



3 copies

SPECIAL PROXY

THE GENERAL ORDINARY MEETING OF SHAREHOLDERS

29-30 April 2014

The subscribed _____ with headquarters in _____, str. _____, no. _____, bl. _____, Sc _____, Floor _____, Ap. _____, county _____, certificate of incorporation at the Office of Commerce Registry from Law Court _____, VAT registration no. _____, legally represented by _____, as General Manager/Administrator, identified by I.D. series _____ no. _____ issued on _____ by Police/SPCLEP _____, CNP _____, holder of a number of _____ shares/rights issued by **the company TERAPLAST S.A.** certificate of incorporation no. J06/735/1992 at the Office of Commerce Registry from Bistrita, VAT registration number RO3094980, traded at Bucharest Stock Exchange, Category II, with the symbol **TRP**, which grants me a number of _____ voting rights in the General Ordinary Meeting of Shareholders, of the total of **288.875.880** voting rights for the 288.875.880 shares issued by **the company TERAPLAST S.A.**, I hereby empower Mr./Mrs. _____ residing in _____ str. _____ no. _____, bl. _____, sc. _____, floor. _____ ap. _____ county _____, holder of I.D., series _____ no. _____ issued by Police _____ on _____ CNP _____ as my representative in the **General Ordinary Meeting of Shareholders**, which will take place on **29 April 2014 at 14:00**, at the company's headquarters in Industrial Park Teraplast, DN 15A, km 45+500, 427298, Bistrita-Nasaud county or on the date of holding the second meeting, if the first one couldn't take place, respectively on **30 April 2014** to exercise the voting right for my holdings registered in the Shareholders' Registry on the reference date 18 April 2014, as follows :

The General Ordinary Meeting of Shareholders shall have the following

AGENDA

1. Presentation and submitting for approval of the Report of the Board of Administration on the individual and consolidated financial situations for the financial exercise 2013.

For	Against	Abstain

2. Presentation of the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L. on the individual and consolidated financial situations for the financial exercise 2013.

For	Against	Abstain

3. Presentation and submitting for approval of the individual financial situations for the financial exercise 2013, according to the Report of the Board of Administration and the Report of the Company's financial auditor.

For	Against	Abstain

4. Distribution of the net profit for the financial exercise 2013 according to legal provisions. The Board of Administration proposes that the net profit for the financial exercise 2013 be distributed for the set up of legal reserve and the difference be distributed as retained earnings.

For	Against	Abstain

5. Presentation and submitting for approval of the consolidated financial situations for the financial exercise 2013, according to the Report of the Board of Administration and the Report of the Company's financial auditor.

For	Against	Abstain

6. Discharge of the Company's Board of Administration for the financial exercise 2013.

For	Against	Abstain

7. Presentation and submitting for approval of the Budget of Revenues and Expenses for the financial exercise 2014.

For	Against	Abstain

8. Presentation and submitting for approval of the Investment Program for the financial exercise 2014.

For	Against	Abstain

9. Establishing the remuneration level of the members of the Board of Administration for 2014.

For	Against	Abstain

10. Establishing the registration date which serves to identify the shareholders who will be affected by the decisions adopted by the General Ordinary Meeting of Shareholders. The date proposed by the Board of Administration is 19 May 2014.

For	Against	Abstain

11. Assigning the president of the Board of Administration to sign in the name and for all shareholders present at the meeting the A.G.O.A. Decision.

For	Against	Abstain

12. Assigning the Company's legal adviser, Mrs. Kinga Vaida, holder of the ID series X.B. no.370326, issued by Bistrita Police on 26.06.2012, to accomplish all procedures on the registration of the A.G.O.A. Decision at the Office of Commerce Registry from Bistrita-Nasaud Law Court and to publish it in Romania's Official Gazette, Part IV.

For	Against	Abstain

Note : One shall mark with „X” the box corresponding to the vote. The other boxes shall remain unmarked.

I hereby give discretionary voting power to the representative named above on the problems which haven't been identified and included on the agenda by the date of the present, according to the legal provisions in effect.

The current special proxy contains information according to the Law no.297/ 2004 on the capital market, the C.N.V.M. Rules no.1/2006, modified by the C.N.V.M. Rules no.31/2006, as well as the C.N.V.M Rules

no.6/2009. The current special proxy shall be signed and dated by the shareholder principal. The special proxy shall be filled in by the shareholder principal at all written points.

The special proxy is prepared in 3 original copies, of which: one copy remains at the principal, one copy shall be given to the representative and a copy shall be handed in at the headquarters of the **company TERAPLAST S.A.** by **27 April 2014, at 14:00.**

If the General Ordinary Meeting of Shareholders doesn't meet legally and statutory on 29 April 2014, the current special proxy is also valid for the second call of the General Ordinary Meeting of Shareholders from 30 April 2014.

Date of giving the proxy: _____

Surname and name: _____

(Surname and name of the legal representative of the shareholder legal person, in clear, with capital letters)

Signature: _____

(Signature of the legal representative of the shareholder legal person)