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SPECIAL POWER OF ATTORNEYⁱ

for representation in

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

convened for 28.04.2021 / 29.04.2021

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 **15.04.2021** (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 **28.04.2021 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 29.04.2021, to

exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely 15.04.2021, as follows:

1. For item 1 of the agenda, namely: **“Presentation and submitting for approval of the individual financial statements corresponding to financial year 2020, on the basis of the Board of Directors’ Report and the Company’s Financial Auditor Report.”**:

For	Against	Abstaining

2. For item 2 of the agenda, namely: **„Approval of the proposal of net profit distribution corresponding to financial year 2020 as follows:**

- **Net profit achieved: 33.104.139 lei;**
- **Legal reserve: 1.938.441 lei;**
- **Dividends: 30.682.530 lei*;**
- **Retained earnings: 483.168 lei;**

**The dividends have been distributed according to the Decision of the Ordinary General Assembly of the Shareholders no. 1 of 27th November 2020, approving the distribution of dividends amounting to RON 45,323,187.31, out of which the amount of RON 30,682,530 from the earnings for the year 2020, and the remaining amount from the retained earnings. The dividends have been paid on 24th December 2020 (payment date).”*

For	Against	Abstaining

3. For item 3 of the agenda, namely: **„Presentation and submitting for approval of the consolidated financial statements corresponding to financial year 2020, on the basis of the Board of Directors’ Report and the Company’s Financial Auditor Report.”**

For	Against	Abstaining

4. For item 4 of the agenda, namely: **„Discharge from administration of the Company’s Board of Directors for financial year 2020.”**:

For	Against	Abstaining

5. For item 5 of the agenda, namely: „**Presentation and submitting for approval of the Budget of Revenues and Expenses for the 2021 financial year.**”:

For	Against	Abstaining

6. For item 6 of the agenda, namely: “**Presentation and submitting for approval of the Investment Program for the 2021 financial year.**”:

For	Against	Abstaining

7. For item 7 of the agenda, namely: “**Establishing the remuneration level for the members of the Board of Directors for the ongoing year and the general limit for additional remunerations of the Board members. The remuneration thus established shall remain valid until the next ordinary general meeting approving the amount of the administrators' remuneration and/or additional remunerations.**”:

Proposals:

- *To approve a fixed remuneration for the Board members (including the Chairman of the Board) in an amount of 2,000 Euros net monthly;*
- *To approve the maximum limit of additional remunerations of the Board members – that is, maximum 200% as compared to the fixed monthly remuneration established according to the previous item.*

For	Against	Abstaining

8. For item 8 of the agenda, namely: “**Electing a new Board member, for a mandate of a length equal to the remaining mandates of the directors in office, namely until 14th September 2021, considering that, following the resignation of Mr. Razvan-Stefan Lefter as TeraPlast S.A. director, Mr. Lucian-Claudiu Anghel has been appointed interim director.**”:

Proposal: *Mr. Lucian-Claudiu Anghel*

For	Against	Abstaining

9. For **item 9** of the agenda, namely: **“Electing an independent member of the Audit Committee for a one-year mandate starting from the date of appointment, in pursuance of Article 65 of title I, chapter IX, Law 162/2017, and establishing the remuneration.”**:

For	Against	Abstaining

Proposal:

The election of Mr. Nadir Geafer ALI as independent member of the Audit Committee for a one-year mandate starting from the date of appointment, in pursuance of Article 65 Title I, Chapter IX, Law 162/2017, and establishing a remuneration of up to 3,000 Euros net per annum, for the independent member of the Audit Committee.

For	Against	Abstaining

10. For **item 10** of the agenda, namely: **“Electing an external financial auditor for the Company, establishing the duration of the Audit Service Contract and the remuneration.”**:

Proposal:

- *Appointing as external financial auditor DELOITTE AUDIT S.R.L.;*
- *The duration of the external financial auditor’s appointment to be of two (2) years from the date the OGMS resolution is adopted;*
- *The remuneration of the external financial auditor to be of 24,000 Euros per annum.*

For	Against	Abstaining

11. For **item 11** of the agenda, namely: **“Electing the Company’s internal auditor, establishing the duration of the Audit Service Contract and the remuneration.”**:

Proposal:

- *Appointing as internal auditor MAZARS ROMANIA S.R.L.*
- *The duration of the internal auditor’s appointment to be of two 1 year from the date the OGMS resolution is adopted;*

- *The remuneration of the internal auditor to be of 5.000 Euros per annum.*

For	Against	Abstaining

12. For item 12 of the agenda, namely: **“Approving the striking off the notes concerning the auditor whose mandate shall not be extended, if applicable, from the Trade Register of Bistrita-Năsăud.”**:

For	Against	Abstaining

13. For item 13 of the agenda, namely: **“Empowering the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.”**:

For	Against	Abstaining

14. For item 14 of the agenda, namely: **“Appointing the Chairman of the Board, Mr. Dorel Goia, to sign, on behalf and in the name of all shareholders present in the meeting, the Resolution of the Ordinary General Meeting of Shareholders.”**:

For	Against	Abstaining

15. For item 15 of the agenda, namely: **“Appointing the Company’s legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the recording of the Ordinary General Meeting Resolution with the Trade Register Office attached to the Bistrita-Nasaud Court and its publication in the Official Gazette of Romania, Part IV.”**:

For	Against	Abstaining

Please find hereby attached a copy of the valid ID card^{vi}/a copy of the registration certificate^{vi}.

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 **26.04.2021, 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 28.04.2021/29.04.2021.

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 28.04.2021/29.04.2021.

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 28.04.2021/29.04.2021

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

