

SPECIAL POWER OF ATTORNEY

ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

April 26 - 27, 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 Ordinary 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 **Ordinary General Assembly of Shareholders** that is to be held on **April 26, 2013, 2:00 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 **April 27, 2013** respectively, and consequently to my ownership of shares on **April 15, 2013** as follows:

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

AGENDA

1. Account and vote the Report of the Board of Managers concerning the individual and consolidated financial situation and appertaining to the accounting year 2012.

Affirmative	Negative	Abstention

2. Account of the Report of the financial auditor S.C. ERNST & YOUNG ASSURANCE SERVICES S.R.L., about the financial and consolidated financial situation appertaining to the accounting year 2012.

Affirmative	Negative	Abstention

3. Account and vote of the individual financial situation and appertaining to the accounting year 2012 on the basis of the Report of the Board of Managers and the Report of the Financial Audit of the Company.

Affirmative	Negative	Abstention

4. Account and vote of the consolidated financial situation and appertaining to the accounting year 2012 on the basis of the Report of the Board of Managers and the Report of the Financial Audit of the Company.

Affirmative	Negative	Abstention

5. Discharge of clearing of the Board of Managers for the accounting year 2012.

Affirmative	Negative	Abstention

6. Accounting and voting of the Budget of incomes and costs appertaining of the accounting year 2013.

Affirmative	Negative	Abstention

7. Accounting and voting of the Investment Programme appertaining to the accounting year 2013.

Affirmative	Negative	Abstention

8. Setting the remuneration of the members of the Board of Managers for 2013.

Affirmative	Negative	Abstention

9. Setting the remuneration of the financial auditor for the accounting year 2013.

Affirmative	Negative	Abstention

10. Setting the registration date that serves to identify the shareholders who are to be affected by the decisions taken by the Ordinary Assembly of the Shareholders. The Board of Managers suggests May 13, 2013.

Affirmative	Negative	Abstention

11. To authorize the President of the Board of Managers to sign on behalf of the shareholders present at the meeting the Decision of the Ordinary Assembly of the Shareholders.

Affirmative	Negative	Abstention

12. To authorize the juridical counsellor of the Company to carry out all formalities concerning the registration of the Decision of the Ordinary General Meeting of Shareholders with the Trade Register of the District Court Bistrita-Nasaud.

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

This ballot card was issued according to the provisions of Act 297/2004 concerning the finance market, to the Rules of C.N.V.M. 1/2006 in the version 31/2006, as well as the C.N.V.M Rules 6/2009

All cases of this ballot card is filled in by the shareholder of the company; it is to be dated and signed accordingly.

The ballot card form is issued in two original copies. out of which: one copy remains with the shareholder and one remains at the head office of **S.C.TERAPLAST S.A.** until **April 24, 2013, 3:00 p.m.**

Should the Ordinary General Assembly of Shareholders not be quorate on April 26, 2013, this ballot card stays valid for the second meeting of the Extraordinary General Assembly of Shareholders that is scheduled to take place on April 27, 2013.

Date: _____

Name and given name: _____

(Name and given name of the shareholder as a natural person in capital letters, followed by his/her signature)

Signature: _____