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**SPECIAL POWER OF ATTORNEY<sup>i</sup>**  
**for representation in**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.**  
**convened for 31.08.2020 / 01.09.2020**

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/We<sup>ii</sup> \_\_\_\_\_ (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 by<sup>iii</sup> Mr./Mrs. \_\_\_\_\_, as CEO/Director, holder of ID card series \_\_\_\_\_, no. \_\_\_\_\_, issued by Police/SPCLEP \_\_\_\_\_, National Identification No. \_\_\_\_\_

owning as of **21.08.2020** (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 Extraordinary General Meeting of Shareholders out of the total number of \_\_\_\_\_ shares issued by the **Company TERAPLAST S.A.**,

hereby appoint Mr./Mrs.<sup>iv</sup> \_\_\_\_\_ 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 Extraordinary General Meeting of Shareholders to take place on **31.08.2020 at 10:00 am (Romania time)**, 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 01.09.2020, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely April 21.08.2020, as follows:

1. For item 1 of the agenda, namely: "**Approval of the sale and transfer by the Company to KINGSPAN HOLDING NETHERLANDS B.V., a Dutch limited liability company having its registered office at Lingewei 8, 4004 LL Tiel, The Netherlands, with enterprise number 11023475 (the "Purchaser") of the**

shares held by the Company, directly or indirectly, in some of its subsidiaries (the "Transaction"), as follows:

- a. 95,505,327 shares ("Terasteel Shares") directly held by the Company in Terasteel S.A., a joint stock company, validly existing under the laws of Romania, with its corporate seat in Bistrita-Nasaud county, Saratel village, Sieu-Magherus commune, DN 15A, KM 45+500, registered with the Bistrita-Nasaud Trade Register under registration number J6/1009/1994, CUI 6694483 ("Terasteel"). The share capital of Terasteel amounts to RON 9,736,225,3, denominated in 97,362,253 shares with a par value of RON 0.1 and is held by the Company in proportion of 98.092% and by five individuals in proportion of 1.908% (the individuals holding an aggregate number of 1,856,926 shares in the share capital of Terasteel ("Additional Terasteel Shares")). Before closing, the Company intends to acquire the Additional Terrasteel Shares, in which case such Additional Terrasteel Shares will be also sold and transferred to the Purchaser at closing.
- b. 19,800 shares ("Wetterbest Shares") directly held by the Company in Wetterbest S.A., a joint stock company, validly existing under the laws of Romania, with its corporate seat in Prahova county, Baicoi, 76B Infratirii St., registered with the Prahova Trade Register under registration number J29/843/1999, CUI 12347950 ("Wetterbest"). The share capital of Wetterbest amounts to RON 2,000,000, denominated in 20,000 shares with a par value of RON 100 and is held by the Company in proportion of 99% and by Terasteel in proportion of 1% (the latter holding an aggregate number of 200 shares in the share capital of Wetterbest);
- c. all shares ("Terasteel Serbia Shares") directly held by the Company in Terasteel d.o.o. Leskovac, a limited liability company, validly existing under the laws of Serbia, with its corporate seat in Sime Pogarčevića 5, Leskovac 16000, Serbia, registered with the Serbian Trade Register under registration number 21259748 ("Terasteel Serbia"). The share capital of Terasteel Serbia amounts to RSD 1,239,315.00 of the paid-in and RSD 201,828,875.60 of the contributed in-kind share capital;
- d. all shares indirectly held by the Company in Terasteel Slovakia SRO. Terasteel is the sole shareholder in Terasteel Slovakia SRO, a limited liability company existing under the laws of the Slovak Republic having its registered seat at Aupark Tower, Einsteinova 24, 851 01 Bratislava, Slovak republic, registered with the Commercial register of the District Court Bratislava I with identification number 52206050, Section: Sro, File no. 135023/B, tax identification number 2120932759 ("Terasteel Slovakia"). The share capital of Terasteel Slovakia amounts to EUR 10,000 and is fully owned by Terasteel;
- e. all shares indirectly held by the Company in Cortina WTB S.R.L.. Wetterbest is the sole shareholder in Cortina WTB S.R.L., a limited liability company, validly existing under the laws of Romania, with its corporate seat in Dolj county, Podari village, Podari commune, 187

Dunarii St., registered with the Dolj Trade Register under registration number J16/1660/2013, CUI 32390939 ("Cortina"). The share capital of Cortina amounts to RON 10,000 (ten thousand) and is denominated in 100 (one hundred) shares with a par value of RON 100 (one hundred) constituting a participation of 100% in the share capital of Cortina.

Thus, the Company will sell and transfer to the Purchaser, each of the Terasteel Shares (including any Additional Terasteel Shares), Wetterbest Shares, Terasteel Serbia Shares held directly by the Company in the share capital of the Terasteel, Wetterbest and Terasteel Serbia, and those held indirectly in the share capital of Terasteel Slovakia and, respectively, Cortina (all of them referred to as the "Target Shares").

The total consideration ("Total Consideration") to be paid by the Purchaser to the Company for the Target Shares will be determined based on a headline price of 410,000,000 RON which will be adjusted downwards depending on the number of Additional Terasteel Shares that will not be acquired by Company and sold to the Purchaser at Closing and based on the following formula:

- headline price, plus actual working capital, minus target working capital, plus actual cash, minus actual indebtedness.

The consideration will be paid in cash by the Purchaser to the Company. There will be no payment in shares or other financial instruments issued by the Purchaser.

The closing of the Transaction is subject to a number conditions precedent some of them being outside of the parties control (such as the regulatory approvals) and given that the final total price is to be determined based on future financial data, there is no certainty that the agreement will be implemented at the price illustrated above or at all.

The sale of the Target Shares described above will not determine a change of the shareholders' structure of the Company."

For	Against	Abstention

2. For item 2 of the agenda, namely: „Empowering the Board of Directors of the Company to fulfil the resolutions adopted by the EGMS, by taking all measures and signing all the necessary documents in order to finalize the Transaction and by fulfilling each and all conditions and formalities necessary for its completion.”:

For	Against	Abstention

3. For item 3 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 EGMS resolutions.**”:

For	Against	Abstention

4. For item 4 of the agenda, namely: „**To authorize the Company’s legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the EGMS resolutions at the Trade Register of Bistrita-Nasaud Court, and to publish such resolutions in the Official Gazette of Romania, part IV.**”:

For	Against	Abstention

**Please find hereby attached a copy of the valid ID card<sup>vii</sup>/a copy of the registration certificate<sup>vii</sup>.**

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 ASF 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 **29.08.2020, 08:00 am Romania time.**

**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 Extraordinary General Shareholders' Meeting of the Teraplast S.A. from the date of 31.08.2020/01.09.2020.

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 Extraordinary General Meeting of Shareholders of the Company Teraplast S.A. from the date of 31.08.2020/01.09.2020.

Name and surname: .....

Date: .....

Signature: .....

<sup>i</sup> a shareholder can be represented in the EGMS by a single agent authorized by special power of attorney granted for the EGMS dated 31.08.2020/01.09.2020

<sup>ii</sup> to be filled in only for the shareholders that are legal entities

<sup>iii</sup> to be filled in with the legal representative according to the documents certifying the quality of representative

<sup>iv</sup> to be filled in with the name of the appointed representative (namely the authorized person)

<sup>v</sup> applicable for natural persons

<sup>vi</sup> applicable for legal entities

<sup>vii</sup> 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

<sup>viii</sup> in case of legal entities, the position of the legal representative shall be mentioned