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**SPECIAL POWER OF ATTORNEY**

**Extraordinary General Meeting of the Shareholders  
27-28<sup>th</sup> of August 2013**

The subscribed \_\_\_\_\_, headquartered in \_\_\_\_\_, str. \_\_\_\_\_ No. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, floor. \_\_\_\_\_, ap. \_\_\_\_\_, county \_\_\_\_\_, registered at the Trade Registry office from Tribunal \_\_\_\_\_ under No. J \_\_\_/\_\_\_/\_\_\_\_\_, with the sole identification No. RO \_\_\_\_\_, legally represented by Mr./Mrs. \_\_\_\_\_, as General Manager/Administrator, identified by C.I./B.I. series \_\_\_\_\_, No. \_\_\_\_\_, issued by Police/SPCLEP \_\_\_\_\_, with the personal identification No. CNP \_\_\_\_\_ 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, II-nd category, symbolized by **TRP**, which entitles me to a number of \_\_\_\_\_ voting rights within the Extraordinary 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. \_\_\_\_\_ No. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, floor. \_\_\_\_\_ ap. \_\_\_\_\_ county \_\_\_\_\_, identified with identity card, series \_\_\_\_\_ No. \_\_\_\_\_ issued by Police \_\_\_\_\_ on \_\_\_\_\_ with the personal identification number CNP \_\_\_\_\_ as my Representative in the **Extraordinary General meeting of the Shareholders, S.C. TERAPLAST S.A. BISTRITA** which shall take place on **27th of August 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 **28th of August 2013**, to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **August the 14th , 2013**, as follows:

**The Extraordinary General Meeting of the Shareholders shall have the following**

**AGENDA OF PROCEEDINGS**

1. *Ratification of Board Decision No. 165 of 23 May 2013, based on which the following were approved:*

i. Contracting a credit line of 1.4 million Euro, for the purchase of machinery, equipment and vehicles in financial leasing by SC Raiffeisen Leasing IFN SA, headquartered in Bucharest, Pipera, No. 42, et 1A Nusco Tower Building, Sector 2, registered with the Trade Registry under J40/6468/1999, Registration Code 11972373.

ii. Mandating Mrs. Edit Orban and Mr. Alexandru Stanean to decide on the value of the goods to be purchased in financial leasing, and to negotiate and sign all documents necessary to carry out the purposes of this Decision, including but not limited to: financial leasing contracts, financial leasing contracts related documents, addenda to financial leasing contracts etc. This mandate is valid until expressly revoked by the Board of Administration of the SC TERAPLAST SA.

iii. Mandating Mr. Traian Simion, Chairman of the Board of Administration and Mr. Alexandru Stanean, Administrator, to sign the Board Decision that was adopted.

iv. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud

For	Against	Abstention

2. *Ratification of Board Decision No. 169 from 06.06.2013, based on which the following were approved:*

i. Guaranteeing by the founder company SC TERAPLAST S.A, of the credit accessed by SC PLASTSISTEM SA under the Credit Agreement No.3 , dated 30.01.2012 and Credit Agreement No.4 dated 21.02.2012 and subsequent addenda, with the production equipment property of SC TERAPLAST SA, evaluated according to the evaluation report prepared by SC EVALBIS S.R.L. Bistrita on 7 March 2013, valued at a market value of 9.746.667 RON (EUR 2.234.705).

ii. Mandating Ms. Eniko-Edit Orban and Mr Alexandru Stanean for performing the following demarches:

a) to negotiate, to agree, conclude and sign in the name and on behalf of SC TERAPLAST SA, the addenda to warranty contracts / addenda to credit agreements and any other documents or instruments that are incidental to, in connection with or referred to in credit agreements, Warranty Contracts or any other documents and to sign any forms, applications that may be necessary and useful in connection with this transaction concluded with BRD-GSG Bistrita Nasaud.

b) if necessary, to negotiate, to agree, conclude and sign in the name and on behalf of the company any subsequent addenda credit agreements, Warranty Contracts and any other document to which the company

is a party.

c) to perform in the name and on behalf of the company any formalities required for such credit agreements / addenda, warranty contracts, and any other instruments that are incidental to be fully valid and binding for the company.

iii. Mandating Mr. Traian Simion, Chairman of the Board of Administration, in order to sign in the name and on behalf of the Board, the decision that was adopted.

iv. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud.

For	Against	Abstention

3. *Ratification of Board Decision No. 172 from 26.06.2013, based on which the following were approved:*

i. Renewal of credit line amounting 3.300.000 EUR, accessed from BRD-GSG, under the credit agreement no. 1/15.04.2010 and subsequent addenda, for a period of 12 (twelve) months.

ii. Guaranteeing credit line mentioned in the previous paragraph with the following guarantees:

- Mortgage on real estate industrial space destination: pipes manufacturing hall, PVC profiles and warehouse, consisting of: raw material warehouse and factory 3 sections: pipes, granules and PVC profiles, registered in the land of Bistrita under No. 50134/Bistrita , landmark No : 50134, 50134-C1 , under A1 , A1.1 and land area under of 55.390 sq.m., evaluated in December 2012 at the amount of EUR 3.016.000;

- Movable mortgage on present and future amount of money from all present and future accounts opened at BRD, in lei and foreign currency;

- Movable mortgage on movable assets, fixed assets owned by the company, valued in December 2012 at a market value of EUR 1.497.005;

- Movable mortgage over the whole debt / receivable representing all the rights and interests, present and future revenues and income belonging to Teraplast arising from contracts signed with partners to market value (12 months collecting estimated) 15.636 Keur;

- Mortgage on Industrial premises Building with the destination "PP pipe production hall and PE manholes", ground floor, with SC 4820 sqm and land, with S = 10,498 square meters, located in Teraplast Industrial Park , in the unincorporated area of Bistrita, DN 15A, km 45 +500, county Bistrita Nasaud, registered in the Land Registry no. 56484/Bistrita, with no. Land 56484, 56484-C1, under A1 and A1.1 respectively, evaluated in December 2012 at the amount of 1.368.000 EUR .

iii. Mandating Mr Alexander Stanean, as Deputy General Manager and Mrs. Edit Eniko Orban as Finance Director of the Company to perform the following:

a) to negotiate, to agree, conclude and sign in the name and on behalf of SC TERAPLAST SA, the addenda to warranty contracts / addenda to credit agreements and any other documents or instruments that are incidental to, in connection with or referred to in credit agreements, Warranty Contracts or any other documents and to sign any forms, applications that may be necessary and useful in connection with this transaction concluded with BRD-GSG Bistrita Nasaud.

b) if necessary, to negotiate, to agree, conclude and sign in the name and on behalf of the company any subsequent addenda credit agreements, Warranty Contracts and any other document to which the company is a party.

c) to perform in the name and on behalf of the company any formalities required for such credit agreements / addenda, warranty contracts, and any other instruments that are incidental to be fully valid and binding for the company.

iv. Mandating Mr Gheorghe Grosan – administrator, to sign in name and on behalf of all the administrators the Board decision no. 172 dated 26 June 2013.

v. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud.

For	Against	Abstention

4. *Ratification of Board Decision no. 173 dated 26.06.2013, on the maintenance, or completing structure guarantees for the credit of EUR 2.500.000 accessed from BRD - GSG, based on which it was approved:*

i. Maintaining the same structure of securities, as they are mentioned in the Decision of Council of Administration No 129 of 16 December 2011, ratified in the Extraordinary General Meeting of the Shareholders dated 27 July 2012 , in the Decision of Council of Administration No 139 of 13 June 2012, in the Decision of Council of Administration No. 147 dated 03 December 2012, in Decision No. 155 dated March 4, 2013, according to the credit agreement No. 35/19.12.2012 and related addenda.

ii. Supplementing the securities structure, with the following:

a. Mortgage on real estate industrial space destination: pipes manufacturing hall, PVC profiles and warehouse, consisting of: raw material warehouse and factory 3 sections: pipes, granules and PVC profiles, registered in the Land Registry of Bistrita under No. 50134 with landmark No. 50134, 50134-C1 under A1

and A1.1 respectively , with land of 55.390 sq.m., evaluated in December 2012 at the amount of EUR 3.016.000;

b. Movable mortgage over the whole debt / receivable representing all the rights and interests, present and future revenues and income belonging to Teraplast arising from contracts signed with partners to market value (12 months collecting estimated) 15.636 Keur.

iii. Mandating Mr Alexander Stanean, as Deputy General Manager and Mrs. Edit Eniko Orban as Finance Director of the Company to perform the following:

a) to negotiate, to agree, conclude and sign in the name and on behalf of SC TERAPLAST SA, the addenda to warranty contracts / addenda to credit agreements and any other documents or instruments that are incidental to, in connection with or referred to in credit agreements, Warranty Contracts or any other documents and to sign any forms, applications that may be necessary and useful in connection with this transaction concluded with BRD-GSG Bistrita Nasaud.

b) if necessary, to negotiate, to agree, conclude and sign in the name and on behalf of the company any subsequent addenda credit agreements, Warranty Contracts and any other document to which the company is a party.

c) to perform in the name and on behalf of the company any formalities required for such credit agreements / addenda, warranty contracts, and any other instruments that are incidental to be fully valid and binding for the company.

iv. Mandating Mr Gheorghe Grosan – administrator, to sign in name and on behalf of all the administrators the Board decision no. 173 dated 26 June 2013.

v. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud.

For	Against	Abstention

5. *Ratification of Board Decision No. 174 dated 08.07.2013, based on which the following were approved:*

i. Supplementation of the credit line, accessed from SC Raiffeisen Leasing IFN SA with the amount of 250.000 euros without T.V.A..

ii. Mandating Mrs. Edit Orban and Mr. Alexandru Stanean to decide on the value of the goods to be purchased in financial leasing, and to negotiate and sign all documents necessary to carry out the purposes of this Decision, including but not limited to: financial leasing contracts, financial leasing contracts related



documents, addenda to financial leasing contracts etc. This mandate is valid until expressly revoked by the Board of Administration of the SC TERAPLAST SA.

iii. Mandating Mr. Traian Simion, Chairman of the Board of Administration and Mr. Alexandru Stanean, Administrator, to sign the Board Decision to be adopted.

iv. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud.

For	Against	Abstention

6. *Ratification of Board Decision No 176 dated 17<sup>th</sup> July 2013, based on which the following were approved:*

i. Amendment of guarantees on the technological equipment, provided in the EGM Resolution no. 2 of 26 April 2013, namely pledge on technological equipment located in the Teraplast property hall Saratel valued at a market value of EUR 2.234.705 on 07.03.2013, by constituting security mortgage on technological equipment, Teraplast property, valued in December 2012 at a market value of EUR 1.497.005. The other guarantees constituted in favor of BRD - GSG, according to EGM resolution No. 2 of April 26, 2013 remain valid.

ii. Mandating Mr Alexander Stanean, as Deputy General Manager and Mrs. Edit Eniko Orban as Finance Director of the Company to perform the following :

a.) to negotiate, sign, perfect, issue and draw up (in original, where applicable) in the name and on behalf of the Company, the Credit Agreement and related addenda, guarantee contracts and addenda thereto, and all documents, confirmations and documents in connection therewith, and any acts modifying them in order to comply with the resolutions adopted in this Decision.

b.) to take any action regarding guarantee contracts registration, or amendments thereto, with the Electronic Archive of Security Interest and / or the competent Land Registry and / or competent Trade Registry and / or shareholders' register of the Company and / or in connection with notification and / or fulfillment of any other formality required before any other competent authority or interested third parties and for the publication of this Decision in the Official Monitor of Romania, part IV, and

c.) in general, to fulfill all actions and necessary or useful arrangements to the intended transaction documents mentioned in the above resolutions.

iii. Mandating Mr. Traian Simion, Chairman of the Board of Administration and Mr. Alexandru Stanean, Administrator, to sign the Board Decision No.176/17.07.2013.

iv. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud.

For	Against	Abstention

7. Appointing the registration date defined as the date to identify the shareholders touched by the effects of the decisions approved by the Extraordinary General Meeting of the Shareholders. The date proposed by the Board of Administration is 12th of September, 2013.

For	Against	Abstention

8. Mandating the Chairman of the Board of Administration, in signing the Decision of the Extraordinary General Meeting of the Shareholders, on behalf and for all Shareholders participating in the meeting.

For	Against	Abstention

9. Mandating the Legal Advisor of the Company, Kinga Vaida, which legitimizes the CI XB series, no. 370 326, issued by Bistrita Police on 26.06.2012, to perform all the necessary steps to deposit and register the decisions of the Board at the Trade Register of the Tribunal Bistrita Nasaud and for the publication of this Decision in the Official Monitor of Romania, part IV.

For	Against	Abstention

10. Financing the current activity, by accessing some credits of **15.000.000 lei**, from Banca Transilvania S.A., with the headquarters in Cluj-Napoca, 8, George Baritiu str., divided thus :

- a. Credit line of 11.250.000 lei, for 12 months ;
- b. Short-term loan of 2.000.000 lei, for 12 months ;
- c. Bank guarantee limit, multicurrency, of 1.750.000 lei, for 24 months.

For	Against	Abstention

11. Guarantee of the financing mentioned at point 10 with the following guarantees :



- a. Mortgage on 'Terracotta ' fabrication hall and land in surface of 15.513 mp, situated in Bistrita, Drumul Cetatii, property Teraplast, registered in the Land Registry 51432, cadastral no.8434/1;
- b. Mortgage on land in total surface of 66 mp and constructions made up of access way, situated in Bistrita, Drumul Centura, property Teraplast , registered in the Land Registry 61407, cadastral no 6604/1/1/1/1, respectively on land in total surface of 268,5 mp and constructions made up of concrete platform, situated in Bistrita, Drumul de Centura, property Teraplast , registered in the Land Registry 61408, cadastral no 6599/1/1/9/1/2/1 and cadastral no 6600/1/1/9/1/2/1 ;
- c. Mortgage on land in total surface of 4300 mp and constructions made up of gate house formed of logistics office, guard office, invoicing office, sanitary group, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 25523, cadastral no. 25.523-C1 ;
- d. Mortgage on land in total surface of 11700 mp, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 25080, cadastral no. 25.080;
- e. Mortgage on land in total surface of 10621 mp, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 56485, cadastral no. 56485;
- f. Mortgage on land in total surface of 22787 mp, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 56486, cadastral no. 56486;
- g. Mortgage on land in total surface of 307 mp, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 56489, cadastral no. 56489;
- h. Mortgage on estate constituting space with administrative purpose, property Teraplast , situated in Bistrita, str. Zefirului, nr. 5, registered in the Land Registry 57853-C1-U1, cadastral no. 57853-C1-U1, with a usable surface of 165,9 mp, respectively CF 57853-C1-U2, cadastral no. 57853-C1-U2, with a usable surface of 71,25 mp ;
- i. Mortgage on land in total surface of 7499 mp, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 56482, cadastral no. 56482 ;
- j. Mortgage on land in total surface of 602 mp, situated in Industrial ParkTeraplast DN15A KM45, property Teraplast , registered in the Land Registry 59208, cadastral no. 59208;
- k. Assigning all the receivables/cashing rights representing all the rights and interests, current and future collections and revenues belonging to the company Teraplast, from the contracts concluded with its partners ;
- l. Security mortgage on stocks, property Teraplast , identified in the warehouses from Bucuresti, Brasov, Oradea, Iasi and Galati ;
- m. Mortgage on the technological machines property Teraplast , evaluated in July 2013 at a market value of 813.642 eur.

For	Against	Abstention

12. Assigning Mr. Alexandru Stanean, as Deputy General Manager and Mrs. Eniko-Edit Orban, as Financial Manager of the Company to achieve the following :

- a. negotiate, convene upon, conclude and sign in the name and for S.C. TERAPLAST S.A. the credit contracts/guarantee contracts/additional acts to the credit contracts, as well as any other documents or



instruments which are accessories, related to or to which the credit contracts, guarantee contracts or any other documents refer to as well as to sign any other application forms, demands which might be necessary and useful regarding these bank transactions.

b. If it is necessary, to negotiate, convene upon, conclude and sign in the name and for the Company any other additional acts subsequent to the credit contracts, guarantee contracts and any other documents in which the company is a party, including signing additional acts to the contracts of security mortgage with Banca Transilvania, through which the value of the contracts is updated or the commercial contracts from which it results the receivables mortgaged are replaced.

c. To accomplish in the name and for the company any formalities necessary so that these credit contracts/additional acts, guarantee contracts, as well as any other instruments which are accessories be fully valid and mandatory for the Company.

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 been identified and included on the agenda until the present, in accordance with the legal provisions in force.

This special power of attorney was issued according to 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 special power of attorney shall be signed and dated by the mandante shareholder. This special power of attorney will be completed by the mandante shareholder under all entries submitted.

**This special power of attorney** is drawn up in three originals, including: a copy remains at the mandante, a copy will be handed to representative and a copy shall be submitted to the **SC TERAPLAST SA** headquarters address, until **25th of August 2013, hours 14:00**.

**If the Extraordinary General Meeting of Shareholders shall not meet legally and statutory on 27th of August 2013, this special power of attorney is valid also to the second convening of the Extraordinary General Meeting of Shareholders, on 28th of August 2013.**

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

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

(Name and surname of the legal representative of the shareholder - legal entity, in clear capital letters)



**Stamp and signature:** \_\_\_\_\_

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

