

2 copies

SPECIAL POWER OF ATTORNEYⁱ
of representation in the
ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST SA
to be held on 25.07.2016/26.07.2016

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 **July 14th 2016** (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 566.432.600 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 Ordinary General Meeting of the Shareholders, to be held on **July 25th 2016**, at **10:00 AM**, 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 July 26th 2016, at 10:00 AM, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **July 14th 2016**, as follows:

- 1. First point on the Agenda:** "Approves the financial auditor nomination, considering that in August 26th 2016 will end the mandate given to the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L.

The proposal of the Board of Directors is: **KPMG**

Sediul central:

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

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

2. **Second point on the Agenda:** “Approves the internal auditor nomination, considering that in August 31th 2016 will end the mandate given to the internal auditor S.C. GENERAL CONSULTING MGI SRL”.

The proposal of the Board of Directors is: **S.C. GENERAL CONSULTING MGI SRL**

| For | Against | Abstaining |
|-----|---------|------------|
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3. **Third point on the Agenda:** Approves the duration for the financial auditor and internal auditor contracts.

The proposal of the Board of Directors is: **1 year.**

| For | Against | Abstaining |
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4. **Fourth point on the Agenda:** Approves the remuneration for the financial auditor and internal auditor.

The proposal of the Board of Directors is: **59,000 for financial audit and 1,000 euro for internal audit.**

| For | Against | Abstaining |
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5. **Fifth point on the Agenda:** “Empowering Mr. Alexandru Stanean acting as CEO, and Mrs. Orban Eniko-Edit acting as CFO of the Company, to negotiate and to sign, in the name and on behalf of the shareholders, the contract of financial and internal audit”.

| For | Against | Abstaining |
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6. **Sixth 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 Directors is **August 12th 2016**”.

| For | Against | Abstaining |
|-----|---------|------------|
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7. **Seventh point on the Agenda:** „Approval of the date **August 11th 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 |
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8. **Eighth 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”.

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soluții eficiente pentru oameni și mediu

| For | Against | Abstaining |
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| | | |

9. Ninth point on the Agenda: „Empowering the legal adviser, Mrs. Bretfelean Diana, identified by ID series XB no. 515915, issued by the Police Department of Bistrita on 13.06.2016, 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 the ID ^v /register certificate ^{vi}.

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 effective legal provisions.

This special power of attorney contains information in accordance with the Capital Market Law no. 297/2004, NSC Regulation No. 1/2006, modified by NSC Regulation No. 31/2006, and by NSC 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 **July 23rd 2016, 10:00 AM.**

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