

SPECIAL POWER OF ATTORNEYⁱ
of representation in the
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST
S.A.
To be held on 07.12.2015/08.12.2015

The undersigned _____ (name, last name of individual 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 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 **25th of November, 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 **07th of December 2015 hours 16:30**, 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 08th of December 2015 hours 16:30, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date 25th of November 2015, as follows:

1. First point on the Agenda: **“Approval of the capital increase with the amount of 8.874.589,00 lei by issuing 88.745.890 new shares with a nominal value of 0,10 lei / share. The capital increase will be achieved by incorporation of reserves in the amount of 8.874.589,00 lei from the net profit of 2014, according to item 1 on the agenda of the Ordinary General Meeting of Shareholders of Teraplast SA**

dated 7th of December 2015 and the issuance of 88.745.890 new shares with a nominal value of 0,10 lei / share. The newly issued shares will not change the percentage holding of shareholders and will be distributed free of charge to all shareholders registered in the Shareholders Register at the registration date to be determined by the GMS. Each shareholder registered in the Register of Shareholders on the registration date will be allocated a number 30.72111455 new shares to each 100 shares owned , by complying with the following rounding algorithm:

- 0,5 shares or more, shall be rounded upwards to the integer number;
- Below 0.5 shares shall be rounded downwards to the integer number.”

For	Against	Abstaining

2. Second point on the Agenda: „ **Approval of a share buyback program, according to the applicable legal procedures, with the following terms: a maximum of 2,000,000 shares (0.69% of total shares composing the share capital) with a nominal value of 0.1 lei / share to a minimum price equal to the market price BVB from the moment of purchase and a maximum price of 1 leu / share, within a budget of 1,000,000 lei for a period not exceeding 18 months from the date of publication of the EGM’s Decision in the Official Gazette Part IV in order to implement a remuneration system to ensure compliance with the principle of long-term performance and a loyalty program for employees , respectively granting a mandate to Board of Directors for the fulfillment of that decision.**”

For	Against	Abstaining

3. Third point on the Agenda: „**Approval of updating the Articles of Association in accordance with the approved pt. 1 of this as follows:**

Art. 7. Paragraph. (1) „The subscribed and paid share capital of the Company TERAPLAST SA is of 28.887.588 lei divided into a number of 288.875.880 nominal shares with a nominal value of 0,1 lei each", shall be amended to read as follows:

„The subscribed and paid share capital of TERAPLAST SA is of 37.762.177 lei divided into a number of 377.621.770 nominal shares with a nominal value of 0,1 lei each.”

For	Against	Abstaining

4. Fourth 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 Directors is December the 23rd 2015:

For	Against	Abstaining

The date proposed according to the amendment request no. 384813/19.11.2015 is January 29th 2016.

For	Against	Abstaining

5. Fifth point on the Agenda: „Approval of the date December the 22nd 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 Security National Board (herein referred to as Regulation CNVM no. 6/2009)”:

For	Against	Abstaining

The date proposed according to the amendment request no. 384813/19.11.2015 is January 28th 2016.

For	Against	Abstaining

6. Sixth point on the Agenda: ”Establishing the payment date, date to which the distribution of the income associated with the securities holders, consisting in cash or shares, becomes certain. The date proposed by the Board of Directors is February 19th 2016.”

For	Against	Abstaining

7. Seventh point 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 Decision of the Extraordinary General Meeting of the Shareholders.”:

For	Against	Abstaining

8. Eighth 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 Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part IV”.

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 Law no.297/2004 regarding capital market, C.N.V.M. Regulation No. 1/2006, modified by C.N.V.M. Regulation No. 31/2006, and by C.N.V.M 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 **05th of December 2015, hours 16:30**.

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

Sediul central:

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