

3 copies

SPECIAL POWER OF ATTORNEYⁱ

of representation in the

**ORDINARY GENERAL MEETING OF SHAREHOLDERS of TERAPLAST S.A.
To be held on 02.09.2019/03.09.2019**

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 **August 21st, 2019 (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 of 1,070,245,274 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 Ordinary General Meeting of the Shareholders, to be held on **September 02nd, 2019, at 15:30 o'clock**, at the company's headquarters in village Sărățel, commune Șieu-Măgheruș, 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 03rd, 2019 at 15:30 o'clock**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date August 21st, 2019, as follows:

1. The first item on the agenda „**Election of the members of the Board of Directors of the Company.**”:

1.1. **Proposal 1: Mr. Dorel Goia**

For	Against	Abstaining

1.2. **Proposal 2: Mr. Razvan Stefan Letter**

For	Against	Abstaining

1.3. **Proposal 3: Mrs. Magda-Eugenia Palfi**

For	Against	Abstaining

1.4. **Proposal 4: Mr. Sorin Olaru**

For	Against	Abstaining

1.5. **Proposal 5: Mr. Alexandru Stanean**

For	Against	Abstaining

1.6. **Proposal 6: Mr. Liviu Ciupe**

For	Against	Abstaining

2. The second item on the agenda: „**The establishing of the validity of the mandate of the Board members, starting with September 14th 2019. The Board of Directors proposes that mandate length will be 1(one) year.**”

For	Against	Abstaining

3. The third item on the agenda: “**The election of the external financial auditor of the Company.**”

3.1.Proposal 1: DELOITTE AUDIT S.R.L.

For	Against	Abstaining

4. The fourth item on the agenda: “**The election of the internal financial auditor of the Company.**”

4.1.Proposal 1 : JP Auditors & Advisors S.R.L.

For	Against	Abstaining

5. The fifth item on the agenda: „**The establishing of the validity of the mandate of the external financial auditor and internal financial auditor.**”

For	Against	Abstaining

6. The sixth item on the agenda: „**The approval of the remuneration of the external financial auditor and internal financial auditor.**”

For	Against	Abstaining

7. The seventh item on the agenda: „**The approval of the striking off from the Trade Register of Bistrita-Năsăud the mentions concerning the auditor whose appointment will not be extended, if applicable.**”

For	Against	Abstaining

8. The eighth item on the agenda: „**Mandating Mr Dorel Goia and Mr Alexandru Stănean to negotiate and any of them to sign the administrative contracts of the directors and the contracts with the external financial auditor and the internal financial auditor, in the name and on behalf of the Company.**”

For	Against	Abstaining

9. The ninth 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 O.G.M.S.**”:

For	Against	Abstention

10. The tenth item on the agenda: „**Empowering the legal adviser, Mrs. Diana Octavia Bretfelean, to accomplish all formalities regarding registration of the Decision of O.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 August 31st, 2019 15:30 o'clock.**

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)

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 02/03.09.2019.

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 02/03.09.2019.

Name and surname:

Date:

Signature:

- i. A shareholder may be represented by a single representative OGMS with a special power of attorney granted for OGMS on 02/03.09.2019
- 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