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ani



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

2 copies

SPECIAL POWER OF ATTORNEYⁱ

for representation in

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

convened for 27.04.2018/30.04.2018

I, _____ (first name and surname of the natural person shareholder), residing in (place) _____, st. _____ no _____, _____ County, holder of _____ (ID card), series _____ no. _____ issued by _____ on _____, National Identification No. _____,

or

I/Weⁱⁱ _____ (name of the legal entity shareholder), headquartered in _____, st. _____ no. _____, bl. _____, sc. _____, et. _____, ap. _____, _____ County, registered at the Trade Register of _____ Court under no. J ___/___/_____, VAT no. RO _____, duly represented byⁱⁱⁱ Mr./Mrs. _____, as CEO/Director, holder of ID card series _____, no. _____, issued by Police/SPCLEP _____, National Identification No. _____

owning as of **April 16th 2018** (reference date) a number of _____ shares issued by the **Company TERAPLAST S.A.** registered at the Trade Register of Bistrita-Nasaud Court under no. J06/735/1992, VAT no. RO3094980, traded at Bucharest Stock Exchange, with the **TRP** symbol, which confers me a number of _____ vote rights in the Ordinary General Meeting of Shareholders out of the total number of 856,910,442 shares issued by the **Company TERAPLAST S.A.**,

hereby appoint Mr./Mrs.^{iv} _____ residing in _____ st. _____ no. _____, bl. _____, sc. _____, et. _____ ap. _____ County, holder of _____ (ID card), series _____ no. _____ issued by _____ on _____ National Identification No. _____,

as my representative in the Ordinary General Meeting of Shareholders to take place on **April 27th 2018 at 4:30 pm**, at the company's headquarters located in Parc Industrial Teraplast, DN 15A, km 45+500, 427298, Bistrita-Nasaud County, or on the date of the second meeting in case the first meeting cannot be held, namely April 30th 2018, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely April 16th 2018, as follows:

1. For item 1 of the agenda, namely **“Presentation and submitting for approval the Report of the Board of Administration on the individual and consolidated financial situations for the 2017 financial year.”**:



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For	Against	Abstention

2. For item 2 of the agenda, namely: **“Presentation of the Report of the financial auditor ERNST & YOUNG ASSURANCE SERVICES S.R.L on the individual and consolidated financial statement for the 2017 financial year.”**:

For	Against	Abstention

3. For item 3 of the agenda, namely: **“Presentation and submitting for approval of the stand-alone financial statements for the 2017 financial year, according to the Report of the Board of Directors and the Report of the Company’s financial auditor.”**

For	Against	Abstention

4. For item 4 of the agenda, namely: **“Approval of the proposal of distribution of the net profit for the 2017 financial year. It is proposes that the net profit for the 2017 financial year to be distributed as follows:**

Net profit to be distributed: 14.115.945 lei;

Legal reserves: 661.151 lei;

Dividends distribution: 10.069.404 lei, proposed gross dividend/share being 0.0118 lei;

Retained earnings 3.385.390 lei.”:

For	Against	Abstention

5. For item 5 of the agenda, namely: **“Presentation and submitting for approval of the consolidated financial statements for the 2017 financial year, according to the Report of the Board of Directors and the Report of the Company’s financial auditor..”**

For	Against	Abstention

6. For item 6 of the agenda, namely: **“Discharge of the Company’s Board of Directors for the 2017 financial year.”**:

For	Against	Abstention

7. For item 7 of the agenda, namely: **“Presentation and submitting for approval of the Budget of Revenues**



and Expenses for the 2018 financial year.”:

For	Against	Abstention

8. For item 8 of the agenda, namely: **“Presentation and submitting for approval of the Investment Program for the 2018 financial year.”**

For	Against	Abstention

9. For item 9 of the agenda, namely: **“Establishing the remuneration level of the members of the Board of Directors for the current year. The remuneration thus established shall remain valid until the next ordinary general meeting approving the amount of the administrators' remuneration.”**:

For	Against	Abstention

10. For item 10 of the agenda, namely: **“Approving the payment to the Company’s Board of Directors of a difference of indemnity resulting from the monthly indexation of 19.9% of the gross remuneration established by the administration contract for the period between 01.01.2018 and the date of the ordinary general meeting approving the amount of the administrators' 2018, so as to ensure to administrators, for the period in question, the same level of net indemnities as before the entry into force of GEO no. 79/2017 for amending and completing the Law no. 227/2015 regarding the Fiscal Code.”**:

For	Against	Abstention

11. For item 11 of the agenda, namely: **“To elect an independent member for the Audit Committee, for a mandate equal to that of the Board of Directors in accordance with Article 2 (12) (A) of Title I, Chapter I, Law 162/2017 and Article 65 of Title I, Chapter IX, Law 162/2017;”**:

For	Against	Abstention

12. For item 12 of the agenda, namely: **“ 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 June 11th 2018.”**:

For	Against	Abstention

13. For item 13 of the agenda, namely: **“To approve the date of June 08th 2018 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

14. For item 14 of the agenda, namely: **“Approval of the date June 29th 2018 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	Abstention

15. For item 15 of the agenda, namely: **“ Empowering the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.”**:

For	Against	Abstention

16. For item 16 of the agenda, namely: **“ 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

17. For item 17 of the agenda, namely: **“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^v/a copy of the registration certificate^{vi}.

I hereby authorize the representative referred to above to cast their vote as they may deem appropriate on the matters not identified and included in the agenda until this date, pursuant to the applicable law.

This special power of attorney contains information in accordance with Law 24/2017 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 special power of attorney should be signed and dated by the principal shareholder. All the boxes of this special power of attorney shall be filled in by the principal shareholder.

The special power of attorney is executed in 3 original copies, one for the principal, one for the agent, and one to be submitted at the headquarters of the TERAPLAST S.A. not later than **25.04.2018, 4:30 pm**.

Date: _____

vii _____ (signature)

viii _____

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

ⁱ a shareholder can be represented in the OGMS by a single agent authorized by special power of attorney granted for the OGMS dated 27.04.2018/30.04.2018

ⁱⁱ to be filled in only for the shareholders that are legal entities

ⁱⁱⁱ to be filled in with the legal representative according to the documents certifying the quality of representative

^{iv} to be filled in with the name of the appointed representative (namely the authorized person)

^v applicable for natural persons

^{vi} applicable for legal entities

^{vii} in case of natural persons shareholders, to be signed; in case of legal entities shareholders, to be signed and stamped (if the legal entity holds a stamp) by the legal representative/s

^{viii} in case of legal entities, the position of the legal representative shall be mentioned