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## SPECIAL POWER OF ATTORNEY

### ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

26-27 august 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 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 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 **Ordinary General Assembly of Shareholders**, which will be held on **August 26 2014** hour **16:00**, 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 **August 27 2014** to express the voting right according to my holdings recorded in the Shareholders Registry at the time of reference 14 august 2014, as follows:

### Ordinary General Assembly of the Shareholders will have the following

#### AGENDA

1. Approval of appointment of financial auditor, taking into consideration that, on 14.09.2014, will end the mandate conferred to financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L.

The proposal of Board of Administration for the appointment of the financial audit company is as follows:

- a. **S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L.**, with headquarters in Bucuresti, Ion Mihalache Boulevard, no. 15-17, fl. 21, building Bucharest Tower Center, Sector 1, registered at Trade Register Office under no.J40/5964/1999, having unique registration code RO11909783, member of Financial Auditors Chamber of Romania, authorisation no 77/15 August 2011, legally represented by Bogdan Ion.

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

2. Approval of appointment of internal auditor, taking into consideration that, on 14.09.2014, will end the mandate conferred to internal auditor S.C. PriceWaterHouseCoopers Audit S.R.L.

The proposal of the Board of Administration regarding the appointment of the internal audit company is the following:

- a. **S.C. GENERAL CONSULTING MGI SRL** with headquarters in Bistrita, str. Zefirului, nr.11, BN county, registered at Trade Register Office under no. J06/628/2003, having CUI 15816660, legally represented by Mrs. IACOB GABRIELA ADRIANA.

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

3. Approval of period of validity of contracts for financial audit and internal audit.

The Board of Administration proposes that the validity period for financial audit contract to be 2 years from the date of adoption of the decision by O.G.A.S.

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

The Board of Administration proposes that the validity period for internal audit contract to be 1 year from the date of adoption of the decision by O.G.A.S.

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

4. Approval of remuneration to the financial auditor and internal auditor.

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

5. Mandating of Mr. Traian Simion, as general director and of Mrs. Edit-Eniko Orban, as financial director, that in the name and on behalf of shareholders, to negotiate and sign the contracts for financial and internal audit.

For	Against	Abstaining

6. Establishing of the registration date which serves to identify the shareholders on which will take effects the decisions adopted by Ordinary General Assembly of Shareholders. The date proposed by the Board of Administration is September 12 septembrie 2014.

For	Against	Abstaining

7. Mandating of president of Board of Administration, to sign, in the name and on behalf of all shareholders presented to the meeting, the Decision of O.G.A.S.

For	Against	Abstaining

8. 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 O.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 whith 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 **August 24 2014, hour 16:00.**

**In case the Ordinary General Assembly of the Shareholders doesn't meet legally and statutory on August 26 2014, this special power of attorney remains valid also for the second convocation of Ordinary General Assembly of the Shareholders dated August 27 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)