

3 copies

**SPECIAL POWER OF ATTORNEY**

**Ordinary General Meeting of the Shareholders  
14<sup>th</sup> -15<sup>th</sup> of June 2013**

The undersigned \_\_\_\_\_ residing in the town of \_\_\_\_\_, str. \_\_\_\_\_, number \_\_\_\_\_, bl. \_\_\_\_\_, Sc \_\_\_\_\_, floor \_\_\_\_\_, Ap. \_\_\_\_\_, county \_\_\_\_\_, identified with identity card, series \_\_\_\_\_ number \_\_\_\_\_ issued on \_\_\_\_\_ by Police Department \_\_\_\_\_, with the personal identification number \_\_\_\_\_, having a number of \_\_\_\_\_ shares issued by **S.C. TERAPLAST S.A.** registered with the Trade Registry Office under number J06/735/1992, having the Fiscal Registration Code RO 3094980, traded on the Bucharest Stock Market, 2<sup>nd</sup> category, symbolized by **TRP**, which entitles me to a number of \_\_\_\_\_ voting rights within the Ordinary General Meeting of the Shareholders, of a total of 288.875.880 voting rights, according to the 297.875.880 shares issued by **S.C. TERAPLAST S.A. BISTRITA**, I hereby empower Mr./Mrs. \_\_\_\_\_ residing in the town of \_\_\_\_\_, str. \_\_\_\_\_, number \_\_\_\_\_, bl. \_\_\_\_\_, Sc \_\_\_\_\_, floor \_\_\_\_\_, Ap. \_\_\_\_\_, county \_\_\_\_\_, identified with identity card, series \_\_\_\_\_ number \_\_\_\_\_ issued on \_\_\_\_\_ by Police Department \_\_\_\_\_, with the personal identification number \_\_\_\_\_, as my legally representative in **the Ordinary General meeting of the Shareholders of S.C. TERAPLAST S.A. Bistrita** which shall take place on **June the 14th 2013**, at **14:00** hours, at the company's headquarter 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 **June the 15th 2013**, to exercise the voting rights of my holdings registered in the Register of Shareholders at the reference date June the 3rd, 2013, as follows:

**I. The Ordinary General Meeting of the Shareholders shall have the following**

**AGENDA OF PROCEEDINGS**

1. Appointing new administrators in the Company's Council of Administration, given the fact that on June the 14<sup>th</sup> 2013, the mandate given by the Ordinary General Meeting of the Shareholders, to the members of Council of Administration reach the due date:
  - a. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

b. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

c. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

d. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

e. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

f. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

g. Proposing Mr./Mrs. \_\_\_\_\_

For	Against	Abstention

2. Establishing the validity of the mandate given to Council of Administration members, from the date of adopting the decision by the Ordinary General Meeting of the Shareholders. The proposal of the Council of Administration is that the mandate term to be of 4 (four) years.

For	Against	Abstention

3. Mandating Mr. Alexandru Stanean and Mr. Gheorghe Grosan, in negotiating and signing the mandate contracts of the administrators, on behalf and for the company.

For	Against	Abstention

4. Appointing the registration date defined as the date to identify the shareholders touched by the effects of the decisions approved by the Ordinary General Meeting of the Shareholders. The date proposed by the Council of Administration is July, the 2nd 2013.

For	Against	Abstention

5. Mandating the Chairman of the Council of Administration , Mr. Traian Simion, in signing the Decision of the Ordinary General Meeting of the Shareholders, on behalf and for all Shareholders participating in the meeting.

For	Against	Abstention

6. Mandating the legal adviser of the Company, Kinga Vaida, identified with identity card Series X.B. no. 370326, issued by the Police Department of Bistrita, on 26.06.2012, to carry into effect all the formalities to register the Decision of the Ordinary General Meeting of the Shareholders, with the Trade Registry Office from Bistrita-Nasaud Tribunal, and to publish it in „ Monitorul Oficial al Romaniei”, Part IV.

For	Against	Abstention

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

Hereby, the undersigned give discretionary voting power to the above named representative on the issues 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 includes information according Law number 297/ 2004 on the capital market, the Regulation CNVM No.1/2006 as subsequently amended by Regulation CNVM nr.31/2006, and

by Regulation CNVM No. 6/2009. This power of attorney shall be signed and dated by the mandante shareholder. The power of attorney will be completed by the mandante shareholder under all submitted entries.

**The power of attorney is issued in 3 copies**, of which: one copy remains with the mandante, one copy shall be given to the representative and one copy shall be submitted to the headquarter of **S.C.TERAPLAST S.A.**, until **June the 12th 2013, 14:00 hours**.

**If the Ordinary General Meeting of Shareholders shall not meet legally and statutory on June the 14th , 2013 this power of attorney applies to the second convening of the Ordinary General Meeting of Shareholders, on June the 15th , 2013.**

**Date of granting this power of attorney:** \_\_\_\_\_

**Name and surname:** \_\_\_\_\_

(Name and surname of individual shareholders, in clear capital letters)

**Signature:** \_\_\_\_\_

(Signature of the individual shareholder)