

2 copies

SPECIAL POWER OF ATTORNEYⁱ
for representation in
THE ORDINARY 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 Ordinary 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 Ordinary General Meeting of Shareholders to take place on **April 25th 2019 at 8:30 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:

- For item 1 of the agenda, namely **“Presentation and submitting for approval the Report of the Board of Administration on the individual and consolidated financial situations for the 2018 financial year.”:**

For	Against	Abstention
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2. For item 2 of the agenda, namely: **“Presentation of the Report of the financial auditor ERNST & YOUNG ASSURANCE SERVICES S.R.L on the individual and consolidated financial statement for the 2018 financial year.”:**

For	Against	Abstention

3. For item 3 of the agenda, namely: **“Presentation and submitting for approval of the stand-alone financial statements for the 2018 financial year, according to the Report of the Board of Directors and the Report of the Company’s financial auditor.”**

For	Against	Abstention

4. For item 4 of the agenda, namely: **“Approval of the proposal of distribution of the net profit for the 2018 financial year, as follows:**

- **Net profit realized: 30,034,429 lei;**
- **Legal reserves: 1,500,532 lei;**
- **Reserves from net profit: 26,756,123.4 lei; (the amount from which the increase of the share capital will be made in accordance with the EGMS’s agenda)**
- **Retained earnings 1,777,773.60 lei;”:**

For	Against	Abstention

5. For item 5 of the agenda, namely: **“Presentation and submitting for approval of the consolidated financial statements for the 2018 financial year, according to the Report of the Board of Directors and the Report of the Company’s financial auditor.”:**

For	Against	Abstention

6. For item 6 of the agenda, namely: **“Discharge of the Company’s Board of Directors for the 2018 financial year.”:**

For	Against	Abstention

7. For item 7 of the agenda, namely: **“Presentation and submitting for approval of the Budget of Revenues and Expenses for the 2019 financial year.”:**

For	Against	Abstention

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8. For item 8 of the agenda, namely: **“Presentation and submitting for approval of the Investment Program for the 2019 financial year.”**:

For	Against	Abstention

9. For item 9 of the agenda, namely: **“Establishing the remuneration level of the members of the Board of Directors for the current year. The remuneration thus established shall remain valid until the next ordinary general meeting approving the amount of the administrators' remuneration.”**:

For	Against	Abstention

10. For item 10 of the agenda, namely: **“Empowering the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.”**:

For	Against	Abstention

11. For item 11 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 OGMS Decision”**:

For	Against	Abstention

12. For item 12 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 OGMS 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 **23.04.2019, 8:30 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 Ordinary 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 Ordinary 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 OGMS by a single agent authorized by special power of attorney granted for the OGMS 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