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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 21.09.2017/22.09.2017

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 **September 11th 2017** (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 856,910,970 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 **September 21st 2017 at 5:00 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 September 22nd 2017, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely September 11th 2017, as follows:

1. For item 1 of the agenda, namely **"To approve the appointment of the financial auditor"**:

The proposal of the Board of Directors is the following: ERNST & YOUNG ASSURANCE SERVICES S.R.L.



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For	Against	Abstention

2. For item 2 of the agenda, namely: **“To approve the appointment of the internal auditor”**:

The proposal of the Board of Directors is the following: GENERAL CONSULTING MGI S.R.L.

For	Against	Abstention

3. For item 3 of the agenda, namely: **“To approve the validity period of the financial audit and internal audit contracts”**:

The proposal of the Board of Directors is the following: 2 (two) years since the approval of the decision by the OGMS for the financial audit contract and 1 (one) year since the approval of the decision by the OGMS for the internal audit contract

For	Against	Abstention

4. For item 4 of the agenda, namely: **“To approve the remuneration of the financial auditor and the internal auditor”**:

For	Against	Abstention

5. For item 5 of the agenda, namely: **“To approve the striking off the Trade Register of Bistrita-Năsăud the mentions concerning the auditor whose appointment will not be extended, if applicable.”**

For	Against	Abstention

6. For item 6 of the agenda, namely: **“To authorize Mrs. Carmen Mirela Pop - CEO, and Mrs. Maria Ioana Birta - CFO, to negotiate and sign for and on behalf of the shareholders the financial and internal audit agreements.”**:

For	Against	Abstention

7. For item 7 of the agenda, namely: **“To approve the increase of the total amount of the Investment Plan, corresponding to the 2017 fiscal year, from RON 84,000,000, approved by the EGMS Decision no. 1/27.04.2017, to RON 96,000,000.”**:



For	Against	Abstention

8. For item 8 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 October 12th 2017.”**

For	Against	Abstention

9. For item 9 of the agenda, namely: **“To approve the date of October 11th 2017 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

10. For item 10 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

11. For item 11 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^{vi}/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 **19.09.2017, 4:00 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 21.09.2017/22.09.2017

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