

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 27.04.2017/28.04.2017**

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 <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 **April 14<sup>th</sup> 2017** (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 566,432,660 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 **April 27<sup>th</sup> 2017, 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 28<sup>th</sup> 2017, at 16:00 PM**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **April 14<sup>th</sup> 2017**, as follows:

1. **First point on the Agenda:** „ Presentation and submitting for approval the Report of the Board of Administration on the individual and consolidated financial situations for the 2016 financial year”.

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

2. **Second point on the Agenda:** „Presentation of the Report of the financial auditor KPMG Audit S.R.L on the individual and consolidated financial statement for the 2016 financial year.”

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

3. **Third point on the Agenda:** „Presentation and submitting for approval of the stand-alone financial statements for the 2016 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 2016 financial year. It is proposes that the net profit for the 2016 financial year to be distributed as follows:

Net profit to be distributed: 41.511.532 lei

Legal reserves: 2.294.246 lei

Dividends distribution: 9.572.712 lei, proposed gross dividend/share being 0.0169 lei;

Other reserves: 29.047.831 lei

Retained earnings 596.743 lei

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

5. **Fifth point on the Agenda:** „Presentation and submitting for approval of the consolidated financial statements for the 2016 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 2016 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 2017 financial year.”

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

8. **Eights point on the Agenda:** „Presentation and submitting for approval of the Investment Program for the 2017 financial year.”

| For | Against | Abstaining |
|-----|---------|------------|
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9. **Ninth point on the Agenda:** „Establishing the remuneration level of the members of the Board of Directors for 2017”.

| 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 18<sup>th</sup> 2017.”

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

11. **Eleventh point on the Agenda:** „Approval of the date May 17<sup>th</sup> 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 9<sup>th</sup> 2017 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. Kinga Vaida, identified by ID series XB, No. 370326 and/or Mrs. Diana Bretfelean, identified by ID series X.B. no. 515915, 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 identification<sup>ii</sup> registration certificate copy<sup>iii</sup>**

**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 25<sup>th</sup> 2017, 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 OGMS with a special power of attorney granted for OGMS on 27.04.2017/28.04.2017
- 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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