



3 copies

SPECIAL PROXY

THE GENERAL EXTRAORDINARY 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 Extraordinary 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 Extraordinary Meeting of Shareholders**, which will take place on **29 April 2014 at 15:00**, 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 Extraordinary Meeting of Shareholders shall have the following

AGENDA

1. Approval of the maximum limit of indebtedness that the company can contract in the financial exercise 2014 and the approval of the warranty of credit and/or leasing contracts which are going to be accessed within the limit established, with security interest in real estate/pledge, assignments of current and future receivables rights, assignments related to current and future cash, resulting from current accounts and assignments of rights

resulted from the insurance policies. The proposal of the Board of Administration is that this limit of indebtedness reach the total value of 68.000.000 lei.

For	Against	Abstain

2. Assigning the Board of Administration that, up to the maximum limit of indebtedness approved, it should accomplish, in the name and for the Company, all the actions and steps necessary or useful in order to fulfill the facts approved at point 1 from the present decision. In this regard, the Board of Administration shall issue decisions on: accessing some bank credits, concluding some credit/leasing contracts, extending the bank credit/leasing contracts accessed, establishing the warranty structure for the credit/leasing contracts accessed/extended, restructure/reschedule of the credits granted, change of structure of the warranties of the existing credits in balance, empowering the persons who will sign in the name and for the Company TERAPLAST S.A. the credit contracts/leasing contracts/warranty contracts/additional acts to the credit/leasing contracts, as well as any other documents or instruments which are accessory, related to or to which reference is made in the credit/leasing contracts, warranty contracts or any other documents as well as to sign any other application forms, requests which might be necessary or useful regarding these bank transactions.

For	Against	Abstain

3. Ratification of the Decision of the Board of Administration no. 4 from 10 February 2014, according to which the following was approved:

a. Concluding by the Company, as Borrower/Garantor, with **BRD – Groupe Societe Generale SA**, as creditor, a credit contract, to contract by the Company a credit of **1.000.000 eur**, in order to finance the current activity (“Seasonal Credit”), for a period of 10 months (final due on 30.11.2014), which shall be guaranteed by setting up the following guarantees:

- Mortgage on a real estate consisting of constructions and land situated in Constanta, owned by Teraplast, registered in the Land Registry no.200787/Constanta - No. of old Land Registry 18691 (e :100071) and Land Registry no. 208912/Constanta - No.of old Land Registry 18691 (e :18691) old cadastral no.: 9649, cadastral no. 5438 and 208912, 208912 –C1, evaluated in December 2013 at a market value of 380.000 euro;
- The assignment of all receivables/collection rights representing all the rights and interests, current and future collections and revenues belonging to the company Teraplast, arising from the contracts concluded with its partners, at a market value (collections estimated for 2014) of 15.807.000 euro;

- Mortgage on the movables consisting of stocks situated in Saratel, owned by Teraplast;
 - Pledge on the current and future accounts of Teraplast, open at BRD – Groupe Societe Generale SA.
- b. Assigning Mr. Alexandru Stanean as Deputy General Manager as well as Mrs. Eniko-Edit Orban as the Company's Financial Manager in order to achieve the following steps:
- negotiate, sign, perfect, release and prepare (in original, where is the case) in the name and for the Company the Credit Contract and its additional acts, the Warranty Contract and its additional acts as well as all the documents, confirmations and documents related to them as well as any modification acts of them in order to achieve the resolutions adopted in the current decision.
 - to take all actions related to the registration of the Warranty Contracts or their amendments to the Pledge Electronic Archive and/or the competent Land Registry and/or the competent Commerce Registry and/or the Company's shareholder registry and/or related to the notification and/or accomplishing any other necessary procedure in front of any other competent authority or third parties interested, as well as to publish the current Decision in Romania's Official Gazette, Part IV; and
 - in general, to take all actions and steps necessary or useful for the transaction taking into account the documents mentioned in the resolutions from above.
- c. Assigning Mr. Simion Traian, President of the Board of Administration, to sign the Decision of the Board of Administration.
- d. 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 handing in and registration of the Decision of the Board of Administration at the Office of Commerce Registry from Bistrita-Nasaud Law Court.

For	Against	Abstain

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

For	Against	Abstain

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

For	Against	Abstain

6. 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.E.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 15:00.**

If the General Extraordinary 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 Extraordinary 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)