in execution of the respective decision of the Annual General Shareholders' Meeting of 20th April 2012.

Furthermore, the Board of Directors will propose to the General Meeting 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 issue of the daily agenda. In its new form the article will be as follows:

**«Article 5
Share Capital**

1. The Company's share capital was initially set at five million (5,000,000) Greek Drachmas divided by five thousand (5,000) common bearer shares with nominal value of one thousand (1,000) Greek Drachmas per share. The share capital was paid in full via capital contributions according to the provisions of article 42 of the current Government Gazette 2620/9.8.1977.

2. Based on the decision as of 06/03/1978 of the Board of Directors of the Company, it was approved the first share capital increase by ten million (10,000,000) drachmas via the issuance of ten thousand (10,000) new bearer shares with nominal value of one thousand (1,000) drachmas per share. The new shares added to the previous share capital they increased its level from five million (5,000,000) drachmas to fifteen million (15,000,000) drachmas, divided into fifteen thousand (15,000) bearer shares with nominal value of one thousand (1,000) drachmas per share (Gov. Gaz. 508/22.03.1978).

.....
35. Based on the decision as of 29/5/2013 of the Annual General Meeting of Shareholders it was approved the decrease of the Company's Share Capital by the amount of four hundred twenty seven thousand and four hundred and forty (427,440) Euros via the reduction of the total outstanding number of shares from forty five million nine hundred and forty nine thousand and five hundred (45,949,500) to forty five million ninety four thousand and six hundred and twenty (45,094,620), due to the cancellation of eight hundred and fifty four thousand and eight hundred and eighty (854,880) treasury shares of the Company which were purchased by the Company in execution of the decision as of 3/11/2008 of the Annual General Meeting of its Shareholders.

36. 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 6,839,561.08 and b) part of the reserve "share premium account" amounting to Euro 375,578.12. The share capital increase was 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 per share.

37. Based on the decision as of 02/02/2017 of the Extraordinary General Meeting of the Company's Shareholders it was approved the reduction of the Company's share capital by the amount of eight hundred and ninety three thousand, ninety Euros and eighty eight cents (893,090.88 Euros) via the reduction of the Company's total number of shares from forty five million, ninety four thousand, six hundred and twenty (45,094,620) to forty three million, seven hundred and forty one thousand, four hundred and fifty two (43,741,452) shares, due to the cancellation of one million, three hundred and fifty three thousand, one hundred and sixty eight (1,353,168) treasury shares of the Company, which had been purchased in execution of the decisions of 29/12/2014 and 20/04/2012 of the General Shareholders' Meetings of the Company.

Following the above the Company's total Share Capital amounts to twenty eight million, eight hundred and sixty nine thousand, three hundred and fifty eight Euros and thirty two cents (28,869,358.32 Euros), divided by forty three million, seven hundred and forty one

thousand, four hundred and fifty two (43,741,452) common registered shares with a nominal value of sixty six cents of Euro (0.66) per share.»

Issue 2:

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 the relevant authorizations.

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

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

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 43,741,452 as result of the approved decision for share capital decrease via the reduction of the total number of shares, due to cancellation of treasury shares), namely the repurchase based on the above current numbers, of up to 4,374,145 own shares at maximum with a purchase price range from one Euro and fifty cents (1.50 €) up to three Euros and fifty cents (3.50 €) cents and with the duration of the plan set at a maximum of 24 months beginning from the date of the present decision. 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.

Issue 3:

Other subjects and announcements.