

SPECIAL POWER OF ATTORNEY

**Extraordinary General Meeting of the Shareholders
23-24th of March 2015**

The subscribed _____, headquartered in _____, street. _____ no. _____, bl. _____, sc. _____, et. _____, ap. _____, county _____, registered at Trade Register Office of _____ court, under Reg. No. J ___ / ___ / _____, unique registration code RO _____, legally represented by Mr./Mrs. _____, acting as General Manager / Administrator, identified by ID C.I./B.I. series _____, No. _____, issued by police department/SPCLEP _____, with the personal identification No. CNP _____, having a number of _____ shares issued by **S.C. 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 Assembly of Shareholders, of the total of 288.875.849 voting rights according to the 288.875.880 shares issued by **Company TERAPLAST S.A.**, we hereby empower Mr./Mrs. _____ 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**, which shall take place on **23rd of March 2015, 14:00 hours**, at the company's headquarters in Bistrita, Teraplast Industrial Park, 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 **24th of March 2015** to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **12th of March 2015**, as follows:

Extraordinary General Assembly of the Shareholders will have the following

AGENDA

1. Approval of renting to the Company Teraglass Bistrita S.R.L, by the Company Teraplast S.A. of the following real estates - property of the Company Teraplast S.A., for the purpose of transferring the PVC joinery business line:
 - a. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 57079 of Bistrita, topographical no. 57079, 57079-C2, 57079-C3, consisting of a land within the built-up area, having a total surface of 25.222 sqm and associated constructions.

b. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 54207, topographical no. 54207, 54207 – C1; consisting of a land within the built-up area, having a total surface of 3.376 sqm and associated constructions.

For	Against	Abstaining

2. Approval of the rental price of the real estate mentioned at item 1 of this convening notice. The rental price suggested by the Board of Directors amounts to EUR 8,840/month, VAT excluded.

For	Against	Abstaining

3. Approval of the rental period of time for the real estate mentioned at item 1 of this convening notice. The Board of Directors suggests a period of time of 6 (six) years, as of 01.04.2015.

For	Against	Abstaining

4. Approval of transferring to Company Teraglass Bistrita S.R.L, at the same time with renting the real estate mentioned at item 1 of this convening notice, of the entire activity corresponding to the PVC joinery business line (including the personnel transfer, pursuant to art. 173 of the Labour Code).

For	Against	Abstaining

5. In order to transfer the PVC joinery business line to Teraglass Bistrita S.R.L., approval of selling the equipment / assets corresponding to such business line.

For	Against	Abstaining

6. Approval of the sales price of the equipments mentioned at item 5 of this convening notice. The sales price suggested by the Board of Directors amounts to RON 3,800,000, plus the value of the equipment to be commissioned up to the date of the business line transfer (respectively 1st April 2015), amounting to maximum EUR 200,000. The Board of Directors suggests that the payment of the equipment price to be done in 60 equal instalments, as of 01.04.2016.

For	Against	Abstaining

7. Approval that the transfer of the ownership of property over the assets mentioned in item 5 of this convening notice to be performed exclusively on the date the price is fully paid by the Buyer, Teraglass Bistrita S.R.L. It is proposed that the risk related to the sold assets to be transferred from the Seller to the Buyer on the date the sales agreement is signed.

For	Against	Abstaining

8. Approval that the activity of the PVC joinery business line at the Company Teraglass Bistrita S.R.L. premises, to begin on 1st of April 2015 (as of the second quarter of 2015).

For	Against	Abstaining

9. Approval of a loan granted to the Company Teraglass Bistrita SRL, amounting to maximum RON 2.850.000, based on a loan agreement with successive drawdowns, in order to sustain the activity of the Company Teraglass Bistrita Srl. The loan shall generate interest, according to the reference interest of BNR /National Bank of Romania/ .

For	Against	Abstaining

10. Mandating the Board of Directors to negotiate and approve the transfer to the Company Teraglass Bistrita S.R.L. of the raw material stocks, the finished products, the advertising materials needed for continuing the activity of the PVC joinery business line.

For	Against	Abstaining

11. Mandating Mr. Alexandru Stanean – General Manager, and Mrs. Edit-Eniko Orban – Financial Manager to negotiate the contracting terms and conditions, and to sign for and on behalf of the Company the rental agreement for the real estate mentioned at item 1, the sales agreement of the equipment / assets mentioned at item 5, as well as any documents necessary to carry out the decision of the Extraordinary General Assembly of the Shareholders, that is to be adopted.

For	Against	Abstaining

12. Approval of the full coverage of the losses reported in the previous years, amounting to RON 44.952.911, by using the reserves constituted for share capital adjustments and share premiums.

For	Against	Abstaining

13. Appointing the registration date when shareholders affected by the decisions adopted by the Extraordinary General Assembly of the Shareholders shall be identified. The Board of Directors suggests the date of **08th April 2015**.

For	Against	Abstaining

14. Approval of the date of 7th April 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, object of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general assemblies of the trading companies, amended and completed by Regulation no. 13/2014 regarding the amendment and completion of certain regulations issued by the Security National Board (herein referred to as **Regulation CNVM no. 6/2009**).

For	Against	Abstaining

15. Mandating the Chairman of the Board of Directors, Mr. Dorel Goia, to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Assembly of the Shareholders.

For	Against	Abstaining

16. Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Extraordinary General Assembly of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

For	Against	Abstaining

Note : You shall put an „X” in the appropriate voting box. The remaining boxes shall not be completed.

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 the Law no.297/2004 regarding capital market, C.N.V.M. Regulation No.1/2006, modified by C.N.V.M Regulation No..31/2006, and by C.N.V.M Regulation No. 6/2009. This special power of attorney shall be signed and dated by the principal shareholder. The special power of attorney shall be completed by the principal shareholder under all entries submitted.



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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 21st of March 2015, 14:00 hours.**

If the Extraordinary General Assembly of the Shareholders shall not meet legally and statutorily on 23rd of March 2015, this special power of attorney shall be also valid for to the second convening of the Extraordinary General Assembly of the Shareholders, from 24th of March 2015.

Date of granting the power of attorney: _____

Name and Surname: _____

(Name and Surname of the legal representative of the legal entity shareholder, in clear, with capital letters)

Stamp and signature: _____

(Signature of the legal representative of the legal entity shareholder)