

2 copies

**SPECIAL POWER OF ATTORNEY<sup>i</sup>**  
**of representation in the**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST SA**  
**to be held on 25.07.2016/26.07.2016**

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 **July 14<sup>th</sup> 2016** (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 566.432.600 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 **July 25<sup>th</sup> 2016**, at **10:30 AM**, 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 July 26<sup>th</sup> 2016, at 10:30 AM, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date July 14<sup>th</sup> 2016, as follows:

**1. First point on the Agenda:** "Approval of the change of the Articles of Association, as follows:

**Art. 20 alin.(2)** „*The Ordinary General Meeting of Shareholders appoints the financial auditor, and the audit contract will be signed by the company by the Chief Executive Officer and the Chief Financial Officer.*

**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 Ordinary General Meeting of Shareholders appointed as financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L, with the registered office in Bucharest, 63-69, Dr. Iacob Felix Street, district 1, incorporated with the Registrar of Companies attached to the Court of Law Bucharest under no. J40/5964/1999, fiscal code RO11909783, member of the Romanian Chamber of Financial Auditors, license no. 77/15 august 2011, legally represented by Mr. Collins Garry Rex, as financial auditor of the Company” will modify and will have the following content:

„The Ordinary General Meeting of Shareholders appoints the financial auditor, and the audit contract will be signed by the company by the Chief Executive Officer and the Chief Financial Officer.”

For	Against	Abstaining

2. **Second 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 Administration is **August 12<sup>th</sup> 2016**”.

For	Against	Abstaining

3. **Third point on the Agenda:** „Approval of the date **August 11<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

4. **Fourth point on the Agenda:** „Empowering the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the EGMS decision and the modified Articles of Association, in the name and on behalf of the shareholders present at the meeting”.

For	Against	Abstaining

5. **Fifth point on the Agenda:** „Empowering the legal adviser, Mrs. Bretfelean Diana, identified by ID series XB no. 515915, issued by the Police Department of Bistrita on 13.06.2016, to accomplish all formalities regarding registration of the EGMS 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 effective legal provisions.

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 **July 23<sup>rd</sup> 2016, 10:30 AM.**

**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

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