

2 copies

SPECIAL POWER OF ATTORNEYⁱ
for representation in
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.
convened for 27.11.2020 / 28.11.2020

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/Weⁱⁱ _____ (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 byⁱⁱⁱ Mr./Mrs. _____, as CEO/Director, holder of ID card series _____, no. _____, issued by Police/SPCLEP _____, National Identification No. _____

owning as of **16.11.2020** (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 Ordinary General Meeting of Shareholders out of the total number of 1.743.200.478 shares issued by the **Company TERAPLAST S.A.**,

hereby appoint Mr./Mrs.^{iv} _____ 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 Ordinary General Meeting of Shareholders to take place on **27.11.2020 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 28.11.2020, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely 16.11.2020, as follows:

1. For **item 1** of the agenda, namely: **"Approving the individual interim financial statements of Teraplast SA, for the nine-month period ending 30.09.2020 (namely for the period 01.01.2020-30.09.2020), on the basis of the Report of the Company's Board of Directors and the auditor's report."**:

For	Against	Abstaining

2. For **item 2** of the agenda, namely: „**Approving the net profit distribution corresponding to individual interim financial statements of Teraplast SA for the nine-month period ending on 30.09.2020, and approving the distribution of dividends in total amount of RON 45,323,187.31 the gross dividend/share proposed being of RON 0.0260*.**”

**Upon calculating the amount of the gross dividend per share it was considered the number of shares issued by the company, out of which 966 shares were subtracted from the Company's account (following the use of an algorithm and rounding the results down to the next lowest integer as a result of processing the share capital increase, conducted on the basis of the E.G.M. Decision no. 1/29.04.2020) which the Company is currently holding, taking into account that own shares do not give a right of holding dividends or other rights.*

For	Against	Abstaining

3. For **item 3** of the agenda, namely: „**Setting a date of registration** serving to identify the shareholders concerned by the effects of the decisions adopted by the Ordinary General Meeting of Shareholders, according to Article 86 paragraph (1) of Law no. 24/2017. The date proposed by the Board of Directors is **16th December 2020.**”

For	Against	Abstaining

4. For **item 4** of the agenda, namely: „**Approving the 15th December 2020 as “ex-date”**, namely the day preceding the date of registration on which the financial instruments subject to the decisions of the company's executives are traded without the rights deriving from the decision, in accordance with Article 2 paragraph (2) item l) of Regulation no. 5/2018.”

For	Against	Abstaining

5. For **item 5** of the agenda, namely: „**Approving the 24th December 2020 as payment date**, as defined by Article 86 par. 2 of Law no. 24/2017, Article 2 par. (2) item h) and Article 178 of Regulation no. 5/2018.”

For	Against	Abstaining

6. For **item 6** of the agenda, namely: „**Appointing the Board of Directors for the execution of the decisions adopted by the Ordinary General Meeting of Shareholders.**”

For	Against	Abstention

7. For **item 7** of the agenda, namely: „**Appointing the Chairman of the Board of Directors, Mr. Dorel Goia, to sign, for and on behalf of all shareholders present at the Meeting, the OGM decision.**”

For	Against	Abstention

8. For **item 8** of the agenda, namely: „**To authorize the Company’s legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the OGMS 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^{vii}/a copy of the registration certificate^{viii}.

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 **25.11.2020, 10:00 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 Ordinary General Shareholders' Meeting of the Teraplast S.A. from the date of 27.11.2020/28.11.2020.

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 Ordinary General Meeting of Shareholders of the Company Teraplast S.A. from the date of 27.11.2020/28.11.2020.

Name and surname:

Date:

Signature:

ⁱ a shareholder can be represented in the OGMS by a single agent authorized by special power of attorney granted for the OGMS dated 27.11.2020/28.11.2020

ⁱⁱ to be filled in only for the shareholders that are legal entities

ⁱⁱⁱ to be filled in with the legal representative according to the documents certifying the quality of representative

^{iv} to be filled in with the name of the appointed representative (namely the authorized person)

^v applicable for natural persons

^{vi} applicable for legal entities

^{vii} 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

^{viii} in case of legal entities, the position of the legal representative shall be mentioned