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TeraPlast

TERAPLAST S.A.

Parc Industrial TeraPlast

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

Tel: 0374 46 15 29; Fax: 0263 23 12 21

CUI: RO3094980; J6/735/1992

Capital social subscris și vărsat: 85.691.044,2 lei

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2 copies

SPECIAL POWER OF ATTORNEYⁱ

for representation in

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

convened for 27.04.2018/30.04.2018

I, _____ (first name and surname of the natural person shareholder), residing in (place) _____, st. _____ no. _____, _____ County, holder of _____ (ID card), series _____ no. _____ issued by _____ on _____, National Identification No. _____,

or

I/Weⁱⁱ _____ (name of the legal entity shareholder), headquartered in _____, st. _____ no. _____, bl. _____, sc. _____, et. _____, ap. _____, _____ County, registered at the Trade Register of _____ Court under no. J ___/___/_____, VAT no. RO _____, duly represented byⁱⁱⁱ Mr./Mrs. _____, as CEO/Director, holder of ID card series _____, no. _____, issued by Police/SPCLEP _____, National Identification No. _____

owning as of **April 16th 2018** (reference date) a number of _____ shares issued by the **Company TERAPLAST S.A.** registered at the Trade Register of Bistrita-Nasaud Court under no. J06/735/1992, VAT no. RO3094980, traded at Bucharest Stock Exchange, with the **TRP** symbol, which confers me a number of _____ vote rights in the Extraordinary General Meeting of Shareholders out of the total number of 856,910,442 shares issued by the **Company TERAPLAST S.A.**,

hereby appoint Mr./Mrs.^{iv} _____ residing in _____ st. _____ no. _____, bl. _____, sc. _____, et. _____ ap. _____ County, holder of _____ (ID card), series _____ no. _____ issued by _____ on _____ National Identification No. _____,

as my representative in the Extraordinary General Meeting of Shareholders to take place on **April 27th 2018 at 5:00 pm**, at the company's headquarters located in Parc Industrial Teraplast, DN 15A, km 45+500, 427298, Bistrita-Nasaud County, or on the date of the second meeting in case the first meeting cannot be held, namely April 30th 2018, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely April 16th 2018, as follows:



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1. For item 1 of the agenda, namely: „**Authorization of the increase of the share capital of the Company, up to a maximum of 21.450.000 lei, up to the maximum amount of 107.141.097 lei, representing authorized capital, by delegating to the Board of Directors, for a period of 12 months, the exercise of its competencies regarding the increase of the share capital, based on the provisions of art. 114 paragraph (1) - (2), and of art. 2201 of Law no. 31/1990, the provisions of art. 85 of the Law no. 24/2017 and the provisions of art. 9 paragraph (2) of the Articles of Association of the company, under the following conditions:**

- The newly issued shares will be distributed free of charge to all shareholders of the company registered in the Register of Shareholders at the registration date to be determined by the Board of Directors;
- The capital increase will be made to support the current activity of the company;
- Each shareholder registered in the Register of Shareholders at the registration date (which will be determined by the Board of Directors by the decision approving all the details of the increase of the share capital) will be allocated a number of 1 free share to 4 shares held;
- The increase of the share capital will be made by incorporating the reserves set up in the previous years.”:

For	Against	Abstention

2. For item 2 of the agenda, namely: „**To authorise the company’s Board of Directors to perform any and all formalities necessary to carry out the fulfillment of item 1 of this agenda of the Extraordinary General Meeting of Shareholders, including but not limited to: initiating, developing (including setting out the date of payment, setting out the registration date - the date that serves to identify the shareholders over whom the effects of the capital increase will be reflected, setting the ex-date, establishing the exact value with which the share capital is increased, determining the price at which the fraction of shares resulting from the application of the algorithm and the rounding of the results will be compensated), completing, registering and operating the increase of the share capital, the corresponding modification of the Company's Articles of Association, the drafting and signing of all documents and the fulfillment of any formalities for the implementation and registration of the increase of the share capital to the competent authorities.”:**

For	Against	Abstention



3. For item 3 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. 9. par. (4) shall be inserted and shall have the following content: "The Board of Directors is authorized by the Articles of Association, for a period of 12 months from the date of completing the Articles of Association with this article, to increase the share capital of the Company with a value of maximum 21.450.000 lei, up to the maximum amount of 107,141,097 lei, representing authorized capital.":

For	Against	Abstention

4. For item 4 of the agenda, namely: „**To approve the maximum limit of indebtedness that the company can contract in the 2018 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 185.000.000 lei.**”:

For	Against	Abstention

5. For item 5 of the agenda, namely: „**To authorise 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 4 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, authorising 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.**”:

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For	Against	Abstention

6. For item 6 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 June 15th, 2018.**”:

For	Against	Abstention

7. For item 7 of the agenda, namely: „**To approve the date of June 14th, 2018, 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

8. For item 8 of the agenda, namely: „**To authorize the Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders.**”

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 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**



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EGMS Decision at the Trade Register of Bistrita-Nasaud Court, and to publish such decision in the Official Gazette of Romania, Section 4.”:

For	Against	Abstention

Please find hereby attached a copy of the valid ID card^v/a copy of the registration certificate^{vi}.

I hereby authorize the representative referred to above to cast their vote as they may deem appropriate on the matters not identified and included in the agenda until this date, pursuant to the applicable law.

This special power of attorney contains information in accordance with Law 24/2017 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 special power of attorney should be signed and dated by the principal shareholder. All the boxes of this special power of attorney shall be filled in by the principal shareholder.

The special power of attorney is executed in 3 original copies, one for the principal, one for the agent, and one to be submitted at the headquarters of the TERAPLAST S.A. not later than **25.04.2018, 5:00 pm**.

Date: _____

vii _____ (signature)

viii _____

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

ⁱ a shareholder can be represented in the EGMS by a single agent authorized by special power of attorney granted for the EGMS dated 27.04.2018/30.04.2018

ⁱⁱ to be filled in only for the shareholders that are legal entities

ⁱⁱⁱ to be filled in with the legal representative according to the documents certifying the quality of representative

^{iv} to be filled in with the name of the appointed representative (namely the authorized person)

^v applicable for natural persons

^{vi} applicable for legal entities

^{vii} in case of natural persons shareholders, to be signed; in case of legal entities shareholders, to be signed and stamped (if the legal entity holds a stamp) by the legal representative/s

^{viii} in case of legal entities, the position of the legal representative shall be mentioned

