

**SPECIAL POWER OF ATTORNEY**

**EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS**

**April 26 - 27, 2013**

The undersigned \_\_\_\_\_, having the head office in \_\_\_\_\_ (complete address), registered with the Trade Register of the District Court \_\_\_\_\_ under \_\_\_\_\_, have the fiscal code \_\_\_\_\_. The company is legally represented by \_\_\_\_\_ as general manager/manager, holder of the IC series \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, on (date) \_\_\_\_\_, personal figure code \_\_\_\_\_. The above legal entity is, on **April 15, 2013**, the owner of a number of \_\_\_\_\_ shares/ titles issued by **S.C. TERAPLAST S.A.** The company is registered with the Trade Register of the District Court under J06/735/1992, fiscal code: RO3094980, dealt on Stock Exchange Bucharest under the symbol **TRP**. The shares I own give me the right of \_\_\_\_\_ votes in The Extraordinary General Assembly of Shareholders out of a total of **288.875.880** rights of vote due of the **297.875.880** of **S.C. TERAPLAST S.A. BISTRITA**.

I hereby assign Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_ (complete address), holder of the IC series \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, on (date) \_\_\_\_\_, personal figure code \_\_\_\_\_ to be my representative with the **Extraordinary General Assembly of Shareholders** that is to be held on **April 26, 2013, 3:00** p.m. at the headquarter of the company of Bistrita, Parc Industrial Teraplast, DN 15A, km 45+500, 427298, district Bistrita-Nasaud or at the date a second meeting is held, should the first one not be quorate, on **April 27, 2013** respectively, as follows:

**I. The Extraordinary General Assembly of Shareholders will have the following:**

**AGENDA**

1. Taking into account that:

- i) During the years 2009-2011 the company redeemed on the basis of the Decisions 6/11.12.2008 of the Extraordinary Assembly of Shareholder in the variant of the Decision 1/21.01.2010 of the Extraordinary Assembly of Shareholder from the capital market through the Stock Market Bucharest a total number of 9,000,000 own shares with the intention to distribute them free of charge within 12 month since the day of purchase. The shares were to be given to the executive management of the company with the purpose to ensure the fidelity and loyalty of its members;

ii) In 2011 the members of the board of managers resigned from their positions and they also relinquished the shares that they were granted with the purpose to ensure their fidelity and loyalty;

iii) On the basis of the Decision 1 issued on March 14, 2013 on the basis of which they approved to cancel the 9,000,000 own shares redeemed from the market the Stock Market Bucharest, we submit for approval the following:

Decrease of the main from 29,787,588 lei to 28,887,588 lei followed by the cancellation in fact of the 9,000,000 own shares redeemed from the market the Stock Market Bucharest and re-entered into the portfolio of S.C. Teraplast S.A.

Affirmative	Negative	Abstain

2. To approve to finance the working capital for the accounting year 2013 by taking up new loans and the development of treasury and factoring instruments in compliance with art. 241 of Act 297 (capital market) and art.13 paragraph (2) b)/ b.13 of the actualized Memorandum of the Company.

Affirmative	Negative	Abstain

3. To authorize Mr. Alexandru Stanean, the Deputy General Manager and Mrs. Enikő-Edit Orban, the Financial Manager to carry out the following:

- a) To negotiate, to agree, to conclude and to sign on behalf of S.C. TERAPLAST S.A. the loan /guarantee contracts/the addenda to the loan contract as well as any other accessory documents or instruments in connection with or referring to the credit contracts, warranty contracts or any other documents and they shall also complete any other forms, applications that could be necessary and useful for these bank transactions.
- b) Should it be necessary to negotiate, to agree with and to sign on behalf of the company any addenda to the loan contracts, guarantee contracts and any other documents the company is part of, including the signing of other addenda to the mortgage contracts with the Bank, on the basis of which actualize the values of the contracts or documents that replace the commercial contracts the mortgaged claims arise from.
- c) To carry out on behalf of the company any necessary forms so that the loan /guarantee contracts/the addenda to the loan contract as well as any other accessory documents or instruments are fully valid and binding on the Company.

Affirmative	Negative	Abstain

4. Ratification of the Decision 155 issued by the Board of Managers on March 04, 2013, on the basis of which they approved the following:

- i) To maintain the same warrant structure as mentioned in the Decision 129 of the Board of Management dated December 16, 2011, the Decision 139 of the Board of Management dated June 13, 2012 and the Decision 147 of the Board of Management dated December 03, 2012 in compliance with the loan agreement 35/19.12.2012 with the BRD and the appertaining addenda with the notice that the values estimated for 2013 and cessed in favour of the BRD-GSG, to sign new contracts for 2013 or prolongation addenda with Teraplast customers, whose contracts were cessed in favour of the bank consequently to the cancellation of commercial relations with a part of the commercial partners cessed in favour of the BRD-GSG.
- ii) To authorize Mr. Alexandru Stanean, Deputy General Manager and Mrs. Enikö-Edit Orban, Financial Manager of the Company for the following:
  - d) To negotiate, to agree, to conclude and to sign on behalf of S.C. TERAPLAST S.A. the loan /guarantee contracts/the addenda to the loan contracts as well as any other accessory documents or instruments in connection with or referring to the credit contracts, warranty contracts or any other documents and they shall also complete any other forms, applications that could be necessary and useful for the transactions concluded with the BRD-GSG.
  - e) If the case should be to negotiate, to convene, to conclude and to sign on behalf of the Company any addenda to the loan contracts, the guarantee contracts and any other documents the company is part of, including the execution of addenda to the movables mortgage concluded with the Bank on the basis of which the values of the contracts are actualized or commercial contracts from which the mortgaged claims arise of, are replaced.
  - f) To carry out on behalf of the company any necessary forms so that the loan /guarantee contracts/the addenda to the loan contract as well as any other accessory documents or instruments are fully valid and binding on the Company.

Affirmative	Negative	Abstain

5. To settle the registration date that serves to the identification of the shareholders on which the effects of the decisions taken by the Extraordinary General Assembly of the Shareholders will be transferred. The Board of Managers proposes May 13, 2013.

Affirmative	Negative	Abstain

6. To authorize the President of the Board of Managers to sign on behalf of all shareholders present at the meeting the Decision of the Extraordinary General Assembly of the Shareholders as well as the actualized Memorandum.

Affirmative	Negative	Abstain

7. To authorize the juridical counsellor of the Company, who is the holder of the IC series X.B. no. 205759, issued by the Police of Bistrita on January 19, 2007 to carry out all formalities concerning the registration of the Decision of the Extraordinary General Assembly of the Shareholders of the District Court of Bistrita-Nasaud and its publishing in the Official Gazette of Romania, Part IV.

Affirmative	Negative	Abstain

**Notice: Please, mark the box of your vote with an „X”. Leave the other boxes blank.**

This ballot card was issued according to the provisions of Act 297/2004 concerning the finance market, to the Rules of C.N.V.M. 1/2006 in the version 31/2006, as well as the C.N.V.M Rules 6/2009

All cases of this ballot card is filled in by the shareholder of the company; it is to be dated and signed accordingly.

**The ballot card form is issued in two original copies,** out of which: one copy remains with the shareholder and one remains at the head office of **S.C.TERAPLAST S.A.** until **April 24, 2013, 3:00 p.m.**

**Should the Extraordinary General Assembly of Shareholders not be quorate on April 26, 2013, this ballot card stays valid for the second meeting of the Extraordinary General Assembly of Shareholders that is scheduled to take place on April 27, 2013.**

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

**Name and given name:** \_\_\_\_\_

(Name and given name of the shareholder as a natural person in capital letters, followed by his/her signature)

**Signature:** \_\_\_\_\_