

2 copies

SPECIAL POWER OF ATTORNEYⁱ
for representation in
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.
convened for 20.12.2019/23.12.2019

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 **December 10th 2019** (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 Extraordinary General Meeting of Shareholders out of the total number of 1.337.806.508 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 Extraordinary General Meeting of Shareholders to take place on **December 20th 2019 at 10:00 am**, at the company's headquarters located in village Saratel, Sieu-Magherus, DN 15A, km 45 + 500, county Bistrita-Nasaud, Romania, or on the date of the second meeting in case the first meeting cannot be held, namely December 23rd 2019, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely December 10th 2019, as follows:

1. For item 1 of the agenda, namely: „**To approve the decrease of the company's share capital from RON 133.780.650,80 to RON 133.780.501,80 by cancelling a number of 1490 own shares, with a par value of RON 0.1 per share, acquired by the company following the enforcement of the awarding report**

and the method of rounding to the lower integer, at the time of increasing the share capital pursuant to the EGMS Decision no. 1/27.04.2018 and to the EGMS Decision no. 1/25.04.2019.

The grounds for decreasing the share capital reside in the need to optimise the share capital structure considering that:

- the own shares were acquired as a result of the processing of Teraplast S.A. share capital increase, being registered in Teraplast's account the remaining shares, undistributed following the application of the calculation method (rounding to the lower),
- acquiring the own shares to be cancelled has not been associated to a specific purpose, and, on the other hand, preserving those shares as own shares brings no benefits to the company and its shareholders.”:

For	Against	Abstention

2. For item 2 of the agenda, namely: „Approves the update of the Articles of Association, in accordance with the ones approved at point 1 of the present, as follows:

Art. 7. Alin. (1) <<The subscribed and paid in share capital of the Company TERAPLAST S.A. is 133,780,650.8 lei divided into a number of 1,337,806,508 registered shares, with nominal value of 0.1 lei each>> **modifies and will have the following content:**

<<The subscribed and paid in share capital of the Company TERAPLAST S.A. is 133,780,501.80 lei divided into a number of 1,337,805,018 registered shares, with nominal value of 0.1 lei each>>.”:

For	Against	Abstention

3. For item 3 of the agenda, namely: „**To establish the registration date when the shareholders affected by the decisions adopted by the Extraordinary General Meeting of Shareholders shall be identified. The Board of Directors suggests the date of January 16th, 2020.**”:

For	Against	Abstention

4. For item 4 of the agenda, namely: „**To approve the date of January 15th, 2020, 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, in accordance with art. 2 par. 2 lit. I) of Regulation no. 5/2018 regarding issuers and operations with securities.**”:

For	Against	Abstention

5. For item 5 of the agenda, namely: „**To authorize the Board of Directors to enforce the decisions adopted by the Extraordinary General Meeting of Shareholders.**”:

For	Against	Abstention

6. For item 6 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 EGMS Decision.**”:

For	Against	Abstention

7. For item 7 of the agenda, namely: „**To authorize the company’s legal adviser, Mrs. Diana Octavia Bretfelean, to do everything that is necessary as to record the EGMS 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^v/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. 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 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 **18.12.2019, 10:00 am**.

Date: _____

vii _____ **(signature)**

viii _____

(First name and surname of the natural person shareholder or the legal representative of the legal entity, in capital letters)

Personal data entered in this special power of attorney (name and surname, domicile, series, number and date of issuance of identity card, personal numerical code, signature, number of shares held) shall be processed in compliance with the legal provisions regarding the protection of individuals with regard to the processing of personal data and the free circulation of such data, during the period stipulated by law, pursuant to Law no. 24/2017 on Issuers of Financial Instruments and Market Operations and of ASF Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operations, as amended and Law no. 31/1990 on societies.

You benefit from the right of access, intervention, rectification and porting of the data you provide us, limit our processing and even request the deletion of the data. Please note that interfering with the data you have provided to us may be such as to prevent your mandate from exercising the vote at the Extraordinary General Shareholders' Meeting of the Teraplast S.A. from the date of 20/23.12.2019.

In this case, the issuing company is exonerated from liability. Please let us know your requests in any way that is assuring the identity of the applicant and his or her entitlement. We will answer you without delay. If you are dissatisfied, you can contact ANSPDCP.

This section provides information on the legal provisions relating to the processing of personal data of natural persons listed in the special power of attorney.

I, the undersigned, agree that personal data will be processed for the purpose of voting by a trustee at the Extraordinary General Meeting of Shareholders of the Company Teraplast S.A. from the date of 20/23.12.2019.

Name and surname:

Date:

Signature:

ⁱ a shareholder can be represented in the EGMS by a single agent authorized by special power of attorney granted for the EGMS dated 20/23.12.2019

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