**3 copies**

**SPECIAL POWER OF ATTORNEY[[1]](#endnote-1)**

**for representation in**

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

**convened for 11.03.2024 / 12.03.2024**

I,**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** (first name and surname of the natural person shareholder)**,** residingin (place) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, st. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_ County, holder of \_\_\_\_\_\_\_\_\_\_\_\_ (ID card), series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_on\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, National Identification No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

or

I/We[[2]](#endnote-2) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (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[[3]](#endnote-3) Mr./Mrs.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as CEO/Director, holder of ID card series \_\_\_\_\_\_\_\_\_\_\_\_, no.\_\_\_\_\_\_\_\_\_\_\_, issued by Police/SPCLEP\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, National Identification No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

owning as of **29.02.2024** (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.[[4]](#endnote-4)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ residingin \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 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 **11.03.2024 at 10:00 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 12.03.2024, to exercise the right to vote corresponding to my shares recorded in the Shareholders Record on the reference date, namely 29.02.2024, as follows:

* + 1. For **item 1** of the agenda, namely: **“Approval of the acquisition by Teraplast S.A. from Mr. Hans-Jürgen Uhl, Ms. Sabine Uhl, Ms. Jennifer Uhl and Ms. Janine Uhl ("*Sellers*") of the shares held by them, directly or indirectly, in the companies mentioned below (the "*Transaction*"), respectively:**
1. **All shares held directly by the Sellers in *WF Kunststoff Handels GmbH*, a company based in Wiener Neustadt, Austria, registration number FN 596655 i (representing 100% of the share capital of *WF Kunststoff Handels GmbH)*;**
2. **All shares held directly by the Sellers in *Wolfgang Freiler GmbH & Co KG*, a company with its registered office in Wiener Neustadt, Austria, registration number FN 611503 w (representing 100% of the share capital of *Wolfgang Freiler GmbH & Co KG).***
3. **All shares held directly by Ms Janine Uhl in *Itraco GmbH*, a company based in Wiener Neustadt, Austria, registration number FN 117077 y (representing 100% of the share capital of *Itraco GmbH).***
4. **All shares held by the Sellers indirectly in *Polytech Industrie Kft.* a company with its registered office in Fertőszentmiklós, Hungary, registered at the Györ Trade Register under no. 08-09-001585, 100% owned by Wolfgang Freiler GmbH & Co KG .**
5. **All shares held by the Sellers indirectly in *Sörgyári Ipari Park Kft.* a company based in Nagykanizsa, Hungary, registered at the Zalaegerszeg Trade Register under no. 20-09-072859, 80% owned by Polytech Industrie Kft.**
6. **All shares held by the Sellers indirectly in *Pro-Moulding Kft.* a company based in Nagykanizsa, Hungary, registered at the Györ Trade Register under no. 08-09-027786, 100% owned by Itraco GmbH.**

**The total price to be paid by the Company to the Sellers for all the shares referred to in this item will be EUR 16,530,000.00, to which an earn-out mechanism based on the consolidated EBITDA performance of the group of the companies referred to at a) to f) above is added.”:**

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

* + 1. For **item 2** of the agenda, namely: **„Empowering the Board of Directors of the Company to fulfil the resolutions adopted by the EGMS, by taking all measures and signing all the necessary documents in order to finalize the Transaction and by fulfilling each and all conditions and formalities necessary for its completion.”:**

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

* + 1. For **item 3** of the agenda, namely: **„To authorise the Chairman of the Extraordinary General Meeting of Shareholders of the Company to sign, for and on behalf of all the shareholders present at the meeting, the EGMS resolutions.”:**

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

* + 1. For **item 4** of the agenda, namely: **„To authorize the Company’s legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the EGMS resolutions at the Trade Register of Bistrita-Nasaud Court, and to publish such resolutions in the Official Gazette of Romania, part IV.”:**

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

**Please find hereby attached a copy of the valid ID card[[5]](#endnote-5)/a copy of the registration certificate[[6]](#endnote-6).**

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**09.03.2024, 08:00 am Romania time**.

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

**[[7]](#endnote-7)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (signature)**

**[[8]](#endnote-8)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 (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 11.03.2024/12.03.2024.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 11.03.2024/12.03.2024.Name and surname: …….…………………..………..Date: .....................Signature: ......................... |

1. a shareholder can be represented in the EGMS by a single agent authorized by special power of attorney granted for the EGMS dated 11.03.2024/12.03.2024 [↑](#endnote-ref-1)
2. to be filled in only for the shareholders that are legal entities [↑](#endnote-ref-2)
3. to be filled in with the legal representative according to the documents certifying the quality of representative [↑](#endnote-ref-3)
4. to be filled in with the name of the appointed representative (namely the authorized person) [↑](#endnote-ref-4)
5. applicable for natural persons [↑](#endnote-ref-5)
6. applicable for legal entities [↑](#endnote-ref-6)
7. 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 [↑](#endnote-ref-7)
8. in case of legal entities, the position of the legal representative shall be mentioned [↑](#endnote-ref-8)