

**DRAFT**

**DECISION no. 1 dated 25.06.2021**

**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 25.06.2021, 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 interim financial reports of Teraplast SA for the three-month period ending on March 31, 2021 (namely for the period 01.01.2021-31.03.2021), based on the report of the Company's Board of Directors and the financial auditor's report.

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

2. Approves the net profit distribution corresponding to the individual interim financial reports of Teraplast SA for the three-month period ending on March 31, 2021, in the amount of 283.898.189 lei, as follows:

- Distribution of partial dividends, in a total amount of 226.615.937 lei, the gross partial dividend/share proposed being of 0,13 lei\*;
- Distribution of the amount of 43.579.988 lei in order to increase the share capital;
- Legal reserve: 13.702.264 lei.

*\*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 of 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 cast by the shareholders who attended the meeting, [...]% against, from the votes cast by the shareholders who attended the meeting, [...]% abstention, from the votes cast by the shareholders who attended the meeting.**

3. Approves the remuneration policy of Teraplast S.A



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

4. Approves the date of **July 13, 2021**, as the registration date serving to identify the shareholders impacted by the effects of the resolutions adopted at the Ordinary General Meeting, according to Article 86 (1) of Law no. 24/2017.

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

5. Approves the date of **July 12, 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 cast by the shareholders who attended the meeting, [...] % against, from the votes cast by the shareholders who attended the meeting, [...] % abstention, from the votes cast by the shareholders who attended the meeting.**

6. Approves the date of **July 22, 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 cast by the shareholders who attended the meeting, [...] % against, from the votes cast by the shareholders who attended the meeting, [...] % abstention, from the votes cast by the shareholders who attended the meeting.**

7. Authorizes the Board of Directors with the fulfilment of the resolutions adopted by the Ordinary General Meeting.

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

8. Authorizes the Chairman of the Ordinary General Meeting of the TeraPlast S.A. Shareholders to sign the OGM Resolution on behalf and in the name of all the attending shareholders.

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

9. 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 Bistrița-Năsăud Court and its publication in the Official Gazette of Romania, Part IV.

**Structure of the vote: [...] % for, from the votes cast by the shareholders who attended the meeting, [...] % against, from the votes cast by the shareholders who attended the meeting, [...] % abstention, from the votes cast 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 Ordinary General Meeting of the Teraplast S.A. Shareholders