

## CURRENT REPORT

According to Law no. 24/2017 and FSA Regulation no.5/2018

Date of the report: **26.10.2020**

Name of the issuer: **TERAPLAST S.A.**

Registered office: **Saratel village, Sieu-Magherus commune, DN 15A, KM 45+500, Bistrita-Nasaud county**

Telephone/Fax: **0263/238.202; 0263/231.221**

Trade Register Office Number: **J06/735/1992**

VAT Number: **3094980**

Subscribed and paid-up capital: **RON 174.320.047,80**

Regulated market for shares admitted to trading: **Bucharest Stock Exchange, standard category**

Market symbol: **TRP**

### Important events to report:

## CONVENING NOTICE

### ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

27.11.2020

Pursuant to the provisions of Article 111 and Article 117 from Companies' Law 31/1990, as currently amended, the provisions of the Articles of Association, Law no. 24/2017 regarding the issuers of financial instruments and market operations and of the ASF Regulation no. 5/2018 regarding issuers and operations with securities, the **Board of Directors of the Company TERAPLAST S.A.** (the "**Company**"), headquartered in village Sărățel, Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered with the Trade Register under no. J06/735/1992, VAT no. 3094980, via its decision dated 23.10.2020, convenes the Ordinary General Meeting of Shareholders ("OGMS") to be held on **27.11.2020** at the Company's headquarters in village Sărățel, Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County at hours 10:00 (Romania time). All shareholders registered in the Shareholder Register are entitled to participate and vote in such OGMS by the end of **16.11.2020**, set as reference date.

### **I. The Ordinary General Meeting of Shareholders will have the following:**

#### AGENDA:

1. Approving the individual interim financial statements of Teraplast SA, for the nine-month period ending 30.09.2020 (namely for the period 01.01.2020-30.09.2020), based on the Report of the Company's Board of Directors and the auditor's report.

2. Approving the net profit distribution corresponding to individual interim financial statements of Teraplast SA for the nine-month period ending on 30.09.2020, and approving the distribution of dividends in total amount of RON 45,323,187.31, the gross dividend/share proposed being of RON 0.0260 \*.

*\*Upon calculating the amount of the gross dividend per share it was considered the number of shares issued by the company, out of which 966 shares were subtracted from the Company's account (following the use of an algorithm and rounding the results down to the next lowest integer as a result of processing the share capital increase, conducted on the basis of the E.G.M. Decision no. 1/29.04.2020) which the Company is currently holding, taking into account that own shares do not give a right of holding dividends or other rights.*

3. Setting a **date of registration** serving to identify the shareholders concerned by the effects of the decisions adopted by the Ordinary General Meeting of Shareholders, according to Article 86 paragraph (1) of Law no. 24/2017. The date proposed by the Board of Directors is **16<sup>th</sup> December 2020**.

4. Approving the **15<sup>th</sup> December 2020 as "ex-date"**, namely the day preceding the date of registration on which the financial instruments subject to the decisions of the company's executives are traded without the rights deriving from the decision, in accordance with Article 2 paragraph (2) item l) of Regulation no. 5/2018.

5. Approving the **24<sup>th</sup> December 2020 as payment date**, as defined by Article 86 par. 2 of Law no. 24/2017, Article 2 par. (2) item h) and Article 178 of Regulation no. 5/2018.

6. Appointing the Board of Directors for the execution of the decisions adopted by the Ordinary General Meeting of Shareholders.

7. Appointing the Chairman of the Board of Directors, Mr. Dorel Goia, to sign, for and on behalf of all shareholders present at the Meeting, the OGM decision.

8. Appointing the Company's legal counsel, Mrs. Kinga Vaida, to fulfil any and all formalities concerning the recording of the OGM decision at the Trade Register Office attached to Bistrița-Nasaud court and its publishing in the Official Gazette of Romania, Part IV.

**Considering the Romanian public authorities' recommendations in relation to prevention/limitation of the spread of COVID-19, Teraplast strongly recommends to its shareholders, to the extent possible:**

- **to access the supporting materials for OGMS in electronic format, available on the Company's website, rather than in hardcopy at the Company Registry;**
- **to vote by correspondence by using the ballot paper for the vote by correspondence;**
- **to use, as communication means, the e-mail having attached an extended electronic signature, rather than the mail or courier at the Company Registry, when submitting (i) proposals with respect to adding new items on the OGMS agenda, (ii) draft resolutions, (iii) written questions before OGMS, (iv) the**

**powers of attorney for representation in the OGMS or (v) the Voting Bulletins for voting by correspondence.**

(1) One or more shareholders jointly or severally representing at least 5% of the share capital, have the right **(i)** to introduce items on the OGMS' agenda, provided that each item is accompanied by an explanation or a decision draft submitted for adoption to the OGMS; **(ii)** to submit decision drafts for the items included or suggested to be included on the OGMS's agenda.

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in written, and the documents shall be submitted in a closed envelope at the Company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, the envelope bearing a clear note written in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020", or sent by messenger delivery or electronic means, with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020".

(3) The shareholders can exercise the rights stipulated in paragraph (1) letters (i) and (ii) within maximum 15 calendar days following the date of publication of this convening notice, namely no later than **11.11.2020 inclusively**.

Each shareholder shall be entitled to address questions regarding the items on the OGMS's agenda, and the Company shall reply to the shareholders' questions during such meeting. The questions shall be submitted in a closed envelope at the Company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, the envelope bearing a clear note written in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020", or sent by messenger delivery or electronic means, with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020", by 26.11.2020 inclusively.

The shareholders can participate in person or they can be represented in the OGMS either by their legal representatives or by other agents authorised by a special power of attorney or a general power of attorney, as provided by Article 92 paragraph (10) of Law 24/2017 on the issuers of financial instruments and market operations.

Shareholders' access shall be permitted upon proof of their identity, consisting in case of shareholders, who are natural persons, of their ID card or, in case of legal entities, legal representative.

Shareholders can appoint a representative by a general power of attorney (authorisation) valid for no more than three years, authorising the appointed representative to vote in any matter subject to discussions of the OGMS, provided such power of attorney (authorisation) be given by the shareholder, as customer, to an intermediary defined as per Article 2 paragraph (1) item 20 of Law 24/2007 on the issuers of financial instruments and market operations, or to a lawyer.

The shareholders cannot be represented in the OGMS based on a general power of attorney (authorisation) by a person subject to a conflict of interests, pursuant to Article 92 paragraph (15) of Law 24/2007 on the issuers of financial instruments and market operations.

General powers of attorney (authorisations) should be submitted to the Company Registry or sent by any type of mail or courier with acknowledgement of receipt, so that they are registered at the company's Registry with at least 48 hours before the general meeting, namely no later than **25.11.2020**, hours 10:00 (Romania time), in copy, including the mention "Certified to be a true copy of the original" signed by the representative. The powers of attorney can also be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020".

The quality of shareholder and, in case of shareholders, who are legal entities, or entities without legal personality, the quality of legal representative is ascertained based on the list of shareholders as of the reference/registration date, received by the issuer from the Central Depository or, accordingly, in case of different reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

- a) the statement of account certifying the quality of shareholder and the number of owned shares;
- b) documents certifying that the details of the legal representative are recorded at the Central Depository/ participants concerned;

However, if the Shareholder did not inform the Central Depository in a timely manner of its legal representative or if this information is not mentioned in the list of shareholders from the reference date received by the Company from the Central Depository, then the proof of the representative status will be made with the ascertaining certificate, or a certified copy of the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by a competent authority in the State in which the shareholder is legally registered, for the purpose of proving the existence of the legal person and the legal representative's name / quality, with a maximum of 1 month validity reported on the date of publication of the convocation of the general meeting.

The documents attesting the quality of legal representative elaborated in a foreign language other than English must be accompanied by a translation done into Romanian or English by a certified translator.

The identification criteria referred above shall be accordingly applied also in case the need arises to prove that the shareholder, suggesting for new items to be included in the OGMS' agenda, or directing questions to the issuer related to the items included in the OGMS' agenda, is a legal representative.

Pursuant to Article 200 paragraph (4) of the ASF Regulation no. 5/2018 of financial instruments and market operations issuers, a shareholder can appoint only one representative in a certain general shareholder meeting. However, if a shareholder holds shares with a trading company in several security accounts, such restriction

shall not prevent such shareholder to appoint separate representatives for the shares held in each security account, for a certain general shareholder meeting. Such provision is not detrimental to the provisions of paragraph (6) of Article 200 of the ASF Regulation no. 5/2018.

Pursuant to Article 200 paragraph (5) of the ASF Regulation no. 5/2018, a shareholder can appoint by power of attorney one or several deputy representatives for a general meeting, in the event the representative appointed as per paragraph (4) above is unable to attend. Where several deputy representatives are appointed by power of attorney, the order in which they will act shall be established.

The shareholders can cast their votes for the items noted in the agenda by correspondence, and the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the Company's headquarter, which should arrive at the Company's headquarter no later than **25.11.2020**, hours 10:00 (Romania time), the envelope bearing a clear note written in capital letters „FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020”. The voting bulletins can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020”.

A representative can cast his/her vote by correspondence only when such representative has received from the shareholder a special/general power of attorney which will be submitted to the issuer pursuant to Article 92 par. (14) of Law 24/2017 on the issuers of financial instruments and market operations.

Special power of attorney forms to be used for voting by representative, as well as the forms to be used for voting by correspondence shall be made available for shareholders both in Romanian and in English, at the Company's headquarter from **8:00 am to 4:30 pm (Romania time)** and on the Company website: [www.teraplast.ro](http://www.teraplast.ro), heading “Investors”, Section “General Meeting of Shareholders”, starting with **27.10.2020**.

The special powers of attorney and the voting bulletins by correspondence shall be submitted in Romanian or English originals at the Company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, so that they are registered at the company's Registry not later than **25.11.2020**, hours 10:00 (Romania time), the envelope bearing a clear note written in capital letters „ FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020”, or can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27.11.2020”.

One copy shall be handed over to the representative, one shall be kept by the Company, and the third copy shall be kept by the shareholder.

When completing the special powers of attorney and the voting bulletins by correspondence, the possibility of the OGMS agenda being completed by new items shall be considered by shareholder. In such event, the updated special powers of attorney and updated ballots, both in Romanian and in English, can be obtained from the Company Registry and the Company's website [www.teraplast.ro](http://www.teraplast.ro), Heading “Investors”, Section “General Meeting of Shareholders”, as of the date of publishing the completed agenda.

In case the agenda is completed and the shareholders do not send updated special powers of attorney and/or ballots by correspondence, the special powers of attorney and/or voting bulletins by correspondence sent before completing the agenda shall be taken into account only for such items that are also found on the initial agenda.

The shareholders can appoint their representative by electronic means as well, notifying the electronic appointment on [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), with the extended electronic signature included according to Law 455/2001 on the electronic signature.

Any informative documents and materials, and also the decision drafts related to the matters listed in the agenda of the OGMS shall be made available to the shareholders both in Romanian and in English, at the Company's headquarters, during business days, from **8 am to 4:30 pm (Romania time)**, and also on the Company's website: [www.teraplast.ro](http://www.teraplast.ro), heading „Investors”, Section „General Meeting of Shareholders”, starting with **27.10.2020**.

In the event the validity conditions are not met at the first call to convene, the next OGMS shall be convened for the date of **28.11.2020**, the agenda, time and place being the same.

**Chairman of the Board of Directors**

**Dorel Goia**

**For further information you can contact us by**

e-mail [investor.relations@teraplast.ro](mailto:investor.relations@teraplast.ro)

or phone +40 741 270 439 – contact person: Alexandra Sica.