

2 copies

**SPECIAL POWER OF ATTORNEY<sup>i</sup>**  
**of representation in the**  
**ORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST S.A.**  
**To be held on 07.12.2015/08.12.2015**

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 <sup>ii</sup> \_\_\_\_\_ (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 <sup>iii</sup> 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 Ordinary 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 <sup>iv</sup> \_\_\_\_\_ 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 Ordinary General Meeting of the

Shareholders, to be held on **07th of December 2015 hours 16:00**, 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 16:00, 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 distribution of retained earnings composed of retained earnings of the financial year 2014 amounting to 8.874.589,00 lei, to "Other reserves"**”.

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 Ordinary General Meeting of Shareholders. The date proposed by the Board of Administration is December the 23rd 2015**”:

For	Against	Abstaining

3. Third point on the Agenda: „**Approval of the date of 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

4. Fourth point on the Agenda: “**Mandating the Chairman of the Board of Directors to sign for and on behalf of all shareholders present at the assembly, the Decision of the Ordinary General Meeting of the Shareholders.**”:

For	Against	Abstaining

5. Fifth point on the Agenda: „**Mandating 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 the Ordinary General Meeting of the Shareholders. 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 <sup>v</sup> /register certificate <sup>vi</sup>.

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, NSC Regulation No. 1/2006, modified by NSC 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 16:00**.

**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 OGMS with a special power of attorney granted for OGMS 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

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**Sediul central:**

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