

## CURRENT REPORT

In accordance with Law No. 24/2017 republished and Regulation No. 5/2018 of the Financial Supervisory Authority (ASF)

Date of the Report: **25.02.2022**

Name of issuing company: **TERAPLAST S.A.**

Registered office: **Sărățel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county**

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

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

Tax Identification Number: **3094980**

Subscribed and paid-up share capital: **RON 217.900.035,80**

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

Stock symbol: **TRP**

**Significant events to report:** Informative document on free share award to employees and executives of the TeraPlast Group Companies

TeraPlast S.A. is informing its shareholders and potential investors that (i) pursuant to the Company's EGM Decision No. 1 of 24 August 2020, as subsequently amended by the EGM Decision No. 1 of 25 June 2021 and by the EGM Decision No. 1 of 3 December 2021, until the date of this report 5.500.000 shares (stock symbol *TRP*) have been bought back in order to be offered to the employees and executives of Teraplast Group companies as free shares within a stock option plan, and that (ii) by the the Board's Decision No. 10 of 25 February 2021 and the Board's Decision No. 3 of 24 February 2022, a maximum number of 5.500.000 shares (stock symbol *TRP*) has been approved to be offered to the employees and executives of the TeraPlast Group companies as free shares.

Offering free shares (within a *Stock Option Plan* programme) is part of the Group's compensation system and employee loyalty strategy.

Below we have attached the Informative Document drawn up according to Regulation (EU) 2017/1129 and ASF Regulation no. 5/2018.

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**ALEXANDRU STÂNEAN**

**CEO of TeraPlast S.A.**

**Informative document on free share award amounting to 5.500.000 shares  
to employees and executives of the Teraplast Group Companies**

(Informative document according to Regulation (EU) 2017/1129 and  
ASF Regulation no. 5/2018)

## **1. Responsible persons**

### **1.1. Name and position of the natural persons and name and registered office of the legal entities responsible for the information included in the presentation document:**

TERAPLAST S.A. – with the head office in Sărațel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postal code 427301, tel/fax. 0374/461.529, 0263/231.221, registered with the Trade Register Office attached to Bistrita-Nasaud Court under no. J06/735/1992, VAT number 3094980, represented by Mr. Alexandru STÂNEAN – its CEO;

### **1.2. Statements of responsible persons mentioned in 1.1. from which it should result that the information included in the presentation document is, to the best of their knowledge, in accordance with reality:**

Having checked the content of this informative document, Teraplast SA represented by Alexandru Stănean – its CEO – accepts responsibility for the content thereof and confirms that, to the best of its knowledge, the information provided herein is in accordance with reality and does not contain any omission or false statement liable to significantly affect the content of the informative document.

## **2. Information on the issuer**

### **2.1. Name, registered office, VAT number and registration number in the Trade Register Office:**

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

*Issuer's address:* Sărațel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postal code 427301;

*Company registration:* registered at the Trade Register Office attached to Bistrița-Năsăud Court under number J06/735/1992, with Tax Identification Number (VAT No.) RO 3094980;

### **2.2. Share capital:**

- *subscribed and paid-up share capital:* RON 217.900.035,80;

- *number of issued shares:* 2.179.000.358 shares;

- *par value of one share:* RON 0,10;

## **3. Information on offering or allotting shares to employees and executive staff members of the Teraplast Group companies**

### **3.1. Decisional documents by which the offering or allotting shares to employees and executive staff members of the Teraplast Group companies was decided:**



By the EGM [Romanian A.G.E.A.] Decision No. 1 of 24 August 2020 (published in the Official Gazette of Romania No. 09.10.2020), as subsequently amended by the EGM Decision No. 1 of 25 June 2021 and the EGM Decision No. 1 of 3 December 2021, the buyback of a maximum number of 7.500.000 shares with a par value of RON 0,1/share, at a minimum price equal to the Bucharest Stock Exchange price at the time of the purchase and a maximum price of RON 2/share, within the limit of a RON 15.000.000 budget, for a maximum period of 18 months from the date of publishing the EGM Decision in the Official Gazette of Romania Part IV, and the free award of the own shares bought back by the Company to the employees and executive staff members of the companies of Teraplast Group and the company's directors, within a stock option plan (the "Stock Option Plan") programme, and granting a mandate to the Board of Directors for the fulfilment of this Decision were approved.

Within the Stock Option Plan and until the date of this document, the Company has bought back a number of 5.500.000 shares.

By the Board's Decision No. 10 of 25 February 2021, based upon the mandate granted by the EGM Decision No. 1 of 24 August 2020, a decision was made that maximum 5.500.000 shares purchased within the Stock Option Plan be offered for free to the employees and executive staff members of Teraplast Group companies, and the list of persons who will benefit from the Stock Option Plan and the eligibility criteria to be met by them were approved.

By the Board's Decision No. 3 of 24 February 2022 it was decided that maximum 5.500.000 shares purchased within the Stock Option Plan be offered as free shares to the employees and executives of the Teraplast Group companies, and the free share award would take place (i) on 28 February 2022 for such employees and executives of the Teraplast Group companies mentioned by the Board's Decision No. 10 of 25 February 2021 who on 28 February 2022 meet the eligibility conditions corresponding to the Stock Option Plan, in such amount as determined by the application of the eligibility criteria, and (ii) on a subsequent date that is to be set by the Board of Directors, to such employees and executives of the Teraplast Group companies mentioned by the Board's Decision No. 10 of 25 February 2021 for whom the meeting of the eligibility criteria cannot be determined on 28 February 2022 from causes under Teraplast's control, in such amount as determined by the application of the eligibility criteria.

The transfer of the ownership right over the shares from the company to the employees and executives of the Teraplast Group companies shall happen after this document and the transfer-related documents are sent to the Central Depository according to the applicable laws .

*In case we deal with a share capital increase – **Not applicable***

### **3.2. Describing the share capital increase:**

- reason for the share capital increase;
- the amount the share capital increase was decided for;
- number of shares issued for the share capital increase;
- number of shares offered to the current or former executive staff member or employees.

**Not applicable**

### **3.3. Describing the operation: the reason for offering the shares, total number of offered shares, number of securities offered individually by types of investors**

Teraplast has purchased 5.500.000 own shares in order to allot them for the implementation of a compensation system of the executive staff members and employees of Teraplast Group companies, which should ensure the compliance with the principle of long-term performance reward and provide an employee loyalty programme.

Pursuant to the Board's Decision No. 10 of 25 February 2021 and the Board's Decision No. 3 of 24 February 2022, a number of maximum 5.500.000 shares shall be freely distributed to the employees and executive staff members of Teraplast Group companies.

### **3.4. Describing the type and category of securities offered or allotted**

The securities offered are dematerialised nominative shares, traded in the Standard category on the Bucharest Stock Exchange, stock symbol TRP.

### **3.5. Period for share subscription:**

The transfer of the ownership right over the shares from the company to the employees and executives of Teraplast Group companies shall happen after this document and the transfer-related documents are sent according to the applicable laws to the Central Depository.

### **3.6. Subscription price**

By the Board's Decision No. 10 of 25 February 2021 and the Board's Decision No. 3 of 24 February 2022, it was decided that the 5.500.000 purchased shares would be freely awarded to the employees and executive staff members of Teraplast Group companies, within the limit determined by the application of the eligibility criteria corresponding to the Stock Option Plan.

### **3.7. Intermediary helping the issuer to draw up the presentation document**

**Not applicable**

### **3.7. Any other information considered important by the issuer or the A.S.F.**

In accordance with the Regulation (EU) 2017/1129, Article 1 paragraph 4 (i), "the obligation to draw up and publish a prospectus shall not apply to the admission to trading on a regulated market of any of the following: [...] securities offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment;"

Issuer:

**TERAPLAST SA**

ALEXANDRU STÂNEAN, CEO

**Should you need any further information, we are at your service via e-mail at [investor.relations@teraplast.ro](mailto:investor.relations@teraplast.ro) or by phone at +40 741 270 439 – Contact person: Alexandra Sica.**