

SPECIAL POWER OF ATTORNEY

**EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS
March 14 – 15, 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 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 **March 14, 2013, 3:30 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 **March 15, 2013** respectively, as follows:

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

AGENDA

1. Approval to cancel the 9,000,000 shares that have been bought back at the Stock Exchange of Bucharest on the basis of the Decision 6/11.12.2008 of the Extraordinary General Assembly of Shareholders in the version of the Decision 4/16.12.2009 of the Extraordinary General Assembly of Shareholders and Decision 1/21.01.2010 of the Extraordinary General Assembly of Shareholders and that was followed by the decrease of the main from **29,787,588 lei to 28,887,588 lei**.

Affirmative	Negative	Abstention

2. To set the date of registration that shall serve to identify shareholders that are affected by the decision taken by the Extraordinary General Meeting of Shareholders. The Board of Managers suggests April 01, 2013.

Affirmative	Negative	Abstention

3. To mandate the chairman of the Board of Managers to sign the Decision of the Extraordinary General Meeting of Shareholders as well as the actualized Memorandum of the company on behalf of all shareholders present at the meeting.

Affirmative	Negative	Abstention

4. To mandate Mrs. Ioana-Teodora Boldor, legal advisor of the company, 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 Meeting of Shareholders and the actualized Memorandum of the company with the Trade Register of the District Court Bistrita-Nasaud and its publication in the Official Gazette of Romania, part IV.

Affirmative	Negative	Abstention

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

I hereby assign my representative with full authority to vote on issues that have not been identified and entered on the agenda until now in compliance with valid legal provisions.

This special power of attorney contains information in compliance to Act 297/2004 concerning the finance market, the C.N.V.M. Rules no. 1/2006 in the version of C.N.V.M. Rules no. 31/2006, as well as C.N.V.M Rules no. 6/2009. This power of attorney is signed and stamped by the authorizing shareholder. The authorizing shareholder shall fill in all boxes of the special power of attorney.

The special power of attorney is issued in 3 original copies: one copy stays with the authorizing assignee, one is given to the mandatary and one copy stays with the head office of **S.C.TERAPLAST S.A.** until **March 12, 2013, 3:30 p.m.**

Should the Extraordinary General Assembly of Shareholders not be quorate on March 14, 2013, this ballot card stays valid for the second meeting of the Extraordinary General Assembly of Shareholders that is planned to take place on March 15, 2013.

Date of issue of the power of attorney: _____

Name and given name: _____

(Name and given name of the legal representative of the shareholder as a legal entity in capital letters)

Signature and stamp: _____

(Signature of the legal representative of the shareholder as a legal entity)