



2 copies

SPECIAL POWER OF ATTORNEYⁱ
of representation in the

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST S.A.
To be held on 06.10.2015/07.10.2015

The undersigned _____ (name, last name of individuals shareholder) residing in the town of _____, Street _____ 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 _____, Street _____ number. _____, bl. _____, sc. _____, et. _____, ap. _____, county of _____, registered at Trade Register Law Office _____ under J_/_/_/, unique registration code RO _____, legally representedⁱⁱⁱ by Mr/Mrs _____, as Manager, identified with C.I./B.I. series _____, number. _____, issued by Police department _____, with the personal identification No (CNP) _____

At **September 24th 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 of 288.875.849 voting rights according to the 288.875.880 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 **October 6th 2015, 17:00 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 **October 7th 2015**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date September 24th 2015, as follows:

1. First point on the Agenda : „**Approval of abrogation and removal from the Commercial Registry of the Bistrita-Nasaud Tribunal of the working point located in Constanta I.C. Bratianu street, no. 233-234, Constanta county, and of the working point located in Oradea, Calea Clujului, no. 282, Bihor county:**

For	Against	Abstaining

2. Second point on the Agenda: „**Approval of updating the Articles of Associations in accordance with the approved 1st point of this, as follows:**

Art. 3. Paragraph (3) modifies and shall have the following content:

“**TERAPLAST SA has the following secondary establishments:**

- **Working point, located in Stefanestii de Jos village, 12,Sinaia street, , Ilfov county;**
- **Working point, located in Brasov, 249/A, Calea Bucuresti, Brasov county;**
- **Working point, located in Iasi, 35, Calea Chisinaului, Iasi county;**
- **Working point, located in Galati, DN Galati – Tecuci, Tirighina – Sidex, Galati county ;**
- **Working point, located in Deva,1, Orizontului street, Hunedoara county;**
- **Working point, „Pipes,profiles and PVC compounds production and warehouse;Warehouse for pipes, PVC profiles, located in Sarata, Saratel, DN15A, FN, Sieu-Magherus village, Bistrita-Nasaud county”;**
- **Working point "Central laboratory and research" located in Sarata, DN 15A, Km45+500, Sieu-Magherus village, Bistrita-Nasaud county.**
- **Working point “PVC joinery plant” located in Bistrita 27A.,Tarpiului street, Bistrita-Nasaud county.**
- **Working point, located in Bistrita 17/A , Romana street, Bistrita-Nasaud county.**
- **Working point, located in Crainimat, Sieu-Magherus village, DN15A, KM 45+500 (Bistrita-Reghin), Bistrita-Nasaud county.**
- **Working point, located in Cluj-Napoca 21 corner with Pitesti 1-3, Calea Dorobantilor, ap.31, 1st floor, room 2, Cluj county.”**

For	Against	Abstaining

3. Third point 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 Administration is 22nd of October 2015”:**

For	Against	Abstaining

4. Fourth point on the Agenda: „**Approval of the date of 21st of October 2015 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 National Securities Commission (herein referred to as NSC Regulation no. 6/2009)”:**

For	Against	Abstaining

5. Fifth point on the Agenda: “**Empowering the Chairman of the Board of Directors to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Meeting of the Shareholders”:**

For	Against	Abstaining

6. Sixth point on the Agenda: „**Empowering the legal adviser, Mrs. Diana Pavel, identified by ID series X.B. no. 285285, issued by the Police Department of Bistrita on 07.10.2009, to accomplish all formalities regarding registration of the Decision of A.G.E.A. at the Commercial Registry of Bistrita-Nasaud Law Tribunal and to publish such decision in the Official Gazette of Romania, Part 4”.**

For	Against	Abstaining

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 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 **companies'** headquarters **TERAPLAST S.A. until October 4th 2015, 17:00 PM.**



TERAPLAST[®]
soluții eficiente pentru oameni și mediu



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 AGEA with a special power of attorney granted for AGEA on 06.10.2015/07.10.2015
 - 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