**2 copies**

**BALLOT PAPER – VOTE BY CORRESPONDENCE**

**For votes by correspondence for**

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

**Convened for 14.09.2023/ 15.09.2023**

 I, the undersigned **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** (name and surname of the shareholder – natural person)residing in city \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, street \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, county\_\_\_\_\_\_\_\_\_\_\_\_\_ identified with \_\_\_\_\_\_\_\_\_\_\_\_ (identity document), series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

Or

The undersigned[[1]](#endnote-1) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the shareholder – legal person), headquartered in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, street \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_, bl.\_\_\_\_\_\_\_\_\_\_, sc.\_\_\_\_\_\_\_, et.\_\_\_\_\_\_\_, ap.\_\_\_\_\_\_\_, county \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Register attached to the Court \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_under no. J\_\_/\_\_\_\_\_/\_\_\_\_\_\_\_, VAT number RO\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, represented legally by [[2]](#endnote-2) Mr. /Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in capacity of General Director/Manager, holder of identity card series \_\_\_\_\_\_\_\_\_\_\_\_, no.\_\_\_\_\_\_\_\_\_\_\_, issued by Police/SPCLEP\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ having the Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Owner on **September 4, 2023** (reference date) of a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by **the** **Company TERAPLAST SA,** registered with the Trade Register of Bistrita-Nasaud Court under no. J06/735/1992, VAT no. RO3094980, traded on Bucharest Stock Exchange, having the symbol **TRP**, that grants me a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the General Meeting of Shareholders, out of the total of 2.179.000.358 shares issued by **the** **Company TERAPLAST SA,**

aware of the Agenda of the Ordinary General Meeting of Shareholders of Teraplast S.A. convened for **September 14, 2023 at 10:00 am (Romania time)**, or on the date of the second meeting in case the first meeting cannot be held, namely for September 15, 2023 at **10:00 am (Romania time)**, if the Ordinary General Meeting of Shareholders will not be able to be validated at the first notice, and the documentation made available by Teraplast S.A.,

by the present **ballot paper**, I express my vote by correspondence regarding the items of the Agenda of the **Ordinary General Meeting of Shareholders**, as follows:

* 1. For **item 1** of the agenda, namely: **“The election of the members of Company’s Board of Directors.":**
	2. **Proposal 1: Mr. Goia Dorel**

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

* 1. **Proposal 2: Mr. Anghel Lucian-Claudiu**

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

* 1. **Proposal 3: Mrs. Neacșu Vlad-Nicolae**

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

* 1. **Proposal 4: Mr. Pușcaș Vasile**

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

* 1. **Proposal 5: Mr. Stânean Alexandru**

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

* 1. For **item 2** of the agenda, namely: **„The establishing of the validity of the mandate of the members of the Board of Directors, starting with September 14, 2023. The Board of Directors proposes that mandate length will be 4 (four) years.”:**

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

* 1. For **item 3** of the agenda, namely: **„Mandating Mr. Alexandru Stânean and Mrs. Maria-Ioana Birta to negotiate and either to sign the Director Agreements with the directors, on behalf of the Company.”**

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

* 1. For **item 4** 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.”:**

**Proposal 1:**

*The election of Mr.* ***Nadir Geafer ALI*** *as independent member of the Audit Committee for a oneyear 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** |
|  |  |  |

**Proposal 2:**

*The election of Mrs.* ***Manta Andreea Elena*** *as independent member of the Audit Committee for a oneyear 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** |
|  |  |  |

* 1. For **item 5** of the agenda, namely: **“Approving the updated Remuneration Policy.”**

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

* 1. For **item 6** of the agenda, namely: **„Appointing the Chairman of the Ordinary General Meeting of Teraplast S.A.’s Shareholders to sign the OGM Resolution, in the name and on behalf of all the attending shareholders.”:**

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

* 1. For **item 7** of the agenda, namely: **“Appointing the Company’s legal counsel, Mrs. Kinga Vaida, to fulfil all the formalities concerning the registration of the OGM Resolution 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[[3]](#endnote-3)/a copy of the registration certificate** **[[4]](#endnote-4).**

**Note: Will be marked with „X” the box corresponding to the vote. The other boxes will not be filled in with any mark.**

This ballot paper was drawn up in accordance with the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations (Republished), as well as A.S.F. Regulation No.5/2018.

This ballot paper will be filled in at all entries, signed and dated by the shareholder.

**The ballot paper is executed up in 2 original copies**, out of which: one will remain at the shareholder and the other will be submitted to **TERAPLAST S.A.** headquarter not later than **12.09.2023, 08:00 am Romania time.**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**[[5]](#endnote-5)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (signature)**

**[[6]](#endnote-6)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 (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 prevent the use of the ballot paper in the Ordinary General Shareholders' Meeting of the Company Teraplast S.A. from the date of 14.09.2023 / 15.09.2023.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 ballot paper.I, the undersigned, agree that personal data will be processed for the purpose of voting by correspondence at the Ordinary General Meeting of Shareholders of the Company Teraplast S.A. from the date of 14.09.2023 / 15.09.2023.Name and surname: …….…………………..………..Date: .....................Signature: ......................... |

1. to be filled in only for legal entities [↑](#endnote-ref-1)
2. to be filled in with the legal representative according to the documents certifying the quality of representative [↑](#endnote-ref-2)
3. applicable for natural persons [↑](#endnote-ref-3)
4. applicable for legal entities [↑](#endnote-ref-4)
5. for shareholders legal entities, please stamp [↑](#endnote-ref-5)
6. for legal entities, the ballot paper needs to be signed by the legal representative; please specify the position of the legal representative. [↑](#endnote-ref-6)