

CONVENING NOTICE

March 24, 2017

S.C. PRODPLAST S.A.

256 Basarabia Blvd., District 3, Bucharest

Unique Registration Code 108, Subscribed and Paid-up Share Capital: RON 17,072,385

Registered with the Trade Register under no.: J40/161/1991

The Executive Board of S.C. PRODPLAST S.A. Bucharest, company managed in two-tier system, registered with the Trade Register Office attached to Bucharest Court under no. J40/161/1991, Unique registration code 108, with its registered office in Bucharest, 256 Basarabia Blvd., District 3, Romania (hereinafter referred to as the "**Company**"), gathered in the meeting of March 23, 2017.

Pursuant to Law no. 31/1990 on trading companies, republished, with further amendments and additions, ("**Law no. 31/1990**"), Law no. 297/2004 on the capital market, with subsequent amendments ("**Law no. 297/2004**"), ASF Decision no. 1430/07.10.2014, (**Decision no. 1430/2014**) and provisions in the Articles of Association of S.C. Prodplast S.A.,

CONVENES:

The Extraordinary General Meeting of Shareholders and **The Ordinary General Meeting of Shareholders** on **27.04.2017**, at **10:00 a.m.**, respectively at **11:00 a.m.**, at the Company's registered office in Bucharest, 256 Basarabia Blvd., District 3, Romania, for all shareholders registered with the Company's Register of Shareholders, held by S.C. Depozitarul Central S.A. Bucharest, at the end of 14.04.2017, considered the **Reference Date** for this meeting.

If at the date mentioned above the conditions of validity/quorum stipulated by Law no. 31/1990 and by the Articles of Association of the Company are not met, pursuant to art. 118 of Law no. 31/1990, a second **Extraordinary General Meeting of Company's Shareholders** and a second **Ordinary General Meeting of Company's Shareholders** will be convened and established, for **28.04.2017**, at **10:00 a.m.**, respectively at **11:00 a.m.**, in the same place and with the same agenda and Reference Date.

The agenda of the Extraordinary General Meeting of Shareholders is the following:

1. Approval to empower Prodplast's Executive Board to be able, under the supervision of the Supervisory Board, to decide and conclude all the contracts/legal and administrative documents required to make investments within the limit of EUR 1.5 million [one million five hundred thousand], including through European and/or national financing projects, for the acquisition of new production equipment and cover all the expenses to be made with moving the Company's headquarters to the Town of Buftea, Sos. Bucharest-Targoviste, km. 16.5, No. 1, Ilfov County.
2. Approval for the participation of S.C. Prodplast S.A., as associate, in the establishment of a Joint Stock Company in the town of Buftea, Sos. Bucharest-Targoviste, km. 16.5, no. 1, Ilfov County, with a total share capital of RON 200,000, with the following shareholding structure: S.C. Prodplast S.A. RON 180,000 - 90% of the share capital and S.C. BIO INVEST MCG S.R.L. Bucharest - RON 20,000 - 10% of the share capital, having as main activity Non-specialized wholesale trade, NACE code 4690.
3. Approval for S.C. Prodplast S.A. to participate in the share capital of the company established according to item 2 on this agenda with the amount of RON 180,000, contribution to the share capital being exclusively in cash and following to be fully paid on the date of establishment.
4. Approval of the Articles of Association of the company to be established according to item 2 of this agenda.
5. To fulfill the provisions of items 2 and 3 of this agenda, approval to empower Mr. Georgescu Tudor-Alexandru, as President of the Executive Board and General Manager of S.C. Prodplast S.A., to represent S.C. Prodplast S.A. before the Trade Register Office, the Bank where the account will be opened to deposit the share capital, and other authorities in Romania, in order to sign the Articles of Association of the Company to be established according to items 2 and 3 of this agenda and to sign any other documents and take the necessary steps for the registration and functioning of the new company, with the possibility of replacement by Mr. Luca Gheorghe, as Member of the Executive Board and Economic Director of S.C. Prodplast S.A.
6. Approval to empower the Supervisory Board of the company to decide on investments in the capital market, for an efficient capitalization on Prodplast's liquid assets and approve the conclusion by the Executive Board of the related legal documents, consisting of subscription of shares in IPO-type operations and capital increases of companies listed on the regulated markets/alternative trading systems, investments in securities and participation to the capitalization of private equity investment funds, regardless of the fixed or current nature of such assets acquired or disposed of. The balance of these investments at any time (representing the difference between acquisitions and divestitures, taken at average acquisition value - in RON - and the average acquisition exchange rate for equivalence in EUR, for each case, carried out under this mandate) will not exceed EUR 7.5mln. Such mandate given to the Supervisory Board will have a duration of one year from the date of approval by the Extraordinary General Meeting of Shareholders of the company.
7. Approval of the date of **18.05.2017** as Date of Registration, according to art. 238 paragraph (1) of Law no. 297/2004, to identify shareholders who are affected by the decisions adopted by the Extraordinary General Meeting of Shareholders, and of the date of **17.05.2017** as ex-date.
8. Approval to empower the Legal Adviser of Prodplast, Mrs. Gaisteanu Gabriela, with the possibility of replacement, to carry out all the legal formalities for the registration, enforceability, execution and publication of decisions adopted by the Extraordinary General Meeting of Shareholders.

The agenda of the Ordinary General Meeting of Shareholders is the following:

1. Approval of Company's financial statements, prepared according to IFRS, for the financial year of 2016, together with the Report of the Executive Board, of the Supervisory Board and of the statutory auditor.
2. Approval of the Annual Report of the Executive Board prepared in accordance with Law no. 297/2004 and C.N.V.M. Regulation no. 1/2006 on issuers and operations with securities, with further amendments and additions.
3. Approval to discharge members of the Executive Board and members of the Supervisory Board for the financial year of 2016.
4. Approval of the Production and Investments Program and of the Income and Expenditure Budget for 2017, in the presented form.
5. Approval to mandate the Supervisory Board to analyze, approve and empower the Executive Board on the legal and administrative activities/acts, investments/acquisitions of goods and services/expenses and measures necessary to execute the Income and Expenditure Budget for 2017.
6. Approval to terminate, by mutual agreement, the mandate of members of the Supervisory Board elected in the Ordinary General Meeting of Shareholders of 30.06.2015 and, respectively, the Ordinary General Meeting of Shareholders of 28.04.2016, and reduce their mandate with 64 days.
7. Election of members of the Supervisory Board, by cumulative voting.
8. Approval of allowance for members of the Supervisory Board for the current financial year [April 2017 - April 2018].
9. Election of the statutory auditor and setting the duration of the statutory audit Contract.
10. Approval of the date of **18.05.2017** as Date of Registration, according to art. 238 paragraph (1) of Law no. 297/2004, to identify shareholders who are affected by the decisions adopted by the Ordinary General Meeting of Shareholders, and of the date of **17.05.2017** as ex-date.
11. Approval to empower the Legal Adviser of Prodplast, Mrs. Gaisteanu Gabriela, with the possibility of replacement, to carry out all the legal formalities for the registration, enforceability, execution and publication of decisions adopted by the Ordinary General Meeting of Shareholders.

a) The shareholders' right to attend the Extraordinary and Ordinary General Meeting of Shareholders

Only shareholders registered with the Company's Register of Shareholders on the Date of Reference (14.04.2017) **shall be entitled to attend and exercise their voting right in the Extraordinary and Ordinary General Meeting of Shareholders**, according to the legal provisions and the Articles of Association, **personally** (through the legal representatives) or **by proxy** (based on Special Power of Attorney), or before the Extraordinary and Ordinary General Meeting of Shareholders, **by correspondence** (based on Ballot by mail). Representation of shareholders in the Extraordinary and Ordinary General Meeting of Shareholders can also be done through other persons than shareholders, based on special or general power of attorney.

Access and/or voting by correspondence of shareholders entitled to attend the Extraordinary and Ordinary General Meeting of Shareholders is allowed by simple evidence of their identity, achieved, *for natural person shareholders*, with the identity document (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners) and, *for legal persons*, with the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners).

The capacity of legal representative shall be proven with confirmation of company details issued by the Trade Register or any other document issued by a competent authority in the state where the shareholder is legally registered, proving the capacity of legal representative, presented in original or certified true copy. Documents proving the capacity of legal representative of the legal person shareholder shall be issued up to 3 months before the publication date of the convening notice for the Extraordinary and Ordinary General Meeting of Shareholders.

Representatives of natural persons shall be identified based on identity documents (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners), accompanied by Special Power of Attorney signed by the natural person shareholder.

Representatives of legal person shareholders shall be identified based on identity documents (identity card for the Romanian citizens or, as the case may be, passport/staying permit for foreigners), accompanied by Special Power of Attorney signed by the legal representative of the respective legal person. Representatives of legal person shareholders shall also present an official document proving the capacity of legal representative of the signatory of the Special Power of Attorney (proof issued by a competent authority, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary and Ordinary General Meeting of Shareholders).

Representatives of shareholders other persons than shareholders shall submit the Special or General Power of Attorney in original, signed by the shareholder, and the identity document [identity card/passport/staying permit] of the empowered natural person representative or the document of registration of the empowered legal person in certified true copy and the identity document of the representative of the legal person empowered, as well as the document certifying the capacity of representative of the legal person empowered.

Information on Special Powers of Attorney and voting by mail are mentioned in section c) below.

Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.

b) Documents related to the Extraordinary and Ordinary General Meeting of Shareholders

As of **24.03.2017, at 09:00 a.m.**, the following documents can be downloaded from Company's website www.prodplast.ro, Section Investor Relations/General Meeting of Shareholders, or can be obtained, upon request, every working day (09:00 a.m. - 04:00 p.m.) from Company's headquarters, by fax or mail:

- **Convening Notice of the Extraordinary and Ordinary General Meeting of Shareholders** (available in Romanian and English);
- **Special Power of Attorney Forms** for shareholders' representation in the Extraordinary and Ordinary General Meeting of Shareholders, which can be updated if new items are added on the agenda (available in Romanian and English);
- **Ballot Forms for voting by mail** for shareholders' participation in the Extraordinary and Ordinary General Meeting of Shareholders, which can be updated if new items are added on the agenda (available in Romanian and English);
- **The information documents and materials** regarding the issues/aspects included on the agenda (available in Romanian and English);
- **Draft Decision** for items on the agenda of the Extraordinary and Ordinary General Meeting of Shareholders.

If necessary, the reviewed agenda will be communicated by the Date of Reference, no later than on **13.04.2017, at 04:30 p.m.**, according to legal provisions.

c) Special Powers of Attorney and Ballots for voting by mail

After filling in and signing the **Special Powers of Attorney** for shareholders' representation in the Extraordinary and Ordinary General Meeting of Shareholders and/or, as the case may be, the **Ballots for voting by mail, forms which will be made available by the Company** according to those mentioned in letter b), **an original counterpart of the Special Power of Attorney/Ballot for voting by mail**, as appropriate, shall be submitted/sent in closed envelope, so that it is registered as received by Company's registration office by **25.04.2017, at 10:00 a.m.**, mentioning on the envelope typed and with capital letters **"FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDES OF 27.04.2017/28.04.2017"**.

The procedure for voting by mail is available on Company's website www.prodplast.ro, Section Investor Relations/General Meeting of Shareholders.

Special Powers of Attorney may also be sent by e-mail with incorporated advanced electronic signature, according to Law no. 455/2001 on electronic signature, with further amendments and additions, so that they are registered as received at Company's registry office by **25.04.2017, at 10:00 a.m.**, at the e-mail address office@prodplast.ro, mentioning in the subject **"FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDES OF 27.04.2017/28.04.2017"**.

Special Powers of Attorney and Ballots for voting by mail that are not registered at Company's registry office by the deadlines mentioned above shall not be taken into account to determine the presence and voting quorum in the Extraordinary and Ordinary General Meeting of Shareholders.

Special Powers of Attorney and Ballots for voting by mail shall have the format made available by the Company and contain specific voting instructions for each item on the agenda (i.e. vote "for", vote "against" or "abstention").

For validly exercising the rights mentioned in letter c), shareholders shall submit to the Company the certified copy of the identity document of the natural person shareholder (ID/Passport/Staying permit). In the case of legal persons, an official document shall also be submitted, issued by a competent authority, regarding the identity of the legal representative of the legal person shareholder, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary and Ordinary General Meeting of Shareholders.

Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.

When they fill in the Special Powers of Attorney/Ballots for voting by mail, shareholders are kindly asked to take into account the possibility of supplementing the agenda of the Extraordinary and Ordinary General Meeting of Shareholders with new items or resolutions, in which case the agenda will be supplemented and made available no later than **13.04.2017, at 04:30 p.m.** In this assumption, Special Powers of Attorney/Ballots for voting by mail shall be updated and made available by means shown in section b) no later than **13.04.2017, at 04:30 p.m.**

Credit institutions providing custody services for the Company's shareholders may sign and transmit powers of attorney on behalf of their clients, based on their rights conferred by custody contracts and timely voting instructions received from clients for this General Meeting.

In this case, the Special Powers of Attorney shall be accompanied by an Affidavit given by the credit institution that received the empowerment of representation by Special Power of Attorney, showing that:

- i) the credit institution provides custody services for the respective shareholder;**
- ii) instructions in the Special Power of Attorney are identical with the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;**
- iii) The Special Power of Attorney is signed by the shareholder.**

Special Powers of Attorney and the Affidavit given by the credit institution that received the empowerment of representation by Special Power of Attorney shall be submitted at Company's headquarters in original, signed and, as appropriate, stamped, without fulfilling other formalities regarding the form of these documents, within the deadlines referred to above.

Centralization, verification and keeping records of votes by mail, as well as verification and validation of Special Powers of Attorney submitted at the Company shall be done by the technical secretaries appointed under the law, who will keep the documents safe, as well as the confidentiality of votes expressed in this manner, until the moment of submitting to voting the corresponding resolutions related to the agenda.

d) The shareholders' right to introduce new items on the agenda and make proposals of decisions for the existing items or those proposed to be included on the agenda

Shareholders representing, individually or together, **at least 5% of the share capital of the Company**, are entitled, under the law, **to introduce new items on the agenda and to make proposals of decisions for items included or proposed to be included on the agenda**, by registered letter with acknowledgment of receipt/courier, in closed envelope, so that they are registered as received at Company's registry office by **08.04.2017, at 04:30 p.m.**, mentioning on the envelope typed and in capital letters **FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.04.2017/28.04.2017**".

Each new item proposed must be accompanied by justification or draft decision proposed for approval by the Extraordinary and Ordinary General Meeting of Shareholders.

For validly exercising the rights mentioned in letter d), shareholders shall submit to the Company the certified copy of the identity document of the natural person shareholder (ID/Passport/Staying permit).

Legal person shareholders shall also present an official document proving the capacity of legal representative of the signatory of the Special Power of Attorney (proof issued by a competent authority, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary and Ordinary General Meeting of Shareholders).

Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.

e) Shareholders' right to ask questions regarding the agenda

Any interested shareholder is entitled to send in writing questions regarding items on the agenda of the Extraordinary and Ordinary General Meeting of Shareholders, so that they are registered as received at Company's registry office by **10.04.2017, at 04:30 p.m.**

Questions shall be sent in writing and be submitted/delivered in closed envelope, mentioning on the envelope typed and in capital letters **"FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.04.2017/28.04.2017"**.

Answers will be available on Company's website www.prodplast.ro, Section Investor Relations/General Meeting of Shareholders, starting with **13.04.2017, at 09:00 a.m.**, under the law.

The right to ask questions and the Company's obligation to answer shall be subject to protecting the confidentiality and commercial interests of the Company.

For validly exercising the rights mentioned in letter e), shareholders shall submit to the Company the certified copy of the identity document of the natural person shareholder (ID/Passport/Staying permit).

Legal person shareholders shall also present an official document proving the capacity of legal representative of the signatory of the Special Power of Attorney (proof issued by a competent authority, in original or certified true copy, not older than 3 months before the date of publication of the convening notice for the Extraordinary and Ordinary General Meeting of Shareholders).

Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) shall be accompanied by translation made by a sworn translator, in Romanian or English.

On the date of convocation, the share capital of the Company is RON 17,072,385 and consists of 17,072,385 nominative, dematerialized shares, with a face value of RON 1 each, each share giving the right to one vote in the General Meeting of Shareholders.

Additional information can be obtained by phone, at no. 021-252.35.78 - Mrs. Gabriela Gaisteanu, fax 021-252.36.17, or e-mail office@prodplast.ro, during 09:00 a.m. - 04.30 p.m., and on Company's website www.prodplast.ro, Section Investor Relations/General Meeting of Shareholders.

EXECUTIVE BOARD,

Through Mr. Tudor Alexandru GEORGESCU, President of the Executive Board
