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**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](http://www.teraplast.ro)

2 copies

**BALLOT PAPER – VOTE BY CORRESPONDENCE**

For votes by correspondence for

**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A  
Convened for 21.09.2017/22.09.2017**

I, the undersigned \_\_\_\_\_ name and surname of the shareholder – natural person) residing in city \_\_\_\_\_, street \_\_\_\_\_ no \_\_\_\_\_, county \_\_\_\_\_ identified with \_\_\_\_\_ (identity document), series \_\_\_\_\_ no. \_\_\_\_\_ issued by \_\_\_\_\_ on the \_\_\_\_\_, Personal Identification Number \_\_\_\_\_,

Or,

The undersigned <sup>i</sup> \_\_\_\_\_ (name of the shareholder – legal person), headquartered in \_\_\_\_\_, street \_\_\_\_\_ no. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, et. \_\_\_\_\_, ap. \_\_\_\_\_, county \_\_\_\_\_, registered with the Trade Register attached to the Court \_\_\_\_\_ under no. J \_\_\_/\_\_\_/\_\_\_\_\_, VAT number RO \_\_\_\_\_, represented legally by <sup>ii</sup> Mr. /Mrs. \_\_\_\_\_, in capacity of General Director/Manager, holder of identity card series \_\_\_\_\_, no. \_\_\_\_\_, issued by Police /SPCLEP \_\_\_\_\_, having the Personal Identification Number \_\_\_\_\_

Owner on **September 11<sup>th</sup>, 2017** (reference date) of a number of \_\_\_\_\_ shares issued by **the Company TERAPLAST SA**, registered with the Trade Register of Bistrita-Nasaud Court under no. J06/735/1992, VAT no. RO3094980, traded on Bucharest Stock Exchange, having the symbol **TRP**, that grants me a number of \_\_\_\_\_ voting rights in the Ordinary General Meeting of Shareholders, out of the total of 856.910.970 shares issued by **the Company TERAPLAST SA**,

aware of the Agenda of the Ordinary General Meeting of Shareholders of Teraplast S.A. convened for September 21<sup>st</sup>, 2017 at 4:00 pm, namely for September 22<sup>nd</sup>, 2017, at 4:00 pm, if the Ordinary General Meeting of Shareholders will not be able to be validated at the first notice, and the documentation made available by Teraplast S.A.,

by the present **ballot paper**, I express my vote by correspondence regarding the items of the Agenda of the **Ordinary General Meeting of Shareholders**, as follows:

1. For item 1 of the agenda, namely: „ **To approve the appointment of the financial auditor**”:

**The proposal of the Board of Directors is the following: ERNST & YOUNG ASSURANCE SERVICES S.R.L.**

For	Against	Abstention



2. For item 2 of the agenda, namely: „ **To approve the appointment of the internal auditor**”:

The proposal of the Board of Directors is the following: **GENERAL CONSULTING MGI S.R.L.**

For	Against	Abstention

3. For item 3 of the agenda: „ **To approve the validity period of the financial audit and internal audit contracts**”:

The proposal of the Board of Directors is the following: **2 (two) years** since the approval of the decision by the OGMS for the financial audit contract and **1 (one) year** since the approval of the decision by the OGMS for the internal audit contract.

For	Against	Abstention

4. For item 4 of the agenda: **”To approve the remuneration of the financial auditor and the internal auditor”**:

For	Against	Abstention

5. For item 5 of the agenda: „**To approve the striking off the Trade Register of Bistrița-Năsăud the mentions concerning the auditor whose appointment will not be extended, if applicable**”:

For	Against	Abstention

6. For item 6 of the agenda: „**To authorize Mrs. Carmen Mirela Pop - CEO, and Mrs. Maria Ioana Birta - CFO, to negotiate and sign for and on behalf of the shareholders the financial and internal audit agreements**”:

For	Against	Abstention

7. For item 7 of the agenda: „**To approve the increase of the total amount of the Investment Plan, corresponding to the 2017 fiscal year, from RON 84,000,000, approved by the EGMS Decision no. 1/27.04.2017, to RON 96,000,000**”:

For	Against	Abstention

8. For item 8 of the agenda: „**To establish the registration date when the shareholders affected by the decisions adopted by the Ordinary General Meeting of Shareholders shall be identified. The Board of Directors suggests the date of October 12<sup>th</sup> 2017**”:

For	Against	Abstention

9. For item 9 of the agenda: „**To approve the date of October 11<sup>th</sup> 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

10. For item 10 of the agenda: „**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 OGMS Decision**”:

For	Against	Abstention

11. For item 11 of the agenda: „**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 OGMS 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<sup>iii</sup>/a copy of the registration certificate<sup>iv</sup>.**

**Note:** Will be marked with „X” the box corresponding to the vote. The other boxes will not be filled in with any mark.

This ballot paper was drawn up in accordance with the provisions of Law no. 200424/2017 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 ballot paper will be filled in at all entries, signed and dated by the shareholder.

**The ballot paper is executed up in 2 original copies**, out of which: one will remain at the shareholder and the other will be submitted to **TERAPLAST S.A.** headquarter not later than **19.09.2017, 4:00 pm.**

Date: \_\_\_\_\_

v \_\_\_\_\_ (signature)

vi \_\_\_\_\_

(First name and surname of the natural person shareholder or the legal representative of the legal entity, in capital letters)

\_\_\_\_\_ <sup>i</sup> will be filled in only for legal entities

<sup>ii</sup> to be filled in with the legal representative according to the documents certifying the quality of representative

<sup>iii</sup> applicable for natural persons

<sup>iv</sup> applicable for legal entities

<sup>v</sup> for shareholders legal persons, please stamp

<sup>vi</sup> for legal entities, the ballot paper needs to be signed by the legal representative; please specify the position of the legal representative.