

## The rights of shareholders

Teraplast is firmly committed to assure a fair treatment to all shareholders. The main rights of shareholders in relation to the General Meeting of Shareholders are presented below.

**a) the right to a minimal notification period:** the shareholders of the Company are informed about a future meeting of shareholders by the notice of the meeting published in Official Gazette of Romania and in a newspaper of national distribution at least 30 days before the meeting date; the notice calling a meeting is also published on the Company website, in the section Investors and is submitted to the Financial Supervisory Authority and to the Bucharest Stock Exchange under the form of a current report;

**b) the right of access to information:** Teraplast publishes the documents and necessary information on its website to make sure that all its shareholders exercise their rights in full knowledge of the matters;

**c) the right to supplement the agenda of the meeting:** The shareholders Teraplast who represent individually or together with other shareholders at least 5% of the share capital can request the addition of supplementary issues on the agenda in the limits and according to the provisions of laws in force;

**d) the right to participate in the meeting:** The shareholders registered in the Register of Shareholders at the reference date have the right to participate in person or by representative in the Company's General Meetings of Shareholders;

**e) the voting rights:** The share capital of the Company is represented by ordinary shares which give one voting right for each share registered in the name of the shareholder at reference date;

**f) the right to ask questions:** Any shareholder of the Company can ask written questions regarding the issues on the agenda of the General Meeting of Shareholders and has the right to receive answers from Teraplast.

## Participation at the General Meeting of Shareholders

*The shareholders* can participate in person or they can be represented in the General Meeting of Shareholders either by their legal representatives or by other representatives who were given a special power of attorney, according to the conditions of the art. 243 from the Law no.297/2004 on the capital market. The shareholders' access is allowed with the simple proof of their identity, with their ID - for the individual shareholders or in the case of legal entities and legal representatives of the individual shareholders - with a special proxy given to the individual who represents them.

Shareholders may grant a proxy (power of attorney) generally valid for a period not exceeding three years, allowing the designated representative to vote on all issues under discussion in the general meetings of shareholders of the Company, provided that the proxy (power of attorney) to be given by the shareholder, as a client, to an intermediary, defined in Art. 2 para. (1) Section 14 of Capital Market Law no. 297/2004 or to a lawyer.

*Shareholders* may not be represented in the general meeting of the shareholders on the basis of a general power of attorney, by a person who is in a situation of conflict of interest, in accordance with Art. 243 paragraph 6 ind. 4 of Law no. 297/2004 regarding the capital market, text introduced by GEO no. 90/2004 amending and supplementing Law no. 297/2004 on the capital market.

### Sediul central:

Parc Industrial Teraplast,  
DN 15A, km 45+500  
Cod. 427298, Jud. Bistrita-Nasaud  
Tel. 0263-238202, Fax. 0263-231221  
www.teraplast.ro

*The quality of legal representative* is proven by an excerpt issued by the Registry of Commerce, or any other document, issued by a competent authority from the state where the shareholder is legally incorporated, which certifies the position of legal representative, in original or certified copy. The documents which certify the position of legal representative of the legal person shareholder shall be issued 3 months at the latest before the date of publication of the convocation letter.

*The quality of legal representative* is stated based on the list of shareholders of the Company from the date of reference, received from the Central Depository SA. However, if the shareholder has not informed on time the Central Depository, in connection with legal representative, or this information is not mentioned in the list of BVB shareholders at the reference date, received from the Central Depository, the certificate of incumbency / similar documents, mentioned above must demonstrate the legal representative of the shareholder.

Documents certifying the quality of a legal representative elaborated in a foreign language other than English must be accompanied by a translation made by a certified translator, into Romanian or English.

The above requirements apply correspondingly also to prove the quality of a legal representative of the shareholder who proposes the introduction of new points on the agenda of the general meeting of shareholders or who asks the issuer questions regarding points from the agenda of the general meeting of shareholders.

According to art. 14 paragraph 4) of NSC Regulation No. 6/2009, a shareholder may appoint only one person to represent him at a certain general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent him to appoint a separate representative for the shares held in each securities account with respect to a certain general meeting. This provision shall not affect the provisions of par. (5) art. 14 of NSC Regulation no. 6/2009.

According to art. 14 paragraph 4, clause. 1 of NSC Regulation No. 6/2009, a shareholder may appoint by power of attorney one or more alternate representatives to assure representation in the general meeting, if the representative appointed under par. (4) is unable to fulfill its mandate. If the power of attorney designates several alternate representative will be determine the order in which they exercise their mandate.

The shareholders can also vote the items from the agenda by mail, the voting form, filled in and signed accordingly, shall be sent in a closed envelope to the company's headquarters.

According to Article 18 paragraph (3) of Regulation No. 6/2009, in case the shareholder who has voted by mail attends the general meeting in person or by representatives, the vote by mail for that general meeting will be canceled. In this case, only the vote expressed in person or by proxy will be taken into consideration.

The special power of attorney forms which will be used for the vote by representation, as well as the forms used for the vote by mail will be made available to the shareholders both in Romanian and in English, at the company's headquarters and on the company's webpage: [www.teraplast.ro](http://www.teraplast.ro), Category «Investors», Section «General Meeting of Shareholders».

The special power of attorney forms and the voting forms by mail shall be submitted in original, either in Romanian, or English at the company's headquarters. One copy will be given to the representative, one will remain at the company and the third copy will be kept by the shareholder.

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The shareholders can also appoint their representative by electronic means, the notification of the assignment by electronic means can be made at the e-mail address [secretariat@teraplast.ro](mailto:secretariat@teraplast.ro), with their extended electronic signature attached.

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