

**"THRACE PLASTICS Co. S.A."**  
**General Electronic Commercial Registry (GEMI) No. 12512346000**  
**ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of Thursday 24<sup>th</sup> APRIL 2014 at 9.00 a.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 2013 (1/1/2013-31/12/2013), 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 2013 (1/1/2013 - 31/12/2013), 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 21.03.2014, as well as of the Annual Management Report of the Board of Directors as at 21.3.2014 and of the Report of the Company's Certified Auditor - Accountant as at 22.3.2014. All of the above (statements, reports etc.) are included in the Annual Financial Report of financial year 2013 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 the organized market. At the same time, the Data & Information of the annual financial statements have been published in the Official Government Gazette (Societe Anonyme and Limited Liability Company journals and General Electronic Commercial Registry) pursuant to law.

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

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

**Item 2:**

*Approval of distribution of tax-exempt reserves which had been formed on the basis of L. 2238/1994, in accordance with the article 72 of L. 4172/2013 and provision to the Board of Directors of the relevant authorizations*

The Board of Directors will propose to the Annual General Shareholders' Meeting the approval of the distribution of an amount of 2,243,703.00 euro (or amount of 0.05

euro per share), which will derive from the separate taxation and subsequent distribution of tax-exempt reserves, which had been formed on the basis of L. 2238/1994, in accordance with the article 72 of L. 4172/2013. Specifically, in application of article 72, paragraph 12 of tax law 4172/2013, tax-exempt reserves which had been formed according to L. 2238/1994 and had not been distributed or capitalized, of amount 2,770,003.70 euro, following their separate taxation with a tax rate of 19% are distributed as an amount of 2,243,703.00 euro, which is the outstanding amount following the above taxation. With the payment of the above tax (19%), the Company's and the shareholders' tax obligation with regard to the above distribution is exhausted.

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

- (a) Monday, 28<sup>th</sup> April 2014, as the ex-dividend date (namely the date from which the Company's shares are traded on the Athens Exchange without the right to receive dividend),
- (b) Wednesday, 30<sup>th</sup> April 2014, 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) Wednesday, 7<sup>th</sup> May 2014, as the Payment Date (on which dividend payments shall commence).

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

***Exemption of the members of the Board of Directors and of the Certified Auditor Accountant from any liability for indemnity regarding the above Annual Financial Statements, as well as the activities and management of financial year 2013.***

The Board of Directors shall recommend that the shareholders of the Ordinary General Meeting decide according to article 35 of Codified Law 2190/1920 (according to formalities and restrictions of the said article) on the exemption of the members of the Board of Directors and of Auditors from any liability as regards the Annual Financial Statements and the management of the financial year 1/1/2013 – 31/12/2013.

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

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

### **Item 4:**

***Approval of the remuneration and compensation paid to the members of the Board of Directors regarding the services the members have rendered during financial year 2013 and pre-approval of remuneration and compensation of the above persons for the current financial year 2014 and up to the date of the next Ordinary General Meeting.***

The Board of Directors shall recommend the approval, in accordance with law, by the shareholders' Ordinary General Meeting of the fees and remunerations of the members of the Board of Directors paid for financial year 2013, as well as the pre-approval of fees and remunerations of B.o.D. members for financial year 2014 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 5:**

***Appointment of (1) Ordinary and (1) Deputy Certified Auditor - Accountant from the Register of Certified Auditors with regards to the audit of the annual and semiannual financial statements of financial year 2014 (1/1/2014-31/12/2014) and determination of their fees.***

The Board of Directors upon relevant recommendation of 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 2014 (1/1/2014-31/12/2014), which shall assign the audit to its member Mr. Konstantinos Michalatos, father's name Ioannis, S.O.E.L. Reg. No. 17701 as Ordinary Certified Auditor and Mr. Dimitrios Sourbis father's name Andreas S.O.E.L. Reg. No. 16891 as deputy certified auditor. The fees of certified auditors are recommended to be the same as in financial year 2013.

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 2014, 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 regards to the amount of its fees, which shall not exceed the previous financial year's fees (2013), 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 6:**

***Provision of approval - permission pursuant to article 23 par. 1 of C.L. 2190/20, as in force, to the members of the Board of Directors, the General Managers and the Managers of the Company with regards to their participation in Boards of Directors or in Management of the Group's companies.***

The Board of Directors shall recommend to the Ordinary General Meeting of the 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 7:**

***Election of New Board of Directors and appointment of independent members in the BoD in accordance with the clauses of L. 3016/2002, as it is in effect today.***

The Chairman of the General Shareholders' Meeting will notify shareholders that according to the article 7 of the Company's Memorandum of Association, the Board of Directors will consist of five (5) to nine (9) 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 their term exceeding six years.

The current Board of Directors was elected following decision of the General Meeting on 20.04.2012.

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 9-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 2019 (namely with a term until 30.06.2019), comprised of the following members:

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

From the above members of the Board of Directors, it is proposed that the following are appointed as independent members in accordance with the clauses of L. 3016/2002:

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

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

**Item 8:**

***Appointment of members of Audit Committee in accordance with the article 37 of L. 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.
- 2.
- 3.

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

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

**Item 9:**

***Miscellaneous Items and Announcements***

The Chairman and Managing Director Mr. Konstantinos Halioris shall inform the shareholders on the path and prospects of the Group regarding the year 2014.