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**BALLOT PAPER – VOTE BY CORRESPONDENCE**

For votes by correspondence for

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A  
Convened for 21.09.2017/22.09.2017**

I, the undersigned \_\_\_\_\_ (name and surname of the shareholder – natural person) residing in city \_\_\_\_\_, street \_\_\_\_\_ no. \_\_\_\_\_, county \_\_\_\_\_ identified with \_\_\_\_\_ (identity document), series \_\_\_\_\_ no. \_\_\_\_\_ issued by \_\_\_\_\_ on the \_\_\_\_\_, Personal Identification Number \_\_\_\_\_,

Or

The undersigned<sup>i</sup> \_\_\_\_\_ (name of the shareholder – legal person), headquartered in \_\_\_\_\_, street \_\_\_\_\_ no. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, et. \_\_\_\_\_, ap. \_\_\_\_\_, county \_\_\_\_\_, registered with the Trade Register attached to the Court \_\_\_\_\_ under no. J \_\_\_/\_\_\_/\_\_\_\_\_, VAT number RO \_\_\_\_\_, represented legally by <sup>ii</sup> Mr. /Mrs. \_\_\_\_\_, in capacity of General Director/Manager, holder of identity card series \_\_\_\_\_, no. \_\_\_\_\_, issued by Police/SPCLEP \_\_\_\_\_ having the Personal Identification Number \_\_\_\_\_

Owner on **September 11<sup>th</sup>, 2017** (reference date) of a number of \_\_\_\_\_ shares issued by **the Company TERAPLAST SA**, registered with the Trade Register of Bistrita-Nasaud Court under no. J06/735/1992, VAT no. RO3094980, traded on Bucharest Stock Exchange, having the symbol **TRP**, that grants me a number of \_\_\_\_\_ voting rights in the General Meeting of Shareholders, out of the total of 856.910.970 shares issued by **the Company TERAPLAST SA**,

aware of the Agenda of the Extraordinary General Meeting of Shareholders of Teraplast S.A. convened for September 21<sup>st</sup>, 2017 at 5:00 pm, namely for September 22<sup>nd</sup>, 2017, at 5:00 pm, if the Extraordinary General Meeting of Shareholders will not be able to be validated at the first notice, and the documentation made available by Teraplast S.A.,

by the present **ballot paper**, I express my vote by correspondence regarding the items of the Agenda of the **Extraordinary General Meeting of Shareholders**, as follows:



1. For item 1 of the agenda, namely: „**To approve the decrease of the company’s share capital from RON 85,691,097 to RON 85,691,044 by cancelling a number of 528 own shares, with a par value of RON 0.1 per share, acquired by the company following the enforcement of the awarding report and the method of rounding to the lower integer, at the time of increasing the share capital pursuant to the EGMS Decision no. 1/27.04.2017.**”

The grounds for decreasing the share capital reside in the need to optimize the share capital structure considering that, on the one hand, acquiring the own shares to be cancelled has not been associated to a specific purpose, and, on the other hand, preserving those shares as own shares brings no benefits to the company and its shareholders.”:

For	Against	Abstention

2. For item 2 of the agenda, namely: „**To approve the redemption of its own shares by Teraplast S.A., pursuant to the applicable legal provisions, under the following circumstances: maximum 5,150,000 shares (i.e. maximum 0.60% of the total number of shares the share capital is comprised of), with a par value of RON 0.1 per share, at a minimum price equal to the BVB [Bucharest Stock Exchange] market price at the time of the purchase, and a maximum price of RON 0.8/share, but limited to the amount of RON 1,850,000, for a period of maximum 18 months from the date of publishing the EGMS Decision in the Official Gazette of Romania, Section 4, for the implementation of a staff remuneration system that shall comply with the principle of long-term performance, and also with a loyalty rewards scheme. The shares subject to redemption are paid from the distributable profit or the available funds of the company, recorded in the last approved annual financial statement, except the legal funds, pursuant to Article 103 item (1) of Law 31/1990, updated”:**

For	Against	Abstention

3. For item 3 of the agenda, namely: „**To authorize the company’s Board of Directors to enact and execute the share redemption decision pursuant to item 2 on EGMS Agenda”:**

For	Against	Abstention

4. For item 4 of the agenda, namely: „**To approve the updating of the Company’s Articles of Association in accordance with those approved at item 1 above, as follows:**

Art. 7. par. (1) “The subscribed and paid-up share capital of TERAPLAST S.A. is of RON 85,691,097, being divided into 856,910,970 registered shares, with a par value of RON 0.1 per share.” shall be amended as follows:

„The subscribed and paid-up share capital of TERAPLAST S.A. is of RON 85,691,044, being divided into 856,910,442 registered shares, with a par value of RON 0.1 per share”:

For	Against	Abstention

5. For item 5 of the agenda, namely: „To approve the increase of the maximum limit of indebtedness that the company may contract during the 2017 fiscal year, and to approve the securing of credit and/or leasing contracts which are going to be accessed, but not exceeding the convened limit, by security interests in real estate/pledge, assignments of current and future receivable rights, assignments related to current and future cash, resulting from current accounts and assignment of rights resulting from insurance policies. The Board of Directors suggests for such limit of indebtedness to be raised from a total amount of RON 135,000,000 to RON 185,000,000”:

For	Against	Abstention

6. For item 6 of the agenda, namely: „To authorize the Board of Directors to take, for and on behalf of the Company, all the actions and steps required or useful for the enforcement of item 5 of this decision, up to the maximum agreed limit of indebtedness. Therefore, the Board of Directors shall issue decisions on: taking out bank loans, entering into credit/leasing contracts, extending the bank loan/leasing contracts, establishing the security structure corresponding to the taken out/extended bank loan or leasing contracts, restructuring/establishing new maturity dates for the granted loans, changing the structure of the securities for the pending loans, authorizing the persons entitled to sign for and on behalf of TERAPLAST S.A. the bank loan contracts / the leasing contracts / the security contracts / the addendums to the bank loan/leasing contracts, and also any other complementary documents or instruments related to or referred to in the bank loan/leasing contracts, security contracts or any other documents, and also to sign any other forms and requests that might be necessary or useful in relation to such bank transactions”:

For	Against	Abstention

7. For item 7 of the agenda, namely: „**To establish the registration date when the shareholders affected by the decisions adopted by the Extraordinary General Meeting of Shareholders shall be identified. The Board of Directors suggests the date of October 12<sup>th</sup>, 2017**”:

For	Against	Abstention

8. For item 8 of the agenda, namely: „**To approve the date of October 11<sup>th</sup>, 2017, as “ex-date”, namely the date previous to the registration date when the financial instruments, subject of the decisions of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to Article 2 letter f) of the Regulation no. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of the trading companies, as amended and completed by Regulation no. 13/2014 on the amendment and completion of certain regulations issued by the Security National Board (hereinafter referred to as NSC Regulation no. 6/2009).**”

For	Against	Abstention

9. For item 9 of the agenda, namely: „**To authorize the Chairman of the Board of Directors, Mr. Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting, the EGMS Decision**”:

For	Against	Abstention

10. For item 10 of the agenda, namely: „**To authorize the Chairman of the Board of Directors, Mr. Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting, the EGMS Decision**”:

For	Against	Abstention

11. For item 10 of the agenda, namely: „**To authorize the company’s legal adviser, Mrs. Diana Octavia Bretfelean, holder of ID card series X.B. no. 515915, to do everything that is necessary as to record the EGMS Decision at the Trade Register of Bistrita-Nasaud Court, and to publish such decision in the Official Gazette of Romania, Section 4**”:

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ani



**TeraPlast**

**TERAPLAST S.A.**

**Parc Industrial TeraPlast**

DN 15A, km 45+500, Cod. 427298, Jud. Bistrița-Năsăud

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CUI: RO3094980; J6/735/1992

Capital social subscris și vărsat: 85.691.097 lei

[www.teraplast.ro](http://www.teraplast.ro)

For	Against	Abstention

**Please find hereby attached a copy of the valid ID card<sup>iii</sup>/a copy of the registration certificate<sup>iv</sup>.**

**Note:** Will be marked with „X” the box corresponding to the vote. The other boxes will not be filled in with any mark.

This ballot paper was drawn up in accordance with the provisions of Law no. 200424/2017 on the issuers of financial instruments and market operations, the NSC Regulation no. 1/2006, amended by the NSC Regulation no. 31/2006, as well as the NSC Regulation no.6/2009.

This ballot paper will be filled in at all entries, signed and dated by the shareholder.

**The ballot paper is executed up in 2 original copies**, out of which: one will remain at the shareholder and the other will be submitted to **TERAPLAST S.A.** headquarter not later than **19.09.2017, 5:00 pm.**

**Date:** \_\_\_\_\_

v \_\_\_\_\_ (signature)

vi \_\_\_\_\_

(First name and surname of the natural person shareholder or the legal representative of the legal entity, in capital letters)

<sup>i</sup> to be filled in only for legal entities

<sup>ii</sup> to be filled in with the legal representative according to the documents certifying the quality of representative

<sup>iii</sup> applicable for natural persons

<sup>iv</sup> applicable for legal entities

<sup>v</sup> for shareholders legal entities, please stamp

<sup>vi</sup> for legal entities, the ballot paper needs to be signed by the legal representative; please specify the position of the legal representative.

