

DRAFT

DECISION no. 1 dated 28.04.2021

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

In pursuance of art.111 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 Ordinary General Meeting of Shareholders ("**OGMS**") of the Company, headquartered in village Sărațel, 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 27.11.2020, 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 individual financial statements corresponding to financial year 2020, on the basis of the Board of Directors' Report and the Company's Financial Auditor Report.

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. Approves the proposal of net profit distribution corresponding to financial year 2020 as follows:

- Net profit achieved: 33.104.139 lei;
- Legal reserve: 1.938.441 lei;
- Dividends: 30.682.530 lei*;
- Retained earnings: 483.168 lei;

**The dividends have been distributed according to the Decision of the Ordinary General Assembly of the Shareholders no. 1 of 27th November 2020, approving the distribution of dividends amounting to RON 45,323,187.31, out of which the amount of RON 30,682,530 from the earnings for the year 2020, and the remaining amount from the retained earnings. The dividends have been paid on 24th December 2020 (payment date).*

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. Approves the consolidated financial statements corresponding to financial year 2020, on the basis of the Board of Directors' Report and the Company's Financial Auditor Report.



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. Approves the discharge from administration of the Company's Board of Directors for financial year 2020.

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.

5. Approves the Budget of Revenues and Expenses for the 2021 financial year.

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.

6. Approves the Investment Program for the 2021 financial year.

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.

7. Approves the remuneration level for the members of the Board of Directors for the ongoing year and the general limit for additional remunerations of the Board members:

- a fixed remuneration for the Board members (including the Chairman of the Board) in an amount of 2,000 Euros net monthly;
- the maximum limit of additional remunerations of the Board members – that is, maximum 200% as compared to the fixed monthly remuneration established according to the previous item.

The remuneration thus established shall remain valid until the next ordinary general meeting approving the amount of the administrators' remuneration and/or additional remunerations.

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.

8. Approves the election of Mr. Anghel Lucian-Claudiu as a member of the Board of Directors of the Company, the mandate being valid from the date of appointment, respectively April 28, 2021 and until September 14, 2021.

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.

9. Approves the election of Mr. Nadir Geafer ALI as an independent member of the Audit Committee for a one-year mandate starting from the date of appointment, in pursuance of Article 65 of title I, chapter IX, Law 162/2017, and approves a remuneration of up to 3,000 euro / year net, for the independent member in the Audit Committee.

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.

10. Approves the election as an external financial auditor of the Company of Deloitte Audit S.R.L., for a term of 2 (two) years from the date of adoption of the OGMS decision, with a remuneration of 24,000 euro / year.

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.

11. Approves the election as an internal auditor of the Company of MAZARS ROMANIA S.R.L., for a term of 1 (one) year from the date of adoption of the OGMS decision, with a remuneration of 5,000 euro.

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.

12. Approves the striking off the notes concerning the auditor whose mandate shall not be extended, if applicable, from the Trade Register of Bistrita-Năsăud.

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.

13. Authorizes the Board of Directors to fulfill the decisions adopted by the Ordinary General Meeting of Shareholders.

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.

14. Authorizes the Chairman of the Board, Mr. Dorel Goia, to sign, on behalf and in the name of all shareholders present in the meeting, the Resolution of the Ordinary General Meeting of Shareholders.

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.

15. Authorizes the Company's legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the recording of the Ordinary General Meeting Resolution with the Trade Register Office attached to the Bistrita-Nasaud Court and its publication 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, 28.04.2021, 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

