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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

3 copies

SPECIAL POWER OF ATTORNEYⁱ

of representation in the

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST S.A.

To be held on 14.09.2018/17.09.2018

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) _____

On **September 04, 2018** (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 Extraordinary General Meeting of Shareholders, of the total of 856.910.442 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 Extraordinary General Meeting of the Shareholders, to be held on **September 14, 2018, hour 16:00**, at the company's headquarters in village Sărațel, commune Șieu-Magheruș, 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 **September 17, 2018**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date September 04, 2018, as follows:



1. The first item on the agenda „**Approval of the supplementation of the maximum limit of indebtedness that the company may contract in the financial year 2018 with the amount of 70,000,000 lei, which will be used exclusively to guarantee the loans of the subsidiaries and the approval of the guarantee of the credit and / or leasing contracts to be accessed by the subsidiaries, within the fixed limit, with real estate/movable securities, assignments of present and future receivable rights, assignments related to current and future available funds, resulting from current accounts and assignments of rights resulting from insurance policies**”:

For	Against	Abstaining

2. The second item on the agenda: „**Mandating the Board of Directors to fulfil, up to the maximum additional limit of approved indebtedness, to accomplish in the name and on behalf of the Company all necessary and useful actions to carry out those approved in accordance with paragraph 1 of this resolution. In this regard, the Board of Directors will issue decisions on: guaranteeing the access by company’s subsidiaries of certain bank credits and / or credit contracts / leasing contracts, establish / change the related guarantee structure, empower the persons who will sign on behalf of and on behalf of TERAPLAST SA the warranty contracts / additional documents and any other documents or instruments that are related to or referenced in the warranty agreements and to sign any other forms, requests that may be necessary or useful related to these transactions**”

For	Against	Abstaining

3. The third item on the agenda: “**Approval of the amendment of the Decision of the Extraordinary General Meeting of Shareholders of the company no. 1 of 21.09.2017 by which was approved the redemption of the Company’s own shares in order to reduce the maximum number of shares that can be redeemed from 5,150,000 shares to 3,571,114 shares, within the limit of a budget of 1,480,308.10 lei, instead of 1,850,000 lei previously approved. Own shares redeemed by the Company will be offered to employees and members of the management of the Teraplast Group companies free of charge under the stock option plan developed by the Company**”

For	Against	Abstaining

4. The fourth item on the agenda: „ **Mandating the Board of Directors to sign the decisions adopted by the Extraordinary General Meeting of Shareholders.**”

For	Against	Abstaining

5. The fifth item on the agenda: “**Empowering of Mr Dorel Goia to sign for and on behalf of all shareholders present at the assembly, the Decision of E.G.M.S.**”:

For	Against	Abstention

6. The sixth item on the agenda: „**Empowering the legal adviser, Mrs. Diana Octavia Bretfelean, to accomplish all formalities regarding registration of the Decision of E.G.M.S. at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.**”

For	Against	Abstention

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 Law 24/2017 on the issuers of financial instruments and market operations, the NSC Regulation no. 5/2018. 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 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 September 12, 2019, 16:00 hours.**

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 EGMS with a special power of attorney granted for EGMS on 06.10.2017/09.10.2017
 - 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