

2 copies

**VOTING FORM BY CORRESPONDENCE
to vote by mail for**

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST SA
to be held on 25.07.2016/26.07.2016**

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

at **July 14th 2016** (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 566,432,600 shares issued by company Teraplast SA, acquainted with the points of the Agenda of the Extraordinary General Meeting of Shareholders of Teraplast SA, which will be held on **July 25th 2016**, at 10:30 AM, respectively July 26th 2016, at 10:30 if the first Extraordinary General Meeting couldn't be legally held, as well as of the documentation provided by Teraplast SA.,

I hereby express **my voting right by correspondence** on items on the agenda of the Extraordinary General Meeting of Shareholders as follows:

1. First point on the Agenda: "Approval of the change of the Articles of Association, as follows:

Art. 20 alin.(2) „*The Ordinary General Meeting of Shareholders appoints the financial auditor, and the audit contract will be signed by the company by the Chief Executive Officer and the Chief Financial Officer.*

The Ordinary General Meeting of Shareholders appointed as financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L, with the registered office in Bucharest, 63-69, Dr. Iacob Felix Street, district 1, incorporated with the Registrar of Companies attached to the Court of Law Bucharest under no. J40/5964/1999, fiscal code RO11909783, member of the Romanian Chamber of Financial Auditors, license no. 77/15 august 2011, legally

Sediul central:

Parc Industrial Teraplast,
DN 15A, km 45+500
Cod. 427298, Jud. Bistrita-Nasaud
Tel. 0263-238202, Fax. 0263-231221
www.teraplast.ro

represented by Mr. Collins Garry Rex, as financial auditor of the Company.” will modify and will have the following content:

„The Ordinary General Meeting of Shareholders appoints the financial auditor, and the audit contract will be signed by the company by the Chief Executive Officer and the Chief Financial Officer.”

For	Against	Abstaining

2. **Second point on the Agenda:** „Establishing the **registration date** which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders. The date proposed by the Board of Administration is **August 12th 2016**”.

For	Against	Abstaining

3. **Third point on the Agenda:** „Approval of the date **August 11th 2016** 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

4. **Fourth point on the Agenda:** „Empowering the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the EGMS decision and the modified Articles of Association, in the name and on behalf of the shareholders present at the meeting”.

For	Against	Abstaining

5. **Fifth point on the Agenda:** „Empowering the legal adviser, Mrs. Bretfelean Diana, identified by ID series XB no. 515915, issued by the Police Department of Bistrita on 13.06.2016, to accomplish all formalities regarding registration of the EGMS Decision at the Commercial Registry of Bistrita-Nasaud Tribunal and to publish this decision in the Official Gazette of Romania, Part 4.”

For	Against	Abstaining

I hereby attach a copy of valid identification ^{ii/} **registration certificate copy** ⁱⁱⁱ

Note: Please tick the "X" in the appropriate box vote . The other cells shall not be completed with any sign.

This form of voting has been prepared in accordance with Capital Markets Law no. 297/2004, Regulation No.1/2006, as amended by NSC Regulation No. 31/2006 and NSC Regulation No. 6/2009.

This voting form is completed by the company's shareholder, each and every box vote, dated and signed properly.

This voting form is drawn up in 2 originals of which, one original remains with the shareholder and one original will be presented to **company** headquarters **TERAPLAST S.A.** until **July 23rd 2016, 10:30 AM.**

Date: _____

iv _____ **(signature)**

v _____

(Name and surname of individual/ corporate shareholder, or its legal representative, in clear capital letters)

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- i. To be filled in only for corporate shareholders
 - ii. It shall be completed with the legal representative according to documents attesting the representation
 - iii. applicable for legal persons
 - iv. if legal person, please stamp
 - v. if legal person, the voting form shall only be signed by the legal representative; please mention the position of the legal representative

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