

2 copies

SPECIAL POWER OF ATTORNEYⁱ

of representation in the

**ORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST S.A.
To be held on 09.02.2017/10.02.2017**

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 ⁱⁱ _____ (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 ⁱⁱⁱ by Mr./Mrs. _____, as Manager, identified with C.I./B.I. series _____, number. _____, issued by Police department _____, with the personal identification No (CNP) _____

At **30th of January 2017** (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 of 566.432.660 shares issued by company Teraplast SA,

I hereby empower Mr./Mrs. ^{iv} _____ 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 **February 09th 2017, 16:00 hours**, 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 **February 10th 2017**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date January 30th 2017, as follows:

1. The first item on the agenda „**Approval of investments start in value of LEI 72,000,000, during 2017 financial exercise**”.

For	Against	Abstaining

2. The second item on the agenda: „Empowering the Board of Directors 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 1 from the present decision.

In this regard, the Board of Directors shall issue decisions on:

- a. concluding the acquisition contracts/pre-contracts, empowering the persons who will sign in the name of and for the Company the acquisition contracts/pre-contracts, additional acts to the acquisition contracts, and also any documents which are accessories, in connection or which are mentioned in the acquisition contracts, and also to sign any other documents, requests which could be necessary or useful in connection to the accomplish of the investments mentioned in the point 1 of the present.
- b. accessing some bank credits, concluding of some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, empowering the persons who will sign in the name of and for the Company 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 the accomplish of the investments mentioned in the point 1 of the present.

For	Against	Abstaining

3. The third item on the agenda: “Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the Extraordinary General Meeting of Shareholders. The date proposed by the Board of Directors is February 28th 2017”.

For	Against	Abstaining

4. The fourth item on the agenda: „Approval of the date February 27th 2017 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

5. The fifth item on the agenda: „**Empowering the Chairman of the Board of Directors, Mr. Dorel Goia to sign for and on behalf of all shareholders present at the assembly, the EGMS Decision**”.

For	Against	Abstaining

6. The sixth item on the agenda: “**Empowering the legal adviser, Mrs. Kinga Vaida, identified by ID series XB, No. 370326 and/or Mrs. Diana Bretfelean, identified by ID series X.B. no. 515915, to accomplish all formalities regarding registration of the EGMS Decision at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4**”.

For	Against	Abstention

I hereby attach a copy of the ID ^v /register certificate ^{vi}.

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 Law no.297/2004 regarding capital market, 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 **February 07th 2017, 16:00 hours**.

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)

- _____
- i. A shareholder may be represented by a single representative EGMS with a special power of attorney granted for EGMS on 09.02.2017/10.02.2017
 - ii. Please fill only if legal person shareholders

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- 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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