



3 copies

SPECIAL POWER OF ATTORNEY

EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

06-07 October 2014

I, the undersigned _____ with headquarters in _____, str. _____, nr. _____, bl. _____, Sc _____, Etj _____, Ap. _____, county _____, registered at Trade Register Office of Court _____, having CUI _____, legally represented by _____, as General Manager/Administrator, identified thru C.I./B.I. series, _____ nr. _____ issued to the date _____ by Police/SPCLEP _____, having CNP _____, holder of a number of _____ shares/rights 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, Category II, having the symbol **TRP**, which confers me a number of _____ voting rights in the Extraordinary 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 I enable Mr/Mrs _____ living in _____ str. _____ nr. _____, bl. _____, sc. _____, et. _____ ap. _____ county _____, having B.I./C.I., series _____ no. _____ released by Police _____ at the date _____ having CNP _____ as representative of mine in **Extraordinary General Assembly of Shareholders**, which will be held on **October 06 2014** hour **14:00**, at 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 **October 07 2014** to express the voting right according to my holdings recorded in the Shareholders Registry at the time of reference **September 24 2014**, as follows:

Extraordinary General Assembly of the Shareholders will have the following

AGENDA

1. Approval of modifying of the Article of Incorporation of the Company, in the sense of reducing the number of the administrators from 7 to 5, as follows:

Art. 18.1. paragraph (1) will change and will have the following content:

„The Company is administrated by a Board of Administration composed of 5 administrators elected by the Ordinary General Assembly of Shareholders thru secret vote”.

Art. 18.2. paragraph (1) will change and will have the following content:

„The Board of Administration is composed of 5 administrators, the majority being nonexecutive administrators, at least one of them can be an independent administrator. The Board of Administration shall elect a president among them”.

For	Against	Abstaining

2. Approval of updating of the Article of Incorporation of the Company, according to the above mentioned to the paragraph 1 of this.

For	Against	Abstaining

3. Establishing the date that serves to identify the shareholders which will be affected by the effects of the decisions adopted by the Extraordinary General Assembly of the Shareholders. The date proposed by the Board of Administration is October 23rd 2014.

For	Against	Abstaining

4. Mandating of the president of the Board of Administration to sign, in the name and on behalf of all shareholders present at the meeting, the Decision of E.G.A.S., and also the updated Article of Incorporation of the Company.

For	Against	Abstaining

5. Mandating of the legal advisor of the Company, Mrs. Kinga Vaida, which identifies with C.I. seria X.B. nr. 370326, released by Politia Bistrita on 26.06.2012, to complete all the formalities in order to register the Decision of E.G.A.S. at the Trade Register Office of Bistrita-Nasaud Court and to publish it in the Official Gazette of Romania, Part IV.

For	Against	Abstaining

Note : It will be checked with „X” the box corresponding to the vote. The other boxes will not be checked with any sign.

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. Rule nr.1/2006, modified by C.N.V.M. Rule no.31/2006, and by C.N.V.M Rule 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 at all sections.

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 **company** headquarters **TERAPLAST S.A.** until **October 04 2014, hour 14:00**.

In case the Extraordinary General Assembly of the Shareholders doesn't meet legally and statutory on October 06 2014, this special power of attorney remains valid also for the second convocation of Ordinary General Assembly of the Shareholders dated October 07 2014.

Date of granting the power of attorney: _____

Name and surname: _____

(Name and surname of legal representative of the legal entity shareholder, written in clear, block capitals)

Signature and stamp: _____

(Signature of legal representative of the legal entity shareholder)