

**DRAFT**

**DECISION no. 1 dated 25.06.2021**

**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-Măgheruș, DN 15A, km 45+500, Bistrița-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on 25.06.2021, at the Company's headquarters, at 10:30 (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 share capital increase by the amount of 43.579.988 lei\* from the current 174.320.047,80 lei up to 217.900.035,80 lei, by the issue of 435.799.880 new shares of a nominal value of 0.10 lei/share, and setting a price of 0,44 lei for the compensation of fractional shares resulting from the application of the algorithm and rounding down the results to the nearest integer, according to the legal provisions in force. The increase of the share capital will be achieved by incorporating the amount of 43.579.988 lei, from the profit of the period January 1, 2021 - March 31, 2021. The newly issued shares shall not change the shareholders' quotas and shall be freely distributed to all Company shareholders registered into the Company Shareholder Register held by the Central Securities Depository (Depozitarul Central S.A.) at the date of registration. The capital shall be increased in order to sustain the current Company business. Each shareholder registered with the Company Shareholder Register at the date of registration shall be issued one free share for every four shares held.

*\*The number of shares issued by the Company was considered when calculating the value of the gross dividend/share, out of which 966 shares that entered the Company account were subtracted (based on the application of the algorithm and rounding down the results to the nearest integer following the processing of the share capital increase achieved on the basis on the EGM (A.G.E.A.) No. 1/29.04.2020), which are held by the Company at the date of this meeting, considering that the holders of own shares are not entitled to receive dividends or other rights.*

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

2. Approves the updating of the Company's Memorandum of Association, in accordance with what has been approved at item (1) above, as follows:

**Article 7 (1)** “The subscribed and paid-up share capital of TERAPLAST S.A. is of 174.320.047,80 lei divided into a number of 1.743.200.478 nominative shares with a nominal value of 0.1 lei each.” **shall be modified and shall read as follows:**

**“The subscribed and paid-up share capital of TERAPLAST S.A. is of 217.900.035,80 lei divided into a number of 2.179.000.358 nominative shares, with a nominal value of 0.1 lei each.”**

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

3. Approves the amendment of the Extraordinary General Meeting Resolution no. 1 dated August 24, 2020 whereby it was approved to *buy back a maximum of 5.500.000 shares of a nominal value of 0.1 lei/share at a minimum price equal to the BVB market price at the time of the purchase and a maximum price of 0.45 lei/share*, in the sense of increasing the maximum purchase price of the buy-back shares, from 0.45 lei/share up to 1.00 leu/share. Own shares bought back by the Company shall be offered for free to the employees and the senior employees of the member companies of Teraplast Group, within a Stock Option Plan programme.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

4. Approves the date of **September 29, 2021** as the registration date serving to identify the shareholders impacted by the effects of the resolutions adopted at the Extraordinary General Meeting, according to Article 86 (1) of Law no. 24/2017.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

5. Approves the date of **September 28, 2021** as “*ex date*”, namely the date prior to the record date on which the financial instruments subject to the decisions of the company bodies are traded without the rights deriving from the decision, in accordance with Article 2 paragraph 2 l) of the Regulation no. 5/2018.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

6. Approving the date of **September 30, 2021** as payment date, as defined by Article 86 (2) of Law no. 24/2017, and by Article 2 (2) h) and Article 178 of the Regulation no.5/2018.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

7. Entrusting the Board of Directors with the fulfilment of the resolutions adopted by the Extraordinary General Meeting.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

8. Appointing the Chairman of the Extraordinary General Meeting of the Teraplast S.A. Shareholders to sign the EGM Resolution on behalf and in the name of all the attending shareholders.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

9. Appointing the Company's legal counsel, Ms. Kinga Vaida, to carry out all formalities concerning the EGM recording with the Trade Register Office attached to Bistrita-Nasaud Court and its publication in the Official Gazette of Romania, Part IV.

**Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting, [...] % abstention, from the votes held by the shareholders who attended the meeting.**

This resolution has been executed and signed today, 25.06.2021, 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 Extraordinary General Meeting of the Teraplast S.A. Shareholders

