

SPECIAL POWER OF ATTORNEY

**Extraordinary General Meeting of the Shareholders
29-30th of April 2015**

The undersigned _____ residing in the town of _____, str. _____, No. _____, bl. _____, Sc _____, Et _____, Ap. _____, County _____, identified with identity card, series _____, number _____ issued by Police department _____ dated _____, with the personal identification No CNP _____, having a number of _____ shares/rights issued by **S.C. 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 standard category, having the symbol **TRP**, which confers me a number of _____ voting rights in the Extraordinary General Meeting of Shareholders, of the total of 288.875.849 voting rights according to the 288.875.880 shares issued by **Company TERAPLAST S.A.**, I hereby empower Mr./Mrs. _____ residing in the town of _____ str. _____ No. _____, bl. _____, sc. _____, floor. _____ ap. _____ county _____, identified with identity card B.I. / C.I. series _____ No. _____ issued by Police _____ on _____ with the personal identification number CNP _____ as my Representative in the **Extraordinary General Meeting of the Shareholders**, which shall take place on **29th of April 2015 , 16:30 hours**, at the company's headquarters in Bistrita, Teraplast Industrial Park, DN 15A, 45 500 km, zip code 427298 , Bistrita-Nasaud, or on the date of the second convening in case the first could not be held, respectively on **30th of April 2015** to exercise the voting right related to my holdings registered in the Register of Shareholders at the reference date **17th of April 2015**, as follows:

Extraordinary General Assembly of the Shareholders will have the following

AGENDA

1. Approval of the maximum limit of indebtedness that the company can contract in the 2015 financial year , including the approval of warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future receivables rights, assignments related to current and future cash, resulting from current accounts and assignments of rights resulted from the insurance policies. The Board of Directors' proposal is that this indebtedness limit amounts to a total value of 68.000.000 lei.

.For	Against	Abstaining

2. Mandating the Board of Directors that, up to the maximum limit of indebtedness approved, it should accomplish, in the name of and for the Company, all the actions and steps necessary or useful in order to fulfill those approved at point 1 from the present decision. In this regard, the Board of Directors shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/ leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name of and for the Company TERAPLAST S.A. the credit contracts/leasing contracts /warranty contracts /additional acts to the credit/leasing contracts, as well as any other documents or instruments which are accessory, related to or to which reference is made in the credit/leasing contracts, warranty contracts or any other documents as well as to sign any other application forms, requests which might be necessary or useful regarding these bank transactions.

For	Against	Abstaining

3. Appointing the registration date when shareholders affected by the decisions adopted by the Extraordinary General Assembly of the Shareholders shall be identified. The date proposed by the Board of Directors is 20th May 2015.

For	Against	Abstaining

4. Approval of the date of 19th May 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

5. 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 Meeting of the Shareholders.

For	Against	Abstaining

6. 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.

The undersigned hereby, give discretionary voting power to the above appointed representative, for the problems which have not been identified and included on the agenda until the present, in accordance with the legal provisions in force.

This special power of attorney contains information in accordance with the Law no.297/2004 regarding capital market, C.N.V.M. Regulation No.1/2006, modified by C.N.V.M. Regulation No.31/2006, and by C.N.V.M Regulation No.6/2009. This special power of attorney shall be signed and dated by the principal shareholder. The special power of attorney shall be completed by the principal shareholder under all entries submitted.

The special power of attorney shall be issued in 3 originals, of which: one original remains to the principal shareholder, one original will be handed to the representative and one original will be presented to the headquarters of the **company TERAPLAST S.A.** until **27th of April 2015, 16:30 hours**.

If the Extraordinary General Meeting of the Shareholders shall not meet legally and statutory on 29th of April 2015, this special power of attorney shall be also valid for to the second convening of the Extraordinary General Meeting of the Shareholders, from 30th of April 2015.

Date of granting the power of attorney: _____

Name and surname: _____

(Name and surname of individual shareholder, in clear capital letters)

Signature: _____

(Signature of individual shareholder)