

DRAFT

DECISION no. 1 dated 31.08.2020/01.09.2020

of the Extraordinary General Meeting of Shareholders of TERAPLAST S.A.

In pursuance of art.113 and the following of Companies Law 31/1990 as amended to date, of the Articles of Association of TERAPLAST S.A. (the "**Company**"), of Law no. 24/2017, and the ASF Regulation no. 5/2018, the Extraordinary General Meeting of Shareholders ("**EGMS**") of the Company, headquartered in village Sărățel, commune Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on 31.08.2020/01.09.2020, at the Company's headquarters, at 10:00 (Romania time), in a total quorum of [...] % of the total [...] voting rights corresponding to the [...] shares issued by TERAPLAST S.A., representing a total number of [...] votes expressed,

DECIDES

On the items of the agenda as follows:

1. Approves the sale and transfer by the Company to KINGSPAN HOLDING NETHERLANDS B.V., a Dutch limited liability company having its registered office at Lingewei 8, 4004 LL Tiel, The Netherlands, with enterprise number 11023475 (the "**Purchaser**") of the shares held by the Company, directly or indirectly, in some of its subsidiaries (the "**Transaction**"), as follows:
 - a. 95,505,327 shares ("**Terasteel Shares**") directly held by the Company in Terasteel S.A., a joint stock company, validly existing under the laws of Romania, with its corporate seat in Bistrita-Nasaud county, Saratel village, Sieu-Magherus commune, DN 15A, KM 45+500, registered with the Bistrita-Nasaud Trade Register under registration number J6/1009/1994, CUI 6694483 ("**Terasteel**"). The share capital of Terasteel amounts to RON 9,736,225,3, denominated in 97,362,253 shares with a par value of RON 0.1 and is held by the Company in proportion of 98.092% and by five individuals in proportion of 1.908% (the individuals holding an aggregate number of 1,856,926 shares in the share capital of Terasteel ("**Additional Terasteel Shares**"). Before closing, the Company intends to acquire the Additional Terrasteel Shares, in which case such Additional Terrasteel Shares will be also sold and transferred to the Purchaser at closing.
 - b. 19,800 shares ("**Wetterbest Shares**") directly held by the Company in Wetterbest S.A., a joint stock company, validly existing under the laws of Romania, with its corporate seat in Prahova county, Baicoi, 76B Infratirii St., registered with the Prahova Trade Register under registration number J29/843/1999, CUI 12347950 ("**Wetterbest**"). The share capital of Wetterbest amounts to RON 2,000,000, denominated in 20,000 shares with a par value of RON 100 and is held by the Company in proportion of 99% and by Terasteel in proportion of 1% (the latter holding an aggregate number of 200 shares in the share capital of Wetterbest);

- c. all shares ("**Terasteel Serbia Shares**") directly held by the Company in Terasteel d.o.o. Leskovac, a limited liability company, validly existing under the laws of Serbia, with its corporate seat in Sime Pogarčevića 5, Leskovac 16000, Serbia, registered with the Serbian Trade Register under registration number 21259748 ("**Terasteel Serbia**"). The share capital of Terasteel Serbia amounts to RSD 1,239,315.00 of the paid-in and RSD 201,828,875.60 of the contributed in-kind share capital;
- d. all shares indirectly held by the Company in Terasteel Slovakia SRO. Terasteel is the sole shareholder in Terasteel Slovakia SRO, a limited liability company existing under the laws of the Slovak Republic having its registered seat at Aupark Tower, Einsteinova 24, 851 01 Bratislava, Slovak republic, registered with the Commercial register of the District Court Bratislava I with identification number 52206050, Section: Sro, File no. 135023/B, tax identification number 2120932759 ("**Terasteel Slovakia**"). The share capital of Terasteel Slovakia amounts to EUR 10,000 and is fully owned by Terasteel;
- e. all shares indirectly held by the Company in Cortina WTB S.R.L.. Wetterbest is the sole shareholder in Cortina WTB S.R.L., a limited liability company, validly existing under the laws of Romania, with its corporate seat in Dolj county, Podari village, Podari commune, 187 Dunarii St., registered with the Dolj Trade Register under registration number J16/1660/2013, CUI 32390939 ("**Cortina**"). The share capital of Cortina amounts to RON 10,000 (ten thousand) and is denominated in 100 (one hundred) shares with a par value of RON 100 (one hundred) constituting a participation of 100% in the share capital of Cortina.

Thus, the Company will sell and transfer to the Purchaser, each of the Terasteel Shares (including any Additional Terasteel Shares), Wetterbest Shares, Terasteel Serbia Shares held directly by the Company in the share capital of the Terasteel, Wetterbest and Terasteel Serbia, and those held indirectly in the share capital of Terasteel Slovakia and, respectively, Cortina (all of them referred to as the "**Target Shares**").

The total consideration ("**Total Consideration**") to be paid by the Purchaser to the Company for the Target Shares will be determined based on a headline price of 410,000,000 RON which will be adjusted downwards depending on the number of Additional Terasteel Shares that will not be acquired by Company and sold to the Purchaser at Closing and based on the following formula:

- headline price, plus actual working capital, minus target working capital, plus actual cash, minus actual indebtedness.

The consideration will be paid in cash by the Purchaser to the Company. There will be no payment in shares or other financial instruments issued by the Purchaser.

The closing of the Transaction is subject to a number conditions precedent some of them being outside of the parties control (such as the regulatory approvals) and given that the final total price is to be determined based on future financial data, there is no certainty that the agreement will be implemented at the price illustrated above or at all.

The sale of the Target Shares described above will not determine a change of the shareholders' structure of the Company.

Voting structure: [...] % in favour, out of the votes attending the meeting , [...] % against, out of the votes attending the meeting, [...] % abstention, out of the votes attending the meeting

2. Empowers the Board of Directors of the Company to fulfil the resolutions adopted by the EGMS, by taking all measures and signing all the necessary documents in order to finalize the Transaction and by fulfilling each and all conditions and formalities necessary for its completion.

Voting structure: [...] % in favour, out of the votes attending the meeting , [...] % against, out of the votes attending the meeting, [...] % abstention, out of the votes attending the meeting

3. Authorises the Chairman of the Board of Directors, Mr. Dorel Goia, to sign, for and on behalf of all the shareholders present at the meeting, the EGMS resolutions.

Voting structure: [...] % in favour, out of the votes attending the meeting , [...] % against, out of the votes attending the meeting, [...] % abstention, out of the votes attending the meeting

4. Authorises the Company's legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the EGMS resolutions at the Trade Register of Bistrita-Nasaud Court, and to publish such resolutions in the Official Gazette of Romania, part IV.

Voting structure: [...] % in favour, out of the votes attending the meeting , [...] % against, out of the votes attending the meeting, [...] % abstention, out of the votes attending the meeting

This resolution has been executed and signed today, 31.08.2020/01.09.2020, in 5 (five) original copies, out of which 2 (two) copies are for the Company and 3 (three) copies to be submitted at the Trade Register attached to Bistrita-Nasaud Court.

Chairman of the Board of Directors

Dorel Goia