

2 copies

SPECIAL POWER OF ATTORNEYⁱ

for representation in

THE ORDINARY 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/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 **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 Ordinary 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.^{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 **28.04.2022 at 11:00 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 18.04.2022, as follows:

1. For **item 1** of the agenda, namely: **“Approving the individual financial statements corresponding to fiscal year 2021, based on the Company’s Board Report and the financial auditor’s Report.”**:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

2. For **item 2** of the agenda, namely: **„Approving the allocation of the total net profit corresponding to fiscal year 2021, amounting to 323.510.441 lei, as follows:**

- Legal reserves: 16.662.168 lei;
- **Distribution of dividends** in a total amount of **32.684.967,26** lei, the gross dividend/share proposed being of **0,015 lei***, corresponding to the 2nd , 3rd and 4th quarters of the year 2021. Dividends are to be distributed pursuant to this decision, on the Payment Date, as set forth below, to the shareholders registered on the Record Date below;
- Dividends in a total amount of 226.615.937 lei, namely 0,13 lei gross dividend/share have been allocated from the profit earned during the first quarter of 2021, on the basis of the decision of the ordinary general meeting of the Company’s shareholders of 25 June 2021 and have been paid in July 2021;

Thus, the total amount of dividends being distributed for the fiscal year 2021 is of 259.300.904,26 lei, namely 0,145 lei gross price per share (out of which 0,13 lei gross price/share has already been paid).

- Share capital increase: 43.579.988 lei. The increase has been approved by the extraordinary general meeting of the Company’s shareholders of 25 June 2021 and implemented in September 2021, out of the profit earned during the first quarter of 2021;
- Retained earnings: 3.967.380 lei.

**When the value of a gross dividend/share was calculated, the calculation considered the number of shares issued by the Company, out of which were taken out 2.541 shares, which entered the Company’s account (following application of the algorithm and rounding the results to the lower integer as a result of the processing of the share capital increase, conducted in accordance with the EGM no. 1/29.04.2020, and the EGM Resolution no. 1/25.06.2021, respectively) and are currently owned by the Company, considering that own shares do not entitle holding dividends or any other rights.”:*

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

3. For **item 3** of the agenda, namely: **„Approving the consolidated financial statements corresponding to fiscal year 2021, based on the Board Report and the financial auditor’s Report.”**

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

4. For **item 4** of the agenda, namely: „**Approving the remuneration report for the members of the Board of Directors and of the executive directors, for the year 2021.**”:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

5. For **item 5** of the agenda, namely: „**Discharging the directors for the fiscal year 2021.**”:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

6. For **item 6** of the agenda, namely: “**Approving the Income and Expenses Budget corresponding to the fiscal year 2022.**”:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

7. For **item 7** of the agenda, namely: “**Approving the Investment Program corresponding to the fiscal year 2022.**”.

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

8. For **item 8** of the agenda, namely: “**Setting the remuneration level of the Board members for the current year and the general limit of additional remunerations of the Board members. Remunerations thus established shall be valid until the next ordinary general meeting in which the amount of compensations for the directors and/or additional remunerations shall be approved.**”.

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 |
|-----|---------|------------|
| | | |

9. For item 9 of the agenda, namely: **“Electing the internal auditor of the Company, setting the duration of the agreement for auditing services and the remuneration granted.”**:

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 |
|-----|---------|------------|
| | | |

10. For item 10 of the agenda, namely: **“Approving the striking off the Bistrița-Năsăud Trade Register Office any mention concerning the internal auditor whose mandate will not be prolonged, if that should be the case.”**:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

11. For item 11 of the agenda, namely: **“Approving the 8th of July 2022 as “ex date”, namely the date before the registration date on which the financial instruments subject to the corporate bodies’ resolutions are traded without the rights deriving from the resolution, according to Article 2 paragraph 2 l) of Regulation 5/2018.”**:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

12. For item 12 of the agenda, namely: **“Approving the 11th of July 2022 as registration date in identifying the shareholders on which the decisions adopted by the Ordinary General Meeting will bear effects, according to Article 87 of Law no. 24/2017 (republished) (“Registration Date”).”**:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

13. For item 13 of the agenda, namely: “**Approving the 29th of July 2022 as payment date, as defined by Article 87 paragraph 2 of Law no. 24/2017 (republished) and Article 2 paragraph 2 h) and Article 178 of Regulation no. 5/2018 (“Payment Date”).**”:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

14. For item 14 of the agenda, namely: “**Entrusting the Board of Directors with the fulfilment of the decisions adopted by the Ordinary General Meeting of Shareholders.**”:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

15. For item 15 of the agenda, namely: “**Appointing the Chairman of the Ordinary General Meeting of Teraplast S.A. to sign the OGM Resolution on behalf and in the name of all the attending shareholders.**”:

| For | Against | Abstaining |
|-----|---------|------------|
| | | |

16. For item 16 of the agenda, namely: “**Appointing the Company’s legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the OGM 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^{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 (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, 09:00 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 (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 Ordinary 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 Ordinary 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:

ⁱ a shareholder can be represented in the OGMS by a single agent authorized by special power of attorney granted for the OGMS dated 28.04.2022/29.04.2022

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