

«THRACE PLASTICS HOLDING SA»
General Electronic Commercial Registry (GEMI) No. 12512346000
ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS
of Tuesday 15th May 2018, at 12.30 p.m.

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

Item 1:

Submission and approval of the Annual Financial Statements (separate and consolidated) of the Company for financial year 2017 (1/1/2017 - 31/12/2017), 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 (20%) of the paid up share capital of the Company

Required Majority: 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 2017 (1/1/2017 - 31/12/2017), 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 17.04.2018, as well as of the Annual Management Report of the Board of Directors as at 17.04.2018 and of the Audit Report of the Company's Certified Auditor - Accountant as at 19.04.2018.

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Financial Report of financial year 2017 which has been legally prepared and published by the Company, and are presented both in the legally registered address of the Company's website (www.thracegroup.gr) in the General Electronic Commercial Registry (GEMI), and through dissemination of the above to the organized market in which the Company's shares are traded as well as in the Hellenic Capital Market Commission.

Item 2:

Approval of allocation (distribution) of income for the financial year 2017 (01/01/2017 - 31/12/2017), decision with regard to the distribution (payment) of dividend and granting of the relevant authorization to the Board of Directors.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

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

The Board of Directors will submit for approval to the Annual Ordinary General Meeting of Shareholders the appropriation of income for the financial year 2017 (01/01/2017 - 31/12/2017) and specifically it will propose to distribute a total dividend 2,058,217 Euros (gross amount) to the shareholders of the Company from the earnings of the closing financial year 2017 and from retained earnings.

It is noted that the Company owns 4,324 treasury shares, which are not entitled to any dividend payment, and therefore the dividend amount which corresponds to these shares further increases the dividends of the remaining outstanding shares.

It also proposes that the annual Ordinary General Meeting of the shareholders specifies the following:

- (a) Friday, 18th May 2018 is the ex-dividend date concerning the dividend of fiscal year 2017,
- (b) Monday, 21st May 2018 is the record date concerning the shareholders entitled to the dividend of fiscal year 2017, and
- (c) Friday, 25th May 2018 is the payment date with regard to the dividend of year 2017, via a banking institution or the Hellenic Exchanges (EXAE).

Finally it is recommended that the Company's Board of Directors is granted with all necessary authorizations for the appropriate and timely execution and implementation of the above decision with regard to the distribution (payment) of dividend.

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 2017 (01.01.2017-31.12.2017).

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

Required Majority: 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 for compensation in relation to the facts and the management as well as to the Annual Financial Statements of the financial year 2017 (01/01/2017 - 31/12/2017).

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 2018 (01/01/2018 - 31/12/2018) and determination of their fees.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

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

The Board of Directors upon relevant recommendation made by the Audit Committee will propose at the Annual Ordinary General Meeting the election of the auditing firm under the name "PRICEWATERHOUSECOOPERS AUDITING FIRM S.A." (registered in the Public Records of the article 14 of Law 4449/2017) for the regular audit of the annual and semi-annual Financial Statements of the Company (separate and consolidated) for financial year 2018 (1/1/2018 - 31/12/2018). 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 above auditing firm shall assume responsibility of the issuing process of the annual tax certificate and the tax compliance report of the Company for the financial year 2018, in accordance with provisions of article 65A of L. 4174/2013.

Finally, it is recommended that the Board of Directors will 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-mandate to the elected auditing firm within five (5) days from the date of its election.

Item 5:

Approval of the fees and remuneration paid to the members of the Board of Directors during the financial year 2017 (01/01/2017 - 31/12/2017) for the services rendered, and pre-approval of fees and remuneration of the members of the Board of Directors for the current financial year 2018 and until the date of the subsequent Annual Ordinary General Meeting.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

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

The Board of Directors shall propose the approval, in accordance with law, by the Annual Ordinary General Shareholders' Meeting of the fees and remunerations of the members of the Board of Directors paid for financial year 2017 (01/01/2017 - 31/12/2017), as well as the pre-approval of fees and remunerations of the members of Board of Directors for the current financial year 2018 (01.01.2018-31.12.2018) and up until the date of the next Ordinary General Meeting.

Item 6:

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 with regard to their participation in the Boards of Directors or in the Management of companies of the Group.

Required Quorum: 1/5 (20%) of the paid up share capital of the Company

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

The Board of Directors shall propose 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 Group.

Item 7:

Various items and announcements.