

2 copies

VOTING FORM BY CORRESPONDENCE
to vote by mail for

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST SA
to be held on 07.12.2015/08.12.2015

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 **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,

acquainted with the points of the Agenda of the Extraordinary General Meeting of Shareholders of Teraplast SA, which will be held on **December the 7th, 2015**, hours 16:30, respectively December the 8th, 2015, hours 16:30 when 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 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**

Sediul central:

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

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 the repurchase by the company Teraplast SA of its own shares in accordance with the legal provisions applicable to the following conditions: 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 EGMS’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 Incorporation 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 the Company 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 Administration is December 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 of December 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 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 Law no.297 / 2004 on capital markets , Regulation No.1 / 2006 , as amended by Regulation C.N.V.M. No.31 / 2006 and CNVM 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 **05th of December 2015, hours 16:30.**

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