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ani



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: 85.691.097 lei

www.teraplast.ro

2 copies

SPECIAL POWER OF ATTORNEYⁱ

for representation in

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

convened for 21.09.2017/22.09.2017

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 **September 11th 2017** (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 856,910,970 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 **September 21st 2017 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 September 22nd 2017, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely September 11th 2017, 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 12th, 2017.”:**

For	Against	Abstention

8. For item 8 of the agenda, namely: **“To approve the date of October 11th, 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 Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders.”**:

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 11 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.”**:

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 **19.09.2017, 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 21.09.2017/22.09.2017

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