

2 copies

**VOTING FORM BY CORRESPONDENCE**  
to vote by mail for 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 <sup>i</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 by <sup>ii</sup> Mr./Mrs. \_\_\_\_\_, as Manager, identified with C.I./B.I. series \_\_\_\_\_, number \_\_\_\_\_, issued by Police department \_\_\_\_\_, with the personal identification No (CNP) \_\_\_\_\_

at **July 14<sup>th</sup> 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, acquainted with the points of the Agenda of the Ordinary General Meeting of Shareholders of Teraplast SA, which will be held on **July 25<sup>th</sup> 2016**, at 10:00 AM, respectively July 26<sup>th</sup> 2016, at 10:00 if the first Ordinary General Meeting couldn't be legally held, as well as of the documentation provided by Teraplast SA.,

I hereby express **my voting right by correspondence** on items on the agenda of the Ordinary General Meeting of Shareholders as follows:

- 1. First point on the Agenda:** "Approves the financial auditor nomination, considering that in August 26<sup>th</sup> 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**

For	Against	Abstaining

2. **Second point on the Agenda:** “Approves the internal auditor nomination, considering that in August 31<sup>th</sup> 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

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

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

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

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 12<sup>th</sup> 2016**”.

For	Against	Abstaining

7. **Seventh point on the Agenda:** „Approval of the date **August 11<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

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”.

For	Against	Abstaining

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 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 **July 23<sup>rd</sup> 2016, 10:00 AM.**

**Date:** \_\_\_\_\_

**iv** \_\_\_\_\_ (signature)

**v** \_\_\_\_\_

(Name and surname of individual/ corporate shareholder, or its legal representative, in clear capital letters)

- 
- i. To be filled in only for corporate shareholders
  - ii. It shall be completed with the legal representative according to documents attesting the representation
  - iii. applicable for legal persons
  - iv. if legal person, please stamp
  - v. if legal person, the voting form shall only be signed by the legal representative; please mention the position of the legal representative

**Sediul central:**

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

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