

SPECIAL POWER OF ATTORNEYⁱ
of representation in the
ORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST
31st of August 2015/ 1st of September 2015

The undersigned _____ (name, last name of individual shareholder) residing in the town of _____, str. _____ nr _____, 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 by ⁱⁱⁱ Mr/Mrs _____, as Manager, identified with C.I./B.I. series _____, number _____, issued by Police department _____, with the personal identification No (CNP) _____

at **19 of August 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 of 288.875.849 voting rights according to the 288.875.880 shares issued by company Teraplast, 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 **31st of August 2015, 16:00 hours**, 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 1st of September 2015, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date 19 of August 2015, as follows:

1. The first item on the agenda: **„Approving the appointed internal auditor”** :

The Board’s proposal is as follows: GENERAL CONSULTING MGI S.R.L. having its registered office in Bistrita-Nasaud county, Bistrita 11th street Zefirului, registered in the Trade Registry under J06/628/2003, fiscal code RO15816660, licenced in financial auditing activities and other activities related to it, member of Chamber of Financial Auditors of Romania, in Bucharest, licence 1120/28.06.2012, legally represented by Mrs. IACOB GABRIELA ADRIANA as administrator and financial auditor- licence 3727.

For	Against	Abstaining

2. The second item on the agenda : **„Approval of the validity of the contract”**:

The Board’s proposal is as follows: one year, starting from the Ordinary General Meeting of the Shareholders approval

For	Against	Abstaining

3. The third item on the agenda: **“Approval of the internal auditor’s remuneration”**

The Board’s proposal is as follows: 1.000 euro.

For	Against	Abstaining

4. The fourth item on the agenda: **„Mandating Mr. Alexandru Stanean – CEO, and Mrs. Edit - Eniko Orban – CFO to negotiate and to sign for and on behalf of the Company’s Shareholders the internal audit contract”**:

For	Against	Abstaining

5. The fifth item on the agenda: **„Appointing the registration date when shareholders affected by the decisions adopted by the Ordinary General Meeting of the Shareholders shall be identified. The Board of Directors suggests the date of 16th of September 2015”**:

For	Against	Abstaining

6. The sixth item on the agenda: „**Approving the date of 15th September 2015 as „ex date”, respectively the date previous to the registration when the financial instruments, object of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of the Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general meetings 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 (hereinafter referred to Regulation CNVM no. 6/2009)**”:

For	Against	Abstaining

7. The seventh item on the agenda: “**To authorize the President of the Board of Directors to sign the Decision of the Ordinary General Meeting of the Shareholders for and on behalf of all shareholders present at the meeting**”:

For	Against	Abstaining

8. The eighth item on the agenda: „**To authorize the legal adviser of the company, Mr. Chira Dorin, to register the Decision of the Ordinary General Meeting of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Section 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 legal provisions in force

This special power of attorney contains information in accordance with the Law no.297/2004 regarding capital market, C.N.V.M. Regulation No. 1/2006, modified by C.N.V.M. Regulation No. 31/2006, and by C.N.V.M 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 29th of August 2015, 16:00 hours.**



TERAPLAST[®]
soluții eficiente pentru oameni și mediu



Date of granting the power of attorney : _____

vii _____ (signature)

viii _____

(Name and surname of individual shareholder, in clear capital letters)

-
- i. A shareholder may be represented by a single representative AGOA with a special mandate granted on 31.08.2015/01.09.2015
 - 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