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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 28.04.2022 / 29.04.2022**

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 **18.04.2022** (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 2.179.000.358 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 **28.04.2022 at 11:30 am (Romania time)**, at the company's headquarters located in village Saratel, Sieu-Magherus commune, 1 Teraplast Way,

county Bistrita-Nasaud, Romania, or on the date of the second meeting in case the first meeting cannot be held, namely 29.04.2022, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely 29.04.2022, as follows:

1. For **item 1** of the agenda, namely: **“Approving the maximum limit of indebtedness the company can contract during the period from 28.04.2022 to 28.04.2023 and approving the guarantee for the credit and/or lease agreements to be accessed within the set limit, by real estate collaterals/securities, assignment of present and future debt rights, assignments related to current and future availabilities, resulting from current accounts, and assignments of rights resulting from insurance policies. The Board’s proposal is that such limit of indebtedness to be of maximum 300.000.000 lei.”:**

For	Against	Abstaining

2. For **item 2** of the agenda, namely: **„Approving an addition to the maximum limit of indebtedness, provided at item 1 above, that the company can contract from 28.04.2022 to 28.04.2023 an amount of 150.000.000 lei, which will be used (if that should be the case) only to secure the loans of subsidiaries and approving the securing of credit and/or lease agreements to be accessed by subsidiaries, within the set limit, by real estate collaterals/securities, assignment of present and future debt rights, assignments related to current and future availabilities, resulting from current accounts, and assignments of rights resulting from insurance policies.”:**

For	Against	Abstaining

3. For **item 3** of the agenda, namely: **„Entrusting the Board of Directors to carry out, up to the maximum limit of indebtedness approved, in the name of and for the Company, all actions and approaches required or useful for the purposes of fulfilling what has been approved according to items 1 and 2 above. In this respect, the Board of Directors shall issue decisions on:**

- **access to bank loans, entering into loan/lease agreements, extending the accessed bank loan/lease agreements, establishing the structure of guarantees related to the loan/lease agreements accessed or extended, restructuring/refinancing the granted loans, changing the structure of the guarantees for outstanding credits, authorising the persons who will sign on behalf of and for TERAPLAST S.A. the loan/lease agreements or guarantee agreements/addenda to loan or lease agreements, as well as any other documents or instruments that are ancillary to, related to or referred to in the loan/lease agreements, guarantee agreements or any other documents, and sign any other forms, requests that may be required or useful relative to such bank transactions.**

- guaranteeing the access by the company subsidiaries bank loans and/or loan/lease agreements, establishing/changing the structure of corresponding guarantees, authorising the persons who will sign on behalf of and for TERAPLAST S.A. the loan/lease agreements/addenda, as well as any other documents or instruments that are ancillary to, related to or referred to in the guarantee agreements, and sign any other forms, requests that may be required or useful relative to such transactions.”:

For	Against	Abstaining

4. For item 4 of the agenda, namely: „ **Approving the repurchase by Teraplast S.A. of its own shares, in accordance with the applicable legal provisions, as follows: A maximum number of 2.760.000 shares with a par value of 0,1 lei/share at a minimum price equal to the BVB market price at the time of purchase and a maximum price of 2 lei/share, for a period of maximum 18 months from the date of publication of the EGM Resolution in the Official Gazette of Romania, Part IV, within a stock option plan programme, for the implementation of a compensation system for the employees and senior employees of the Teraplast Group companies, the directors and the executive directors of the Company, which should ensure the compliance with the principle of long-term performance reward and provide an employee loyalty programme (“SOP”).**

The nominal value of the own shares thus repurchased may not exceed together with any other own shares held by Teraplast S.A. the 10% threshold of the subscribed share capital of Teraplast S.A.

The payment of the repurchased shares shall be made from the profit distributable or the Company’s available reserves, recorded in the last annual financial statement approved, except for legal reserves, according to the provisions of Article 103 (1) of Law no. 31/1990, updated.”:

For	Against	Abstaining

5. For item 5 of the agenda, namely: “**Entrusting the Company’s Board of Directors with the enforcement and fulfilment of the share repurchase resolution according to item 4 of the EGM agenda, as well as for the implementation of the SOP program.”:**

For	Against	Abstaining

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6. For item 6 of the agenda, namely: **“Appointing the Chairman of the Extraordinary General Meeting of Shareholders to sign the EGM Resolution on behalf and in the name of all the attending shareholders.”**:

For	Against	Abstaining

7. For item 7 of the agenda, namely: **“Appointing the Company’s legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the EGM recording with the Trade Register Office attached to 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<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 (Republished), 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 **26.04.2022, 09:30 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 (republished) 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 28.04.2022/29.04.2022.

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 28.04.2022/29.04.2022.

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 28/29.04.2022

<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

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<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