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SPECIAL POWER OF ATTORNEYⁱ
for representation in
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.
convened for 25.04.2019/30.04.2019

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 **April 12th 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 1.070.245.274 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 **April 25th 2019 at 9:00 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 April 30th 2019, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely April 12th 2019, as follows:

1. For item 1 of the agenda, namely: „**Approves the share capital increase with 26.756.123,4 lei***, lei by releasing of 267.561.234 new shares, with a reference value of 0.10 lei/share, as well the determination of the price 0,28 lei for the compensation of the fractions of shares following the application of the algorithm and the rounding of the results to the lower inferior, in accordance with the applicable legal provisions.

The share capital increase will be made by incorporating the reserves in amount of 26.756.123,4 lei, constituted from the net profit of 2018, and by releasing of 26.756.123,4 new shares with a reference value of 0.10 lei/share. The new released shares will not modify the shareholders percentage and will be distributed for free to all company’s shareholders, registered in the Shareholders’ Registry, at the registration date established by this Decision. The capital increase is made in order to support the current activity of the company. Every shareholder registered in the Shareholders’ Registry at the registration date shall receive 1 new share for every 4 owned shares.

**When calculating the value with which the share capital is increased, was taken into account the number of shares issued by the company, out of which a number of 336 shares fell (shares that have entered into the Company's account following the application of the algorithm and the rounding of the results to the lower one as a result of the processing of the capital increase) and which the Company holds at the present date, taking into account that own shares do not give rise to dividends or other rights.”:*

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 107.024.527,40 lei divided into a number of 1.070.245.274 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 133,780,650.8 lei divided into a number of 1,337,806,508 registered shares, with nominal value of 0.1 lei each.>>”:

For	Against	Abstention

3. For item 3 of the agenda, namely: „**To approve the maximum limit of indebtedness that the company can contract in the 2019 financial year and the approval of the warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future receivables rights, assignments related to**

current and future cash, resulting from current accounts and assignments of rights resulted from the insurance policies. The proposal of the Board of Administration is that this limit of indebtedness to reach the total value of 200.000.000 lei.":

For	Against	Abstention

4. For item 4 of the agenda, namely: „**Approval of the supplementation of the maximum limit of indebtedness that the company may contract in the financial year 2019 with the amount of 150,000,000 lei, which will be used (if needed) 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	Abstention

5. For item 5 of the agenda, namely: „**To authorise the Board of Directors to take, for and on behalf of the Company, all the actions and steps required or useful for the enforcement of item 3 and 4 of this decision, up to the maximum agreed limit of indebtedness. Therefore, the Board of Directors shall issue decisions on:**

- taking out bank loans, entering into credit/leasing contracts, extending the bank loan/leasing contracts, establishing the security structure corresponding to the taken out/extended bank loan or leasing contracts, restructuring/establishing new maturity dates for the granted loans, changing the structure of the securities for the pending loans, authorising the persons entitled to sign for and on behalf of TERAPLAST S.A. the bank loan contracts / the leasing contracts / the security contracts / the addendums to the bank loan/leasing contracts, and also any other complementary documents or instruments related to or referred to in the bank loan/leasing contracts, security contracts or any other documents, and also to sign any other forms and requests that might be necessary or useful in relation to such bank transactions.

- 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	Abstention

6. For item 6 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, according to art. 86 par. (1) of the Law no. 24/2017. The Board of Directors suggests the date of October 23rd, 2019.**”:

For	Against	Abstention

7. For item 7 of the agenda, namely: „**To approve the date of October 22nd, 2019, 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.**”:

For	Against	Abstention

8. For item 8 of the agenda, namely: „ **Approval of the date October 24th 2019 as payment day, as defined by the art. 86 par. 2 of the Law no. 24/2017, art. 2 par. 2 lit. h) and art. 178 of Regulation no. 5/2018.**”:

For	Against	Abstention

9. For item 9 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

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 EGMS 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 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^{vii}/a copy of the registration certificate^{viii}.

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 **23.04.2019, 9:00 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 25/30.04.2019.

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 25/30.04.2019.

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 25.04.2019/30.04.2019

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