

"THRACE PLASTICS HOLDING AND COMMERCIAL SOCIETE ANONYME"

General Electronic Commercial Registry (GEMI) No. 12512346000

ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS

of Tuesday 18th June 2019, at 12.30 p.m.

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

Item 1:

Submission and approval of the Annual Financial Statements (separate and consolidated) for financial year 2018 (1/1/2018 - 31/12/2018), 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) for financial year 2018 (1/1/2018 - 31/12/2018), 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 15.04.2019, as well as of the Annual Management Report of the Board of Directors as at 15.04.2019 and of the Audit Report of the Company's Certified Auditor - Accountant as at 17.04.2019.

All of the above documents (Financial Statements, Reports, etc.) are included in the Annual Financial Report of financial year 2018 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 2018 (01/01/2018 - 31/12/2018), 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 2018 (01/01/2018 - 31/12/2018) and specifically it will propose to distribute a total dividend 1,944,000 Euros (gross amount) to the shareholders of the Company from the earnings of the closing financial year 2018 as well as from the earnings of previous fiscal years.

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) Thursday, 20th June 2019 is the ex-dividend date concerning the dividend of fiscal year 2018,
- (b) Friday, 21st June 2019 is the record date concerning the shareholders entitled to the dividend of fiscal year 2018, and
- (c) Wednesday, 26th June 2019 is the payment date with regard to the dividend of year 2018, 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.

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:

Approval of the entire administration and discharge of the Certified Auditors of the Company from any compensation or liability deriving from the facts and the management of the closing fiscal year 2018 (01.01.2018 - 31.12.2018) as well as from the respective annual Financial Statements.

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 approve the entire administration taking place during the year ended 31.12.2018 and also decide 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 above mentioned financial year.

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 2019 (01/01/2019 - 31/12/2019) 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 the current financial year 2019 (1/1/2019 - 31/12/2019). 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 2019, 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 2018 (01/01/2018 - 31/12/2018) for the services rendered.

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 their services rendered towards the Company for the financial year 2018 (01/01/2018 - 31/12/2018).

Item 6:

Approval of the Company's Remuneration Policy according to the articles 110 and 111 of Law 4548/2018, as it is currently in effect.

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 present the Remuneration Policy for approval by the annual Ordinary General Meeting of shareholders. The Remuneration Policy was prepared by the Committee for Remuneration and Nomination of BoD Members, according to the provisions of articles 110 and 111 of Law 4548/2018 and defines the special framework, the terms and the basic principles applied during the determination process of the general remuneration, fees and other benefits provided to the eligible persons.

Item 7:

Determination and pre-approval of the fees and remuneration of the members of the Board of Directors for the current fiscal year 2019 (01.01.2019-31.12.2019), as well as granting of approval for prepayment of the fees to the above members for the time period up to the next Ordinary General Meeting, according to the article 109 of Law 4548/2018 as it is in effect.

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 propose to the annual Ordinary General Meeting of shareholders the determination of fees and remuneration in general of the members of the Board of Directors for the current fiscal year 2019 (01.01.2019-31.12.2019), which are in line with the approved Remuneration Policy of the Company as well as the granting of relevant approval concerning the prepayment of fees to the above mentioned persons for the time period up to the following Ordinary General Meeting, according to the article 109 of Law 4548/2018 as it is in effect.

Item 8:

Granting of approval-authorization in accordance with article 98 paragraph 1 of Law 4548/2018 as it is in effect, 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.

The Board of Directors shall propose to the annual Ordinary General Meeting of Shareholders the granting of permission, pursuant to article 98, paragraph 1 of Law 4548/2018, 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:

Appointment anew of the Audit Committee, according to the provisions of article 44 of Law 4449/2017 and election of its Chairman.

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 present for approval by the annual Ordinary General Meeting of shareholders the re-appointment of the 3-member Audit Committee, which has been appointed by the Extraordinary General Meeting of shareholders of 19th March 2019. The above Committee fulfills the conditions of the article 44, paragraph 1 of L. 4449/2017 and consists of the following physical persons, namely: 1) Mr. Georgios Samothrakis of Panagiotis, Certified Auditor, 2) Konstantinos Gianniris of Ioannis, independent non-executive member of the Board of Directors, and 3) Mr. Ioannis Apostolakos of Georgios, independent non-executive member of the Board of Directors.

At the same time, the Board of Directors will propose to the annual Ordinary General Meeting of shareholders the determination of a three-year term concerning the above Audit Committee, beginning from 18/06/2019 and ending on 18/06/2022, as well as the election of Mr. Georgios Samothrakis as its Chairman.

Item 10:

Various items and announcements.