

# Special Power of Attorney

Extraordinary General Meeting of Shareholders of Prodplast S.A. dated 18(19).04.2017 10<sup>00</sup>(10<sup>00</sup>) o'clock

The undersigned \_\_\_\_\_  
(surname, first name/Name of represented shareholder, written with capital letters), residing/headquartered in \_\_\_\_\_, Str. \_\_\_\_\_, no. \_\_\_\_\_, Bl. \_\_\_\_\_, Floor. \_\_\_\_\_, App. \_\_\_\_\_, Sector/County \_\_\_\_\_, holder of identity card / passport series \_\_\_\_\_ no. \_\_\_\_\_, identification number \_\_\_\_\_ / registered within Register of Companies \_\_\_\_\_ under no. \_\_\_\_\_, unique registration code \_\_\_\_\_, by legal / convention proxy (please cut the non-corresponding option) Mr./Mrs. \_\_\_\_\_, holder of a number of \_\_\_\_\_ ordinary, nominative, dematerialized shares issued by **S.C. PRODPLAST S.A. Bucharest** („Company” or „Prodplast”), conferring the right to a number of \_\_\_\_\_ shares from the total of 17.072.385 shares / rights of vote within the Extraordinary General Meeting of Shareholders Prodplast, as **principal**, hereby empower \_\_\_\_\_, residing / headquartered in \_\_\_\_\_, Str. \_\_\_\_\_, no. \_\_\_\_\_, Bl. \_\_\_\_\_, Floor. \_\_\_\_\_, App. \_\_\_\_\_, Sector/County \_\_\_\_\_, holder of identity card / passport series \_\_\_\_\_ no. \_\_\_\_\_, identification number \_\_\_\_\_ / registered within Register of Companies \_\_\_\_\_ under no. \_\_\_\_\_, unique registration code \_\_\_\_\_, by legal / convention proxy (please cut the non-corresponding option) Mr. / Mrs. \_\_\_\_\_, having the quality as shareholder of Prodplast (please cut, if not applicable), as **attorney in fact** to represent me within the **Extraordinary General Meeting** of shareholders of Prodplast, taking place on **18.04.2017, 10:00**, at the headquarters of the company from Bucharest, 256 Basarabia Blvd., District 3, Bucharest, Romania as well as on the date of the second meeting from **19.04.2017, 10:00**, organized at the same place and having the same agenda, if the first meeting cannot take place, and to exercise the rights of vote corresponding to the number of shares I hold, registered within the Register of Shareholders of Prodplast on the reference date **04.04.2017**, as follows (there will be checked only the items of the agenda for which the proxy is empowered to vote):

AGENDA :	FOR	AGAINST	ABSTENTION
1. Approval to establish a Place of Business [PVC production center and Polyethylene packaging production center] in the town of Buftea, Sos. Bucharest-Targoviste, km. 16.5, No. 1, Ilfov County.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to carry out at the Place of Business the following activities: Manufacture of plastic plates, sheets, tubes and profiles, NACE Code 2221, Manufacture of plastic packing goods, NACE Code 2222, Manufacture of other plastic products, NACE Code 2229, Non-specialized wholesale trade, NACE Code 4690.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to dissolve the Place of Business Store no. 3, in the town of Tecuci, Str. Cuza Voda no. 64, Galati County, whose line of business is Other retail sale of new goods in specialized stores, NACE Code 4778.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Approval to empower Mr. Georgescu Tudor-Alexandru, as President of the Executive Board and General Manager of the Company, and of Mr. Luca, as Member of the Executive Board and Economic Director, to participate to negotiations regarding the sale in the best conditions for Prodplast S.A. of the share package representing a 45.54% stake in the company ROMTATAY S.A. Bucharest and to sign the documents to be concluded in the event of reaching a sale agreement.
5. Approval of the date of **09.05.2017** as Date of Registration, according to art. 238 paragraph (1) of Law no. 297/2004, to identify shareholders who are affected by the decisions adopted by the Extraordinary General Meeting of Shareholders, and of the date of **08.05.2017** as ex-date.
6. Approval to empower the Legal Adviser of Prodplast, Mrs. Gaisteanu Gabriela, with the possibility of replacement, to carry out all the legal formalities for the registration, enforceability, execution and publication of decisions adopted by the Extraordinary General Meeting of Shareholders.

I hereby empower the above mentioned attorney in fact to vote according to the way he/she/it was empowered, for all items of the agenda.

Prepared this day, \_\_\_\_\_, in triplicate, each original having the same judicial force, one for the principal, one of the attorney in fact and one for being submitted to Prodplast until **12.04.2017, 10:00**.

**PRINCIPAL,**

\_\_\_\_\_  
*(Surname, first name / Name of represented shareholder, written with capital letters)*

\_\_\_\_\_  
*(Surname and first name of the legal proxy of the represented shareholder, written with capital letters)*

\_\_\_\_\_  
*(Signature of the represented shareholder / legal proxy of the represented shareholder and stamp)*

\_\_\_\_\_  
*After filling in and signing the special power of attorney, one original will be submitted /sent to the headquarters of the Company, in sealed envelope mentioning the confidential character of its content or will be sent by e-mail using the extended electronic signature, to the e-mail address office@prodplast.ro, until **12.04.2017, 10:00**. The Company undertakes to keep the submitted originals under safety and confidentiality conditions.*