

Special Power of Attorney

Extraordinary General Meeting of Shareholders of Prodplast S.A. dated 27(28).04.2017, 10⁰⁰(10⁰⁰) 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 **27.04.2017, 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 **28.04.2017, 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 **14.04.2017**, as follows (there will be checked only the items of the agenda for which the proxy is empowered to vote):

AGENDA :

FOR

AGAINST

ABSTENTION

- Approval to empower Prodplast's Executive Board to be able, under the supervision of the Supervisory Board, to decide and conclude all the contracts/legal and administrative documents required to make investments within the limit of EUR 1.5 million [one million five hundred thousand], including through European and/or national financing projects, for the acquisition of new production equipment and cover all the expenses to be made with moving the Company's headquarters to the Town of Buftea, Sos. Bucharest-Targoviste, km. 16.5, No. 1, Ilfov County.

2. Approval for the participation of S.C. Prodplast S.A., as associate, in the establishment of a Joint Stock Company in the town of Buftea, Sos. Bucharest-Targoviste, km. 16.5, no. 1, Ilfov County, with a total share capital of RON 200,000, with the following shareholding structure: S.C. Prodplast S.A. RON 180,000 - 90% of the share capital and S.C. BIO INVEST MCG S.R.L. Bucharest - RON 20,000 - 10% of the share capital, having as main activity Non-specialized wholesale trade, NACE code 4690.
3. Approval for S.C. Prodplast S.A. to participate in the share capital of the company established according to item 2 on this agenda with the amount of RON 180,000, contribution to the share capital being exclusively in cash and following to be fully paid on the date of establishment.
4. Approval of the Articles of Association of the company to be established according to item 2 of this agenda.
5. To fulfill the provisions of items 2 and 3 of this agenda, approval to empower Mr. Georgescu Tudor-Alexandru, as President of the Executive Board and General Manager of S.C. Prodplast S.A., to represent S.C. Prodplast S.A. before the Trade Register Office, the Bank where the account will be opened to deposit the share capital, and other authorities in Romania, in order to sign the Articles of Association of the Company to be established according to items 2 and 3 of this agenda and to sign any other documents and take the necessary steps for the registration and functioning of the new company, with the possibility of replacement by Mr. Luca Gheorghe, as Member of the Executive Board and Economic Director of S.C. Prodplast S.A.
6. Approval to empower the Supervisory Board of the company to decide on investments in the capital market, for an efficient capitalization on Prodplast's liquid assets and approve the conclusion by the Executive Board of the related legal documents, consisting of subscription of shares in IPO-type operations and capital increases of companies listed on the regulated markets/alternative trading systems, investments in securities and participation to the capitalization of private equity investment funds, regardless of the fixed or current nature of such assets acquired or disposed of. The balance of these investments at any time (representing the difference between

acquisitions and divestitures, taken at average acquisition value - in RON - and the average acquisition exchange rate for equivalence in EUR, for each case, carried out under this mandate) will not exceed EUR 7.5 mln. Such mandate given to the Supervisory Board will have a duration of one year from the date of approval by the Extraordinary General Meeting of Shareholders of the company.

7. Approval of the date of **18.05.2017** 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 **17.05.2017** as ex-date.
8. 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 **25.04.2017, 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 **25.04.2017, 10:00**. The Company undertakes to keep the submitted originals under safety and confidentiality conditions.