

2 copies

**SPECIAL POWER OF ATTORNEY<sup>i</sup>**  
**of representation in the**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST**  
**S.A.**  
**To be held on 28.04.2016/29.04.2016**

The undersigned \_\_\_\_\_ (name, last name of individuals shareholder) residing in the town of \_\_\_\_\_, str. \_\_\_\_\_ no \_\_\_\_\_, county of \_\_\_\_\_ identified with \_\_\_\_\_ (identity card), series \_\_\_\_\_ number. \_\_\_\_\_ issued by Police department \_\_\_\_\_ dated \_\_\_\_\_, with the personal identification No (CNP) \_\_\_\_\_,

Or,  
 The subscribed <sup>ii</sup> \_\_\_\_\_ (name of shareholder- company), headquartered in the town of \_\_\_\_\_, str. \_\_\_\_\_ number. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, et. \_\_\_\_\_, ap. \_\_\_\_\_, county of \_\_\_\_\_, registered at Trade Register Law Office \_\_\_\_\_ under J\_ / \_ / \_\_\_\_\_, unique registration code RO \_\_\_\_\_, legally represented <sup>iii</sup> by Mr./Mrs. \_\_\_\_\_, as Manager, identified with C.I./B.I. series \_\_\_\_\_, number. \_\_\_\_\_, issued by Police department \_\_\_\_\_, with the personal identification No (CNP) \_\_\_\_\_

at **April 15<sup>th</sup> 2015** (reference date) having a number of \_\_\_\_\_ shares issued by **TERAPLAST S.A.** registered at Trade Register Office of Bistrita-Nasaud Court under No. J06/735/1992, unique registration code RO3094980, traded at Bucharest Stock Exchange standard category, having the symbol **TRP**, which confers me a number of \_\_\_\_\_ voting rights in the Extraordinary General Meeting of Shareholders, of the total 377.621.770 shares issued by company Teraplast SA,

I hereby empower

Mr./Mrs.<sup>iv</sup> \_\_\_\_\_ residing in the town of \_\_\_\_\_ str. \_\_\_\_\_ No. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, floor. \_\_\_\_\_ ap. \_\_\_\_\_ county \_\_\_\_\_, identified with identity card B.I. / C.I. series \_\_\_\_\_ No. \_\_\_\_\_ issued by Police \_\_\_\_\_ on \_\_\_\_\_ with the personal identification number CNP \_\_\_\_\_ as my Representative in the Extraordinary General Meeting of the Shareholders, to be held on **April 28<sup>th</sup> 2016, at 17:00 PM**, at the company's headquarters in Bistrita, Teraplast Industrial Park, DN 15A, 45 500 km, zip code 427298 , Bistrita-Nasaud, or on the date of the second convening in case the first could not be held, respectively on **April 29<sup>th</sup> 2016, at 17:00 PM**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **April 15<sup>th</sup> 2015**, as follows:

- 1. First point on the Agenda:** "Approval of the share capital increase with 18,881,089 lei by releasing of 188,810,890 new shares, with a reference value of 0.10 lei/share. The share capital increase will be made by incorporating the reserves in amount of 18,881,089.00 lei, constituted from the 2015 net profit, according to point 4 from the OGMS Agenda, dated April 28<sup>th</sup> 2016 and by releasing of 188,810,890 new shares with a reference value

of 0.10 lei/share. The new released shares will not modify the shareholders percentage and will be distributed for free to all company's shareholders, registered in the Shareholders' Registry, at the registration date established by GMS. The capital increase is made in order to support the current activity of the company. Every shareholder registered in the Shareholders' Registry at the registration date shall receive a number of 50 new shares for every 100 owed shares."

For	Against	Abstaining

**2. Second point on the Agenda:** „Approval of the update of the Articles of Association, in accordance with the ones approved at point 1 of the present, as follows:

Art. 7. Alin. (1) “The subscribed and paid in share capital of the Company TERAPLAST S.A. is 37.762.177 lei divided into a number of 377,621,770 registered shares, with nominal value of 0.1 lei each” modifies and will have the following content:

*“The subscribed and paid in share capital of the Company TERAPLAST S.A. is **56,643,266 lei** divided into a number of **566,432,660** registered shares, with nominal value of 0.1 lei each”.*

For	Against	Abstaining

**3. Third point on the Agenda:** „Approval of the maximum limit of indebtedness that the company can contract in the 2016 financial year and the approval of the warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future receivables rights, assignments related to current and future cash, resulting from current accounts and assignments of rights resulted from the insurance policies. The proposal of the Board of Administration is that this limit of indebtedness to reach the total value of 68,000,000 lei.”

For	Against	Abstaining

**4. Fourth point on the Agenda:** „Empowering the Board of Directors that, up to the maximum limit of indebtedness approved, it should accomplish, in the name of and for the Company, all the actions and steps necessary or useful in order to fulfill those approved at point 3 from the present decision. In this regard, the Board of Directors shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name of and for the Company TERAPLAST S.A. the credit contracts/ leasing contracts /warranty contracts /additional acts to the credit/leasing contracts, as well as any other documents or instruments which are accessory, related to or to which reference is made in the credit/leasing contracts, warranty contracts or any other documents as well as to sign any other application forms, requests which might be necessary or useful regarding these bank transactions”.

For	Against	Abstaining

5. **Fifth point on the Agenda:** „ Establishing the **registration date** which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders. The date proposed by the Board of Directors is June 24<sup>th</sup> 2016.”

For	Against	Abstaining

6. **Sixth point on the Agenda:** “Approval of the date June 23<sup>th</sup> 2016 as „**ex-date**”, respectively the date previous to the registration date when the financial instruments, subject of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of Regulation No. 6/2009 regarding the exercise of certain rights of the shareholders within the general assemblies of the trading companies, amended and completed by Regulation no. 13/2014 regarding the amendment and completion of certain regulations issued by the Security National Board (herein referred to as NSC Regulation No. 6/2009).”

For	Against	Abstaining

7. **Seventh point on the Agenda:** “Establishing the **payment date**, date to which the distribution of the income associated with the securities holders, consisting in cash or shares, becomes certain. The date proposed by the Board of Directors is July 14<sup>th</sup> 2016.”

For	Against	Abstaining

8. **Eighth point on the Agenda:** „Empowering the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.”

For	Against	Abstaining

9. **Ninth point on the Agenda:** “Empowering the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the EGMS decision, in the name and on behalf of the shareholders present at the meeting.”

For	Against	Abstaining

10. **Tenth point on the Agenda:** “Empowering the legal adviser, Mrs. Cristina Neagos, identified by ID series X.B. no. 483047, issued by the Police Department of Bistrita on 25.06.2015, to accomplish all formalities regarding registration of the OGMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.”

For	Against	Abstaining

**I hereby attach a copy of the ID<sup>v</sup> /register certificate<sup>vi</sup>.**

The undersigned I hereby give discretionary voting power to the above appointed representative, for the problems which have not been identified and included on the agenda until the present, in accordance with the legal provisions in force

This special power of attorney contains information in accordance with the Capital Market Law no. 297/2004, NSC Regulation No. 1/2006, modified by NSC Regulation No. 31/2006, and by NSC Regulation No. 6/2009. This special power of attorney shall be signed and dated by the principal shareholder. The special power of attorney shall be completed by the principal shareholder under all entries submitted.

**The special power of attorney shall be issued in 3 originals**, of which: one original remains to the principal shareholder, one original will be handed to the representative and one original will be presented to **company headquarters TERAPLAST S.A. until April 26<sup>th</sup> 2016, 17:00 PM.**

**Date of granting the power of attorney:** \_\_\_\_\_

vii \_\_\_\_\_ **(signature)**

viii \_\_\_\_\_

(Name and surname of individual shareholder, or of the legal representative of the legal person shareholder in clear capital letters)

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- i. A shareholder may be represented by a single representative EGMS with a special power of attorney granted for EGMS on 07.12.2015/08.12.2015
  - ii. Please fill only if legal person shareholders
  - iii. It shall be completed with the legal representative according to documents attesting the representation
  - iv. It shall be completed with name of the appointed representative (or authorized person)
  - v. applicable to individuals
  - vi. applicable to legal persons
  - vii. in the case individual shareholders, to be signed; in case of legal persons, to be signed by the representative / legal representatives and stamped (if the legal person has the stamp)
  - viii. in case of legal persons, please indicate the position of the legal representative

**Sediul central:**

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