

2 copies

SPECIAL POWER OF ATTORNEYⁱ
of representation in the
ORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST S.A.
To be held on 28.04.2016/29.04.2016

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

at **April 15th 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 377.621.770 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 **April 28th 2016**, at **16:00 PM**, 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 **April 29th 2016**, at **16:00 PM**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **April 15th 2015**, as follows:

1. **First point on the Agenda:** „Presentation and submitting for approval the Report of the Board of Directors on the individual and consolidated financial situations for the 2015 financial year”.

For	Against	Abstaining

2. **Second point on the Agenda:** „Presentation of the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial statement for the 2015 financial year.”

For	Against	Abstaining

3. **Third point on the Agenda:** „Presentation and submitting for approval of the stand-alone financial statements for the 2015 financial year, according to the Report of the Board of Directors and the Report of the Company's financial auditor.”

For	Against	Abstaining

4. **Fourth point on the Agenda:** “Distribution of the net profit for the 2015 financial year. It is proposes that the net profit for the 2015 financial year to be distributed as follows”.

Net profit to be distributed: 28.381.985 lei

Legal reserves: 1.342.377 lei;

Dividends distribution: 4.531.461 lei, proposed gross dividend/share being 0.012 lei;

Other reserves: 18.881.089 lei

Retained earnings 3.627.058 lei.

For	Against	Abstaining

5. **Fifth point on the Agenda:** „Presentation and submitting for approval of the consolidated financial statements for the 2015 financial year, according to the Report of the Board of Directors and the Report of the Company's financial auditor”.

For	Against	Abstaining

6. **Sixth point on the Agenda:** „Discharge of the Company's Board of Directors for the 2015 financial year.”

For	Against	Abstaining

7. **Seventh point on the Agenda:** „Presentation and submitting for approval of the Budget of Revenues and Expenses for the 2016 financial year.”

For	Against	Abstaining

8. **Eights point on the Agenda:** „Presentation and submitting for approval of the Investment Program for the 2016 financial year.”

For	Against	Abstaining

9. **Ninth point on the Agenda:** „Establishing the remuneration level of the members of the Board of Directors for 2016”.

For	Against	Abstaining

10. **Tenth 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 May 20th 2016.”

For	Against	Abstaining

11. **Eleventh point on the Agenda:** „Approval of the date May 19th 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

12. **Twelfth point on the Agenda:** „Approval of the date June 3rd 2016 as **payment day**, as defined by the art. 2, letter g) of NSC Regulation No. 6/2009 and by art. 129, ind.3, alin 2 of the NSC Regulation no. 1/2006 regarding issuers and operations with securities.”

For	Against	Abstaining

13. **Thirteenth point on the Agenda:** “Empowering the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.

For	Against	Abstaining

14. Fourteenth point on the Agenda: “Empowering the Chairman of the Board of Directors, Mr. Dorel Goia, to sign the OGMS decision, in the name and on behalf of the shareholders present at the meeting”.

For	Against	Abstaining

15. Fifteenth point on the Agenda: “Empowering the legal adviser, Mrs. Cristina Neagos, identified by ID series X.B. no. 483047, issued by the Police Department of Bistrita on 25.06.2015, to accomplish all formalities regarding registration of the OGMS 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 identificationⁱⁱ registration certificate copyⁱⁱⁱ

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 **April 26th 2016, 16:00 PM.**

Date: _____

iv _____ **(signature)**

v _____

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

- 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

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