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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 24.08.2020/25.08.2020**

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 **August 12<sup>th</sup> 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 1,337,805,018 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 **April 24<sup>th</sup> 2020 at 10:00 am**, 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 April 25<sup>th</sup> 2020, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely April 12<sup>th</sup>, 2020, as follows:

1. For item 1 of the agenda, namely: „**Authorising the stock buyback (repurchase of its own shares) by Teraplast S.A., in accordance with the applicable legal provisions, as follows:**

A number of maximum 5,500,000 shares with the par value of 0.1 RON/share at a minimum price equal to the BVB market price at the time of purchase and a maximum price of 0.45 RON/share, for a maximum period of 18 months from the publication date of the Extraordinary General Meeting resolution in the Official Gazette of Romania Part IV, within a stock option plan programme, with a view to implementing a remuneration system of the employees and executives of the TeraPlast Group member companies, which should ensure the compliance with the principle of long-term performance and an employee loyalty programme.

The nominal value of the own shares thus repurchased may not exceed along with any other own shares owned by TeraPlast S.A. the 10% limit threshold of TeraPlast S.A.'s subscribed share capital.

The payment of the repurchased shares is made out of the distributable profit or the company's available reserves, recorded in the last annual financial statement approved, except for legal reserves, according to provisions of article 103 (1) of Law No. 31/1990, as updated.”:

For	Against	Abstention

2. For item 2 of the agenda, namely: „**Appointing the company's Board of Directors for the enforcement and fulfilment of the stock buyback resolution according to item 1 on the EGMS agenda.**”:

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 Decision.**”:

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 Decision at the Trade Register of Bistrita-Nasaud Court, and to publish such decision in the Official Gazette of Romania, Section 4.**”:

For	Against	Abstention

**Please find hereby attached a copy of the valid ID card<sup>vii</sup>/a copy of the registration certificate<sup>viii</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 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 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 **22.08.2020, 10:00 am**.

**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 24/25.08.2020.

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 24/25.08.2020.

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 24.08.2020/25.08.2020

<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