

**VOTING BULLETIN FORM BY CORRESPONDENCE**

**Company TERAPLAST S.A., Industrial Park Teraplast, DN 15A, km 45+500, 427298, Bistrita-Nasaud county  
J06/735/1992, CUI RO3094980**

**EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS  
23-24<sup>th</sup> of March 2015**

The subscribed \_\_\_\_\_, headquartered in \_\_\_\_\_, street. \_\_\_\_\_ no. \_\_\_\_\_, bl. \_\_\_\_\_, sc. \_\_\_\_\_, et. \_\_\_\_\_, ap. \_\_\_\_\_, county \_\_\_\_\_, registered at Trade Register Office of \_\_\_\_\_ court, under Reg. No. J\_\_\_/\_\_\_/\_\_\_\_\_, unique registration code RO \_\_\_\_\_, legally represented by Mr./Mrs. \_\_\_\_\_, acting as General Manager / Administrator, identified by ID C.I./B.I. series \_\_\_\_\_, No. \_\_\_\_\_, issued by police department/SPCLEP \_\_\_\_\_, with the personal identification No. CNP \_\_\_\_\_, holder on **12<sup>th</sup> of March 2015** of a number of \_\_\_\_\_ shares issued by **Company TERAPLAST S.A.** registered at Trade Register Office of Bistrita-Nasaud Court under No. J06/735/1992, unique registration code RO3094980, traded at Bucharest Stock Exchange, having the symbol **TRP**, which confers me a number of \_\_\_\_\_ voting rights in the Ordinary General Assembly of Shareholders, of the total of 288.875.849 voting rights according to the 288.875.880 shares issued by the **Company TERAPLAST S.A.**, by this **voting bulletin** I express my voting opinion with regards to the points of the Agenda of **Extraordinary General Assembly of the Shareholders**, which will be held on **23rd of March 2015** hour **14:00**, at the company's headquarters located in Industrial Park Teraplast, DN 15A, km 45+500, postal code 427298, Bistrita-Nasaud county or at the date of the second assembly, when the first couldn't be held, respectively the date of **24th of March 2015**, as follows:

:

**Extraordinary General Assembly of the Shareholders will have the following**

**AGENDA**

1. Approval of renting to the Company Teraglass Bistrita S.R.L , by the Company Teraplast S.A. of the following real estates - property of the Company Teraplast S.A., for the purpose of transferring the PVC joinery business line:
  - a. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 57079 of Bistrita, topographical no. 57079, 57079-C2, 57079-C3, consisting of a land within the built-up area, having a total surface of 25.222 sq. m. and associated constructions.
  - b. The real estate located in Bistrita, str. Tarpiului, nr. 27A, Bistrita-Nasaud County, Land Registry no. 54207, topographical no. 54207, 54207 – C1; consisting of a land within the built-up area, having a total surface of 3.376 sq. m. and associated constructions.



<b>For</b>	<b>Against</b>	<b>Abstaining</b>

2. Approval of the rental price of the real estate mentioned at item 1 of this convening notice. The rental price suggested by the Board of Directors amounts to EUR 8,840/month, VAT excluded.

<b>For</b>	<b>Against</b>	<b>Abstaining</b>

3. Approval of the rental period of time for the real estate mentioned at item 1 of this convening notice. The Board of Directors suggests a period of time of 6 (six) years, as of 01.04.2015.

<b>For</b>	<b>Against</b>	<b>Abstaining</b>

4. Approval of transferring to Company Teraglass Bistrita S.R.L, at the same time with renting the real estate mentioned at item 1 of this convening notice, of the entire activity corresponding to the PVC joinery business line (including the personnel transfer, pursuant to art. 173 of the Labour Code).

<b>For</b>	<b>Against</b>	<b>Abstaining</b>

5. In order to transfer the PVC joinery business line to Teraglass Bistrita S.R.L., approval of selling the equipment / assets corresponding to such business line.

<b>For</b>	<b>Against</b>	<b>Abstaining</b>

6. Approval of the sales price of the equipment mentioned at item 5 of this convening notice. The sales price suggested by the Board of Directors amounts to RON 3,800,000, plus the value of the equipments to be commissioned up to the date of the business line transfer (respectively 1<sup>st</sup> April 2015), amounting to maximum EUR 200,000. The Board of Directors suggests that the payment of the equipment price to be done in 60 equal instalments, as of 01.04.2016.

<b>For</b>	<b>Against</b>	<b>Abstaining</b>

7. Approval that the transfer of the ownership of property over the assets mentioned in item 5 of this convening notice to be performed exclusively on the date the price is fully paid by the Buyer, Teraglass Bistrita S.R.L. It is proposed that the risk related to the sold assets to be transferred from the Seller to the Buyer on the date the sales agreement is signed.

For	Against	Abstaining

8. Approval that the activity of the PVC joinery business line at the Company Teraglass Bistrita S.R.L. premises, to begin on 1<sup>st</sup> of April 2015 (as of the second quarter of 2015).

For	Against	Abstaining

9. Approval of a loan granted to the Company Teraglass Bistrita SRL, amounting to maximum RON 2,850,000, based on a loan agreement with successive drawdowns, in order to sustain the activity of the Company Teraglass Bistrita Srl. The loan shall generate interest, according to the reference interest of BNR /National Bank of Romania/ .

For	Against	Abstaining

10. Mandating the Board of Directors to negotiate and approve the transfer to the Company Teraglass Bistrita S.R.L. of the raw material stocks, the finished products, the advertising materials needed for continuing the activity of the PVC joinery business line.

For	Against	Abstaining

11. Mandating Mr. Alexandru Stanean – General Manager, and Mrs. Edit-Eniko Orban – Financial Manager to negotiate the contracting terms and conditions, and to sign for and on behalf of the Company the rental agreement for the real estate mentioned at item 1, the sales agreement of the equipment / assets mentioned at item 5, as well as any documents necessary to carry out the decision of the Extraordinary General Assembly of the Shareholders, that is to be adopted.

For	Against	Abstaining

12. Approval of the full coverage of the losses reported in the previous years, amounting to RON 44,952,911, by using the reserves constituted for share capital adjustments and share premiums.

For	Against	Abstaining

13. Appointing the registration date when shareholders affected by the decisions adopted by the Extraordinary General Assembly of the Shareholders shall be identified. The Board of Directors suggests the date of **08<sup>th</sup> April 2015**.

For	Against	Abstaining

14. Approval of the date of 7<sup>th</sup> April 2015 as „**ex date**”, respectively the date previous to the registration date when the financial instruments, object of the decision of the corporate bodies, are transacted without the rights resulting from such decision, pursuant to art. 2 letter f) of Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general assemblies of the trading companies, amended and completed by Regulation no. 13/2014 regarding the amendment and completion of certain regulations issued by the Security National Board (herein referred to as **Regulation CNVM no. 6/2009**).

For	Against	Abstaining

15. Mandating the Chairman of the Board of Directors, Mr. Dorel Goia, to sign for and on behalf of all shareholders present at the assembly, the Decision of the Extraordinary General Assembly of the Shareholders.

For	Against	Abstaining

16. Mandating the legal adviser, Mrs. Kinga Vaida, identified by ID series X.B. no. 370326, issued by the Police Department of Bistrita on 26.06.2012, to register the Decision of the Extraordinary General Assembly of the Shareholders at the Trade Register of Bistrita-Nasaud Law Court and to publish such decision in the Official Gazette of Romania, Part 4.

For	Against	Abstaining

**Note:** You shall put an „X” in the appropriate voting box. The remaining boxes shall not be completed.

This voting form was issued according to Law number 297/ 2004 on the capital market, the Regulation CNVM No.1/2006 as subsequently amended by Regulation CNVM nr.31/2006, and by Regulation CNVM No. 6/2009. This voting form shall be completed by shareholders, under all entries submitted, dated and signed properly.

**The voting form is issued in 2 original copies**, out of which: one copy will remain with the shareholder and one copy shall be submitted to the headquarter of **S.C.TERAPLAST S.A.**, until **21st of March 2015, 14:00 hours**.

**If the Extraordinary General Assembly of the Shareholders shall not meet legally and statutory on 23rd of March 2015, this voting form applies to the second convening of the Extraordinary General Assembly of the Shareholders, from 24th of March 2015.**

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

Name and Surname: \_\_\_\_\_

(Name and Surname of the legal representative of the legal entity shareholder , in clear, with capital letters)

Stamp and signature: \_\_\_\_\_