TERAPLAST SA

CONSOLIDATED FINANCIAL STATEMENTS

Prepared in accordance with
Minister of Public Finance Order
no. 2844/2016 approving the accounting regulations compliant with
the International Financial Reporting Standards,

AT AND FOR THE YEAR ENDED
31 DECEMBER 2021

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Deloitte Audit S.R.L.
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of,
Teraplast SA

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the consolidated financial statements of Teraplast SA and its subsidiaries ("the Group"), with registered office in Sărățel village, Șieu-Măgheruș commune, DN 15A, km 45+500, Bistrița-Năsăud county, identified by unique tax registration code 3094980, which comprise the consolidated statement of financial position as at December 31, 2021, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, including a summary of significant accounting policies and notes to the consolidated financial statements.

2. The consolidated financial statements as at December 31, 2021 are identified as follows:

   - Net assets/Total equity: RON 591,530,924
   - Net profit for the financial year: RON 231,540,112

3. In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Ministry of Public Finance Order no. 2844/2016 for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by the European Union, as revised.

Basis for Opinion

4. We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and the Council (forth named "the Regulation") and Law 162/2017 ("the Law"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), in accordance with ethical requirements relevant for the audit of the financial statements in Romania including the Regulation and the Law and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period.

Deloitte Audit S.R.L.
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These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTER	How our audit addressed the key audit matter
Net profit from the sale of non-current assets held for sale at 31 December 2020	
At 31 December 2020, a significant portion of financial assets was presented (”Steel Division”, formed of: Terasteel SA, Terasteel Serbia Doo and Wetterbest SA and TeraPlast Hungary, distributor of the joinery profiles division) ans also a share of the assets and liabilities (pertaining to the joinery profiles division) as being held for sale. The Steel Division was sold to Kingspan Group, a transaction which was completed in February 2021. The joinery profiles line was sold to Dynamic Selling Group, a transaction which was completed in March 2021. Further to the completion of the sale of the two divisions in 2021, the Group obtained a net profit of RON 189,249,012. Given the significance of such transaction, we consider that this matter of the consolidated financial statements is a key audit matter. The result of this sale is presented in Note 29 in the consolidated financial statements.	In order to address such key audit matter, we have conducted several audit procedures, such as: - We checked whether such sales took place by reviewing contracts and related payments received; - We checked whether such sales were presented in the financial statements.
Acquisition of subsidiary Somplast SA	
At 31 December 2020, TeraPlast SA acquired the majority stake in Somplast SA. As presented in Note 1 and Note 3 to the consolidated financial statements, as of 1 April 2021, TeraPlast Group (“the Group”) controls and consolidates Somplast SA, once the approval of the Competition Council was issued. The investment cost in this subsidiary at 31 December 2020 is RON 4,897,400, in which the Group acquired a 70.8% stake. The Group contracted an external specialist to prepare an acquisition price allocation report regarding Somplast SA. The establishment and allocation of the fair value of the identifiable assets of Somplast SA are significant for our audit, since the valuation process is complex. Given the significance of this transaction, we have determined that this matter of the	In order to address such key audit matter, we have conducted several audit procedures, such as: - We checked whether the acquisition of the majority stake of Somplast SA took place by reviewing the related contract and payments; - We obtained the documents whereby the Competition Council approved the acquisition of the majority stake in Somplast SA; - We conducted audit procedures on the opening balances of Somplast SA; - We obtained the acquisition price allocation report prepared by an authorised external valuer; - We have involved internal specialists to check the acquisition price allocation report regarding the acquisition of Somplast SA;

consolidated financial statements is a key audit matter.	- We have assessed whether the information presented by the Group in the consolidated financial statements regarding the acquisition price allocation report regarding Somplast SA is adequate.

Deloitte.

Other information – Administrators' Consolidated Report

6. The administrators are responsible for the preparation and presentation of the other information. The other information comprises the Administrators' consolidated report and the Remuneration report, but does not include the consolidated financial statements and our auditor's report thereon.

   Our opinion on the consolidated financial statements does not cover the other information and, unless otherwise explicitly mentioned in our report, we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements for the year ended December 31, 2021, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   With respect to the Administrators' consolidated report, we read it and report if this has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016 for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by the European Union, as revised.

   With respect to the Remuneration report, we read it and report if this has been prepared, in all material respects, in accordance with the provisions of Law 24/2017, article no. 107.

   On the sole basis of the procedures performed within the audit of the consolidated financial statements, in our opinion:

   a) the information included in the Administrators' consolidated report and the Remuneration report for the financial year for which the consolidated financial statements have been prepared is consistent, in all material respects, with these consolidated financial statements;

   b) the Administrators' consolidated report has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016 for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by the European Union, as revised;

   c) the Remuneration report has been prepared, in all material respects, in accordance with the provisions of Law 24/2017, article no. 107.

Moreover, based on our knowledge and understanding concerning the Group and its environment gained during the audit on the consolidated financial statements prepared as at December 31, 2021, we are required to report if we have identified a material misstatement of this Administrators' consolidated report and the Remuneration report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. Management is responsible for the preparation and fair presentation of the financial statements in accordance with Ministry of Public Finance Order no. 2844/2016 for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by the European Union, as revised, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

8. In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

    - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

    - Obtain sufficient and adequate audit evidence regarding the financial information of the Group entities or business lines in order to express an opinion on the consolidated financial statements. We are responsible for the coordination, supervision and performance of the group audit. We are solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. We have been appointed by the General Assembly of Shareholders on 28 April 2021 to audit the consolidated financial statements of Teraplast SA for the financial years ended December 31, 2021 and December 31, 2022. The uninterrupted total duration of our commitment is 2 years, covering the financial years ended December 31, 2021 and December 31, 2022.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Audit Committee of the Group that we issued the same date we issued and this report. Also, in conducting our audit, we have retained our independence from the audited Group.

- No non-audit services referred to in Article 5 (1) of EU Regulation No.537 / 2014 were provided.

The engagement partner on the audit resulting in this independent auditor's report is Alina Ioana Mirea.

Report on compliance with the Commission Delegated Regulation (EU) 2018/815 on the European Single Electronic Format Regulatory Technical Standard ("ESEF")

We have undertaken a reasonable assurance engagement on the compliance with Commission Delegated Regulation (EU) 2019/815 applicable to the consolidated financial statements included in the annual financial report of Teraplast S.A. ("the Company") as presented in the digital files which contain the unique LEI code 254900CX9UNGB7VM0R35 ("Digital Files")

(I) Responsibilities of management and those charged with governance for the Digital Files prepared in compliance with the ESEF

Management is responsible for preparing Digital Files that comply with the ESEF. This responsibility includes:

- the design, implementation and maintenance of internal control relevant to the application of the ESEF;
- the selection and application of appropriate iXBRL mark-ups;
- ensuring consistency between the Digital Files and the consolidated financial statements to be submitted in accordance with Ministry of Public Finance Order no. 2844/2016, with subsequent

amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU.

Those charged with governance are responsible for overseeing the preparation of the Digital Files that comply with ESEF.

(II) Auditor's Responsibilities for Audit of the Digital Files

Our responsibility is to express a conclusion on whether the consolidated financial statements included in the annual financial report complies in all material respects with the requirements of ESEF based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000) issued by the International Auditing and Assurance Standards Board.

A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with ESEF. The nature, timing and extend of procedures selected depend on the auditor's judgment, including the assessment of the risks of material departures from the requirements set out in ESEF, whether due to fraud or error. A reasonable assurance engagement includes:

- obtaining an understanding of the Company's process for preparation of the digital files in accordance with ESEF, including relevant internal controls;
- reconciling the digital files including the marked-up data with the audited consolidated financial statements of the Company to be submitted in accordance with Ministry of Public Finance Order no. 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU;
- evaluating if all financial statements contained in the consolidated annual report have been prepared in a valid XHTML format;
- evaluating if the iXBRL mark-ups, including the voluntary mark-ups, comply with the requirements of ESEF.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.
In our opinion, the consolidated financial statements for the year ended December 31, 2021 included in the annual financial report in the Digital Files comply in all materials respects with the requirements of ESEF.

In this section, we do not express an audit opinion, review conclusion or any other assurance conclusion on the consolidated financial statements. Our audit opinion relating to the consolidated financial statements of the Company for the year ended December 31, 2021 is set out in the "*Report on the audit of the consolidated financial statements*" section above.

Alina Ioana Mirea, Audit Partner

For signature, please refer to the original signed Romanian version.

Registered in the Electronic Public Register of Financial Auditors and Audit Firms under no. AF 1504

On behalf of:

DELOITTE AUDIT S.R.L.

Registered in the Electronic Public Register of Financial Auditors and Audit Firms under no. FA 25

The Mark Building, 84-98 and 100-102 Calea Grivitei,
8th Floor and 9th Floor, District 1
Bucharest, Romania
March 30, 2022

TERAPLAST SA
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
31 December 2021
(all amounts are expressed in Romanian Lei ("RON"), unless otherwise stated)

	Note	Financial year ended 31 December 2021	31 December 2020
Total revenue from customer contracts, *out of which:*	**4**	**615,111,229**	**396,180,378**
Revenue from sale of finished products		*556,634,789*	*349,938,671*
Revenue from the sale of merchandise		*56,136,137*	*44,939,927*
Revenue from services		*2,340,303*	*1,301,780*
Other operating income	5	1,088,999	622,666
Income from investment subsidies		2,396,968	2,054,541
Changes in inventory of finished goods and work in progress		17,937,485	(1,731,653)
Raw materials, consumables used and merchandise	6	(424,446,513)	(238,958,599)
Employee benefit expenses	9	(69,274,901)	(49,866,847)
Travel expenses		(22,306,207)	(18,028,567)
Expenses with utilities		(17,478,236)	(11,231,599)
Amortization and the adjustments for impairment of non-current assets, net	8	(22,381,746)	(18,641,137)
Impairment of current assets, net	8	514,475	(1,671,212)
Provisions, net	8	(2,220,537)	223,303
Gains / (Losses) from the disposal of tangible and intangible assets	7	214,873	(75,417)
Gains / (Losses) from the disposal/fair value measurement of investment properties	7	669,035	(166,632)
Other expenses	10	(24,802,602)	(20,632,614)
Sponsorships		(1,703,718)	(226,575)
Operating result		**53,318,604**	**37,850,036**
FX differences, net	5	(1,207,342)	(721,519)
Interest expense, net	5	(1,581,557)	(4,927,448)
Other financial income	5	365,503	1,439,731
Income from dividends	5	79,698	60,328
Financial result, net		**(2,343,698)**	**(4,148,908)**
Profit before tax		**50,974,906**	**33,701,128**
Income tax expense		(8,683,806)	(3,999,294)
Profit of businesses that continue their activity within the Group		**42,291,100**	**29,701,834**
Profit from sale of Steel and Profiles businesses / Net profit of such businesses in 2020, when they were part of the Group	29	**189,249,012**	**47,798,964**
		231,540,112	**77,500**

TERAPLAST SA
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
31 December 2021
(all amounts are expressed in Romanian Lei ("RON"), unless otherwise stated)

	Note	Financial year ended 31 December 2021	31 December 2020
Profit for the year			**,798**
Other comprehensive income:			
OCI that will not be reclassified subsequently to profit or loss			-
Revaluation of fixed assets, net		6,525,812	(3,214,699)
Deferred tax, net	**11**	(1,044,130)	514,352
Other comprehensive income		**5,481,682**	**(2,700,348)**
Total comprehensive income		***237,021,794***	***74,800,450***
Attributable to			
Parent entity equity holders		237,380,732	74,800,450
Non-controlling interests		(358,938)	-
Profit or loss for the year		237,021,794	**74,800,450**
Number of shares (weighted average)		1,888,467,105	1,487,336,130
Basic and diluted earnings per share corresponding to business that continues its activity		**0.022**	**0.020**

Approved:

24 March 2022
Board of Administration

ALEXANDRU STANEAN
CEO

IOANA BIRTA
CFO

	Note	31 December 2021	31 December 2020
ASSETS			
Non-current assets			
Property, plant and equipment	12	278,313,714	164,230,946
Investment property	18	4,355,802	3,686,767
Right of use of the leased assets	14	9,618,149	5,157,915
Intangible assets	13	2,362,252	1,112,186
Long-term receivable	24	1,593,212	304,521
Other long-term equity investments	15	15,500	15,400
Total non-current assets		**296,258,629**	**174,507,735**
Current assets			
Inventories	16	118,075,643	65,049,188
Trade receivables	17	171,569,289	81,201,693
Receivables representing dividends paid and share capital increase out of the year's profit		270,195,925	30,682,530
Prepayments granted to suppliers of non-current assets		15,265,483	3,975,053
Prepayments		615,133	572,570
Cash	26	7,712,109	16,620,936
Total current assets		**583,433,582**	**198,101,970**
Assets held for sale – Joinery profiles		-	25,399,520
Assets held for sale – Steel division		-	333,788,087
Total assets		**879,692,211**	**731,797,312**
EQUITY AND LIABILITIES			
Equity			
Share capital	**19**	**217,900,036**	**174,320,048**
Treasury shares		(4,935,035)	-
Revaluation reserves		15,877,973	13,394,410
Legal reserve		33,296,210	16,627,688
Retained earnings		325,740,249	129,200,928
Capital attributable to controlling interests		**587,879,443**	**333,543,0**

	Note	31 December 2021	31 December 2020
			74
Non-controlling interests		3,651,481	655,430
Total equity		**591,530,924**	**334,198,504**
Non-current liabilities			
Bank loans	22	39,477,363	27,234,942
Lease liabilities	23	530,210	624,958
Right-of-use lease liabilities	23	6,517,775	2,204,774
Non-current liabilities for non-current assets	21	9,012,910	9,376,689
Employee benefit liabilities	20	1,915,984	1,321,041
Investment subsidies – long-term portion	27	31,829,530	17,836,056
Deferred tax liabilities		991,582	1,313,416
Total non-current liabilities		**90,275,354**	**59,911,876**
Current liabilities			
Trade and other payables	21	103,854,967	66,337,280
Bank loans	22	86,512,393	100,408,930
Lease liabilities	23	465,906	394,141
Right-of-use lease liabilities	23	2,031,337	867,450
Income tax payable		278,444	1,335,867
Investment subsidies - current portion	27	2,554,125	2,051,447
Provisions for risks and charges	20	2,188,761	563,170
Total current liabilities		**197,885,933**	**171,958,285**
Liabilities related to assets held for sale and discontinued activities		**-**	165,728,647
Total liabilities		**288,161,287**	**397,598,808**
Total equity and liabilities		**879,692,211**	**731,797,312**

Approved:

24 March 2022
Board of Administration

ALEXANDRU STANEAN	**IOANA BIRTA**
CEO	CFO

TERAPLAST SA
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
for the financial year ended 31 December 2021
(all amounts are expressed in Romanian Lei ("RON"), unless otherwise stated)

	Total share capital	Legal reserves	Revaluation reserve	Treasury shares	Cumulated retained earnings	Capital attributable to parent's equity holders	Non-controlling interests	Total equity
Balance at 1 January 2021	**174,320,048**	**16,627,688**	**13,394,410**	**-**	**129,200,928**	**333,543,074**	**655,430**	**334,198,504**
Result for the year	-	-	-	-	231,899,050	231,899,050	(358,938)	231,540,112
Total comprehensive income	**-**	**-**	**-**	**-**	**231,899,050**	**231,899,050**	**(358,938)**	**231,540,112**
Share capital increase from reserves (Note 19)	43,579,988	-	-	-		43,579,988	-	43,579,988
Set up of legal reserves		16,668,522			(16,668,522)	-		
Reserves representing revaluation surplus	-	-	2,483,563	-	7,089,563	9,573,126	-	9,573,126
Own shares redeemed	-	-	-	(4,935,035)		(4,935,035)	-	(4,935,035)
Dividends granted in Q1 2021	-	-	-	-	(30,682,530)	(30,682,530)	-	(30,682,530)
Acquisition of Somplast at 31 March 2021					4,901,770	4,901,770	3,354,989	8,256,759
Balance at 31 December 2021	**217,900,036**	**33,296,210**	**15,877,973**	**(4,935,035)**	**325,740,259**	**587,879,443**	**3,651,481**	**591,530,924**

Approved:

24 March 2022
Board of Administration

ALEXANDRU STANEAN
CEO

IOANA BIRTA
CFO

TERAPLAST SA
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
for the financial year ended 31 December 2021
(all amounts are expressed in Romanian Lei ("RON"), unless otherwise stated)

	Total share capital	Legal reserves	Revaluation reserve	Share premiums	Treasury shares	Reserve for FX differences upon consolidation	Cumulated retained earnings	Capital attributable to parent's equity holders	Non-controlling interests	Total equity
Balance at 1 January 2020	**133,780,651**	**16,096,574**	**17,871,014**	**27,384,726**	**(139)**	**(436,298)**	**79,198,291**	**273,894,819**	**2,253,580**	**276,148,399**
Result for the year	-	-	-	-	-	-	77,299,408	77,299,408	201,390	77,500,798
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**77,299,408**	**77,299,408**	**201,390**	**77,500,798**
Share capital increase from reserves (Note 19)	40,539,536	-	-	(27,384,726)	-	-	(13,154,820)	(10)	-	(10)
Legal reserve setting	-	531,114	-	-	-	-	(531,114)	-	-	-
Reserves representing revaluation surplus (Note 12)	-	-	(4,476,604)	-	-	-	820,639	(3,655,965)	(820,639)	(4,476,604)
Write-off of 1,490 own shares redeemed	(139)	-	-	-	139	-	-	-	-	-
Dividends granted in Q3 2020	-	-	-	-	-	-	(14,640,657)	(14,640,657)	-	(14,640,657)
Other equity items increases / (reductions)	-	-	-	-	-	436,298	209,181	645,479	(978,901)	(333,422)
Balance at 31 December 2020	**174,320,048**	**16,627,688**	**13,394,410**	**-**	**-**	**-**	**129,200,928**	**333,543,074**	**655,430**	**334,198,504**

Approved:

24 March 2022
Board of Administration

ALEXANDRU STANEAN
CEO

IOANA BIRTA
CFO

TERAPLAST SA
CONSOLIDATED STATEMENT OF CASH FLOWS
for the financial year ended 31 December 2021
(all amounts are expressed in Romanian Lei ("RON"), unless otherwise stated)

INDIRECT METHOD	**Year ended 31 December 2021**	**Year ended 31 December 2020**
Cash flows from operating activities:		
Profit before tax	**50,974,906**	**33,701,128**
(Profit) / Losses from disposal of fixed assets	(214,873)	75,417
Impairment and amortization of non-current assets	22,381,746	18,641,137
Provisions for risks and charges, net	2,220,537	(223,303)
Allowance for doubtful debts	488,686	2,301,664
Inventory impairment	(1,003,161)	(630,452)
Income from dividends	(79,698)	(60,328)
(Gains) / Loss from the revaluation of investment property	(669,035)	166,632
Interest expense	1,581,557	4,996,284
Operating profit before changes in working capital	**75,680,665**	**58,968,179**
Increase in gross trade receivables	(90,898,845)	(4,568,176)
Increase in inventories	(52,023,294)	(9,352,208)
Increase in trade and other payables	29,035,311	27,614,917
Income tax paid	(10,610,509)	(1,703,815)
Interest paid, net	(1,581,557)	(4,996,284)
Income from subsidies	(2,396,968)	(2,054,541)
Cash (used in) / from operating activities	**(52,795,197)**	**63,908,072**
Cash flows used for investment*:*		
Payments for acquisition of non-current assets	(127,319,722)	(23,952,946)
Receipts under State aid	16,893,120	10,043,865
Payment for investment in Wetterbest SA, net of purchased cash	-	(19,034,400)
Payments for investment in Somplast	-	(4,897,400)
Receipts from the sale of Steel division and the profile business	384,887,335	-
Receipts from the sale of tangible assets	2,574,013	10,867,180
Net cash from / (used for) investment	**277,034,746**	**(26,973,701)**
Cash inflows from financing activities:		
Repayment of lease liabilities	(22,986)	(2,152,190)
Dividends received	(226,615,937)	(45,323,187)
Dividends paid	79,698	60,328
Net repayments of loans	(1,654,116)	(10,470,632)
Receivables from Steel group, representing loan granted to TeraSteel Serbia received in 2020	-	23,219,842
Own share redemption net of exercising the options	(4,935,035)	-
Net cash used in financing activities	**(233,148,376)**	**(34,665,839)**
Net (decrease) / increase in cash	(8,908,827)	2,268,532
Cash at the beginning of the financial year	**16,620,936**	**14,352,404**
Cash at the end of the financial year	**7,712,109**	**16,620,936**

Approved:
24 March 2022
Board of Administration

ALEXANDRU STANEAN **IOANA BIRTA**

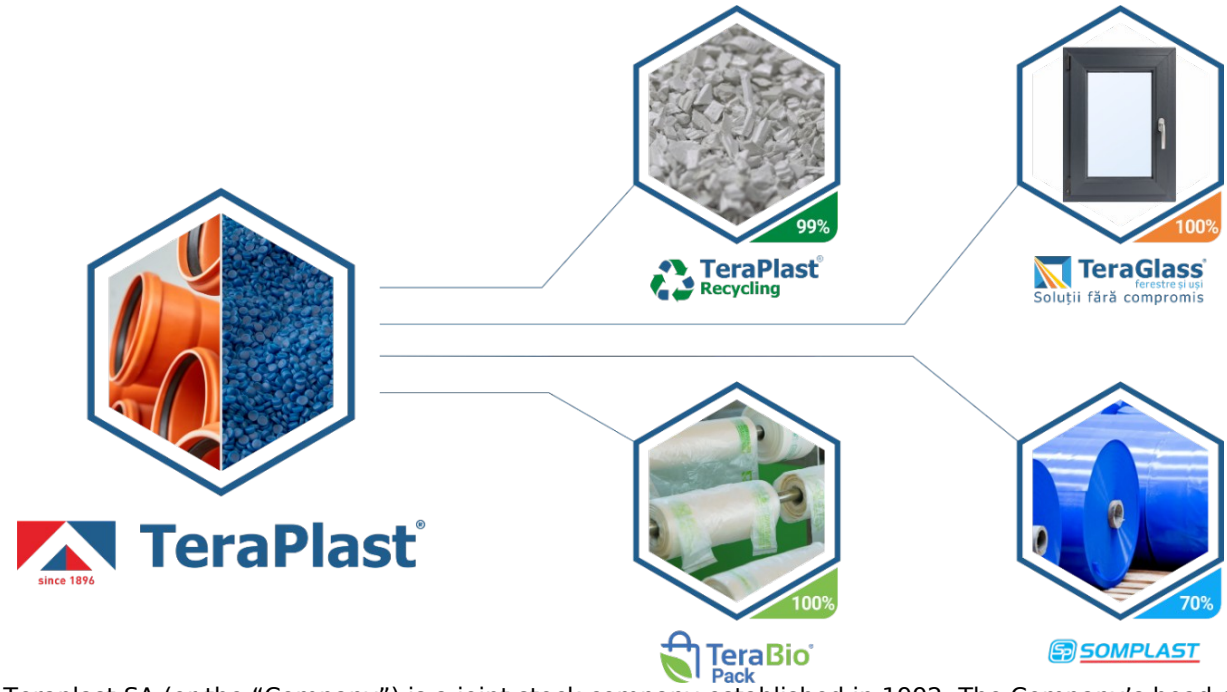
CEO CFO

1. GENERAL INFORMATION

These are the consolidated financial statements of the Teraplast SA Group (the "Group"). These draft financial statements are not audited.

With a tradition of 125 years, TeraPlast SA is the parent company of the TeraPlast Group, one of the most important producers of construction materials and PVC compounds.

Membership of TeraPlast



Teraplast SA (or the "Company") is a joint stock company established in 1992. The Company's head office is in the "Teraplast Industrial Park", DN 15A (Reghin-Bistrita), km 45+500, Bistrița- Năsăud County, Romania.

Starting 2 July 2008, the Company Teraplast is listed at the Bucharest Stock Exchange under the symbol TRP.

Group Teraplast includes Teraplast (manufacturer of pipes, compounds and PVC profiles) and its subsidiaries:

- Teraglass Bistrita SRL - manufacturer of PVC windows and doors,
- TeraPlast Recycling SA – PVC recycler,
- TeraBio Pack SRL – manufacturer of biodegradable polyethylene packaging, with a share of 100% of TeraPlast SA, established in August 2020,
- Somplast SA – the Company holds production halls that it leases to TeraBioPack and TeraPlast Recycling. At 31 December 2021, the Company does not register any more production, since the production of installations is integrated in TeraPlast and the production of flexible polyethylene packaging is integrated in TeraBio Pack. TeraPlast exercises control of the company and consolidates the financial statements of Somplast as of 1 April 2021.

TeraPlast SA sold its shares in TeraSteel Romania and Serbia and Wetterbest to the Kingspan group, based on a contract concluded on 24 July 2020. The transaction was completed on 26 February 2021, when TeraPlast received a price of RON 375 million. TeraPlast used the money to pay the special dividend and for investments.

- TeraPlast Hungaria Kft. (distributor) along with the joinery profiles business of TeraPlast SA were sold to Dynamic Selling Group.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. SIGNIFICANT ACCOUNTING POLICIES

2.1. Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the provisions of Order no. 2844/2016 approving the Accounting regulations compliant with the International Financial Reporting Standards applicable to trading companies whose securities are admitted to trading on a regulated market, as subsequently amended and clarified ("**MoPFO 28422/2016**"). These provisions are compliant with the provisions of the International Financial Reporting Standards adopted by the European Union ("**EU IFRS**").

2.2. Basis of accounting

The financial statements have been prepared on a going concern basis, according to the historical cost convention, as modified below:

- adjusted to the effects of hyperinflation until 31 December 2003 for fixed assets, share capital and reserves,
- measurement at fair value of certain items of fixed assets and investment property, as presented in the Notes.

The accounting policies set out below have been applied consistently to all years presented in these financial statements, unless otherwise stated.

2.3. Going concern

These financial statements have been prepared under the going concern basis, which implies that the Company will continue its activity also in the foreseeable future. In order to assess the applicability of this assumption, management analyses the forecasts concerning future cash inflows.

At 31 December 2021, the Group's current assets exceed the current liabilities by RON 115,161,219 (31 December 2020: RON 26,143,685). In 2020, the Group registered net profit from the businesses that continue their activity in the Group in amount of RON 44,627,305 (2020: RON 29,701,834). The Group depends on bank financing.

The budget prepared by the Group management and approved by the Board of Administration for 2020 indicates positive cash flows from operating activities, an increase in sales and profitability which contributes directly to improving liquidity and allows the Group to fulfil its contractual clauses with the financing banks. Group management believes that the support from banks is sufficient for the Group to continue its activity in the ordinary course of business, as a going concern.

Management believes that the Company will be able to continue its activity in the foreseeable future and, consequently, the application of the going concern principle in the preparation of the financial statements is justified.

The rapid development of the COVID-19 virus and its social and economic impact in Romania and globally may result in assumptions and estimates requiring revisions which may lead to material adjustments to the carrying value of assets and liabilities within the next financial year. Please see Note 30 for the management assessment of the impact of COVID-19 over the activity of the Group.

Basis for consolidation

The financial statements comprise the financial statement of the parent and of its subsidiaries as at 31 December 2020. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the financial year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

Business combinations

The purchases of businesses are accounted for by using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is computed as the sum of the fair values at the purchase date of the assets transferred by the Company, the liabilities registered by the Company towards the former owners of the acquire and the investments in the equities issued by the Company in exchange for the control over the obtained entity. The costs related to the purchase are, in general, recognized in profit or loss when incurred.

As of the purchase date, the purchased identifiable assets and the undertaken liabilities are recognized at their fair value at the purchase date, except for assets held for sale, in accordance with IFRS 5, which are recognised according to the standard.

Goodwill is measured as the positive difference between the transferred consideration, the value of any non-controlling interests in the obtained entity, the fair value at the date of purchasing the investment in the equities previously held by the acquirer in the acquired entity (if any), and the net values at the date of purchasing the identifiable assets purchased and the liabilities undertaken. If the difference mentioned above is negative, it is recognized in profit or loss as gains from a bargain purchase.

Non-controlling interests which represent investments in equity and entitle the holders to a proportional share of the entity's net assets in case of liquidation can be measured either according to the fair value or according to the proportional share of the non-controlling interests of the recognized values of the net assets of the obtained entity. The measurement basis is chosen depending on the transaction. Other types of non-controlling interests are measured at fair value or, when applicable, according to the basis specified in other IFRS standards.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations (continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulted from a commitment with a contingent consideration, the contingent consideration is measured at the fair value at the date of purchase and it is included as a part of the consideration transferred in a business combination. The amendments to the fair value of the contingent consideration which are qualified as adjustments of the measurement period are adjusted retroactively against goodwill. The adjustments of the measurement period are adjustments that arise from additional information during the "measurement period" (which cannot exceed a year from the purchase date) concerning the facts and circumstances existing at the date of purchase.

The subsequent accounting of the changes in fair value of the contingent consideration which is not included in the adjustments for the assessment period depends on the manner in which it is classified. The contingent consideration classified as equity is not revalued at subsequent reporting dates. The contingent consideration classified as asset or liability is revalued at subsequent reporting dates in accordance with IFRS 9, the corresponding gain or loss being recognized in profit or loss.

When a business combination is performed in stages, the investment into the equities held previously by the Company in the obtained entity is remeasured at fair value at purchase date (i.e. the Group obtains control) and the resulted gains or losses, if any, is recognized in profit and loss. The values resulting from interests in the entity obtained prior to the date of purchase which were previously recognized in other comprehensive income are reclassified in profit and loss on the same basis that would be required if the acquirer had directly disposed of the previously held investment in equities.

If the initial accounting of a business combination is incomplete at the end of the reporting period when the combination takes place, the Company reports temporary values for the items for which the accounting is incomplete. These temporary values are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect the new information obtained concerning the facts and circumstances existing at the date of purchase which, if recognized, would have influenced the values recognized at the respective date.

Goodwill

The goodwill generated by a business combination is accounted for at cost as determined at the purchase date minus the cumulated impairment losses, if any. For the purpose of the impairment test, the goodwill is allocated to each cash generating unit of the group (or to the groups of cash generating units) which are expected to benefit from the combination's synergies. A cash generating unit that was allocated goodwill is tested annually for impairment or more often when there is an indication that the unit may be impaired. If the recoverable value of the cash generating unit is lower than its book value, the impairment is allocated, first of all, to decrease the book value of any goodwill allocated to the unit and then to the other unit assets, proportionally to the book value of each asset in the unit. Any goodwill impairment is recognized directly in profit and loss. The impairment recognized for goodwill cannot be reversed in the following periods.

At the sale date of the relevant cash generating unit, the attributable value of goodwill is included in determining the gains or losses from the sale.

Intangible assets purchased in a business combination

Intangible assets purchased as part of a business combination and recognized separately from the goodwill are recognized initially at their fair value at the purchase date (which is considered as their cost). Subsequent to initial recognition, intangible assets purchased as part of a business combination are presented at cost minus the accumulated amortization and the cumulated impairment loss on the same basis as intangible assets that are purchased separately.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of intangible assets

An intangible asset is derecognized upon disposal or when no other future economic benefits are expected to be obtained from is use or disposal. Gains or losses resulted from the derecognition of an intangible asset, measured as difference between the net receipts from the sale and the book value of the asset, are recognized in statement of comprehensive income.

Non-current assets held for sale and discontinued operations

Long-term assets held for sale are recognized at the lower of carrying amount and fair value less costs to sell and depreciation of those assets.

The Group classifies a non-current asset (or a group of assets) as held for sale if its carrying amount will be hedged, primarily as a result of a sale transaction, rather than as a result of continued use. To this end, the asset (or group of assets) must be available for immediate sale in its current state, exclusively under normal and current conditions of sale existing for such assets (or groups of assets), and the sale of the asset must present a high degree of certainty.

In order for the sale of the asset to have a high probability, the appropriate management level must have drawn up a plan for the sale of the asset (or group of assets), and an effective buyer identification program must have been initiated, as well as finalization of the sales plan. Moreover, the asset (or group of assets) must be able to be sold in an active market at a price that is reasonably related to the current fair value. In addition, the sale is expected to qualify for recognition as a "closed, completed sale" within 1 year from the date of classification, and the actions required to complete the sale plan reflect the fact that it is unlikely that significant changes to the plan will occur, or the plan will be withdrawn.

When the Group implements a sale plan that involves the loss of control over a subsidiary, all its assets and liabilities are classified as held for sale, regardless of whether the Group will continue to hold minority interests in the subsidiary after the sale.

Standards, amendments and new interpretations of standards

Initial application of new amendments to the existing standards effective for the current reporting period

The following amendments to the existing standards issued by the International Accounting Standards Board (IASB) are effective for the current reporting period:

- **Amendments to IFRS 9 "Financial Instruments", IAS 39 "Financial Instruments: Recognition and Measurement", IFRS 7 "Financial Instruments: Disclosures", IFRS 4 "Insurance Contracts" and IFRS 16 "Leases"** - Interest Rate Benchmark Reform — Phase 2 (effective for annual periods beginning on or after 1 January 2021),

- **Amendments to IFRS 16 "Leases"** - Covid-19-Related Rent Concessions (effective for annual periods beginning on or after 1 June 2020. Earlier application is permitted),

- **Amendments to IFRS 4 "Insurance Contracts"** – Extension of the Temporary Exemption from Applying IFRS 9 (the expiry date for the temporary exemption from IFRS 9 was extended to annual periods beginning on or after 1 January 2023).

The adoption of these amendments to the existing standards has not led to any material changes in the financial statements of Teraplast Group.

Standards and amendments to the existing standards issued by IASB and adopted by the EU but not yet effective

At the date of authorisation of these financial statements, the following amendments to the existing standards were issued by IASB and adopted by the EU and which are not yet effective:

- **Amendments to IAS 16 "Property, Plant and Equipment"** - Proceeds before Intended Use adopted by the EU on 28 June 2021 (effective for annual periods beginning on or after 1 January 2022),

- **Amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets"** - Onerous Contracts - Cost of Fulfilling a Contract adopted by the EU on 28 June 2021 (effective for annual periods beginning on or after 1 January 2022),

- **Amendments to IFRS 3 "Business Combinations"** - Reference to the Conceptual Framework with amendments to IFRS 3 adopted by the EU on 28 June 2021 (effective for annual periods beginning on or after 1 January 2022),

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Standards, amendments and new interpretations of standards (continued)

Standards and amendments to the existing standards issued by IASB and adopted by the EU but not yet effective (continued)

- **IFRS 17 "Insurance Contracts"** including amendments to IFRS 17 issued by IASB on 25 June 2020 - adopted by the EU on 19 November 2021 (effective for annual periods beginning on or after 1 January 2023),

- **Amendments to various standards due to "Improvements to IFRSs (cycle 2018 -2020)"** resulting from the annual improvement project of IFRS (IFRS 1, IFRS 9, IFRS 16 and IAS 41) primarily with a view to removing inconsistencies and clarifying wording - adopted by the EU on 28 June 2021 (The amendments to IFRS 1, IFRS 9 and IAS 41 are effective for annual periods beginning on or after 1 January 2022. The amendment to IFRS 16 only regards an illustrative example, so no effective date is stated.).

New standards and amendments to the existing standards issued by IASB but not yet adopted by the EU

At present, IFRS as adopted by the EU do not significantly differ from regulations adopted by the International Accounting Standards Board (IASB) except for the following new standards and amendments to the existing standards, which were not endorsed for use in EU as at the date of publication of these financial statements (the effective dates stated below is for IFRS as issued by IASB):

- **IFRS 14 "Regulatory Deferral Accounts"** (effective for annual periods beginning on or after 1 January 2016) - the European Commission has decided not to launch the endorsement process of this interim standard and to wait for the final standard,

- **Amendments to IAS 1 "Presentation of Financial Statements"** - Classification of Liabilities as Current or Non-Current (effective for annual periods beginning on or after 1 January 2023),

- **Amendments to IAS 1 "Presentation of Financial Statements"** - Disclosure of Accounting Policies (effective for annual periods beginning on or after 1 January 2023),

- **Amendments to IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"** - Definition of Accounting Estimates (effective for annual periods beginning on or after 1 January 2023),

- **Amendments to IAS 12 "Income Taxes"** - Deferred Tax related to Assets and Liabilities arising from a Single Transaction (effective for annual periods beginning on or after 1 January 2023),

- **Amendments to IFRS 10 "Consolidated Financial Statements" and IAS 28 "Investments in Associates and Joint Ventures"** - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture and further amendments (effective date deferred indefinitely until the research project on the equity method has been concluded),

- **Amendments to IFRS 17 "Insurance contracts"** - Initial Application of IFRS 17 and IFRS 9 – Comparative Information (effective for annual periods beginning on or after 1 January 2023).

The Teraplast Group anticipates that the adoption of these new standards and amendments to the existing standards will have no material impact on the financial statements of the Group in the period of initial application.

Hedge accounting for a portfolio of financial assets and liabilities whose principles have not been adopted by the EU remains unregulated.

According to the Group's estimates, the application of hedge accounting to a portfolio of financial assets or liabilities pursuant to **IAS 39: "Financial Instruments: Recognition and Measurement"** would not significantly impact the financial statements, if applied as at the balance sheet date.

Cash and cash equivalents

Cash and cash equivalents include liquid assets and other equivalent values, comprising cash at bank, petty cash.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenues from contracts with customers

Teraplast Group operates in the field of production and trading of products intended for the construction market, namely: PVC pipes and profiles, plasticized and rigid compounds, polypropylene and polyethylene pipes, fittings, steel cables and parts, metal roofing systems, wood joinery, heat insulating panels and metal structures.

Revenue is measured based on the consideration to which the Group is entitled in contracts with customers. The point of recognition arises when the Group satisfies a performance obligation by transferring control of a promised good or service that is distinct to the customer, which is at a point in time for finished goods and merchandise and over time for services provided.

Revenues from the sale of **goods and merchandise** are recognized at a certain point in time, when the products are delivered to the customers or readily available for the buyer. The payment terms are – in general – between 30 and 90 days from the date of issuing the invoice and delivering the goods. The contracts with the customers for sales of finished goods and merchandise imply one obligation: to deliver the goods at the agreed location (under the agreed INCOTERMS). In rare cases, when the Group's distributors request, the Group enters into bill-and-hold arrangement, for which revenue is recognized when the goods are invoiced and the specific instructions from the clients to store the goods on their behalf for a certain period are received.

If the consideration promised in a contract includes a variable component, the Group estimates the value of the consideration it would be entitled to, in exchange for the transfer of the goods or services promised to a customer. The value of a consideration may vary as a result of discounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenues from contracts with customers (continued)

The Group grants volume discounts to certain customers, depending on the objectives set through the contract, which decrease the amount owed by the customer. The Group applies consistently a single method during the contract, when it estimates the effect of an uncertainty over a value of the variable consideration, using the method of the most likely value – the single most likely value in a range of possible values of the consideration (namely, the single most likely result of the contract). This is an adequate estimate of the value of the variable consideration if the contract has two possible results (such as, a customer either obtains a volume / turnover rebate or not).

As a practical solution, if the Group receives short-term advances from customers, it does not adjust the received amounts for the effects of a significant financing components, because – at the beginning of the contract – it foresees that the period between the transfer of the assets and their receipt will be below 1 year.

For certain products, the Group offers the warranties which are required by the law to protect the customers from the risk of acquiring malfunctioning products. The Group assessed that these do not represent a separate performance obligation and are accounted in accordance with IAS 37 (warranty provisions). Furthermore, a law that requires an entity to pay a compensation if its products cause damage or injuries does not represent a performance obligation for the Group either.

Assets and liabilities related to the contract

When the Group carries out its obligations by transferring goods or services to a client, prior to it paying a consideration or prior to the maturity of the payment, the Group recognises the contract as an asset related to the contract, excluding any amounts presented as receivables.

Upon receiving an advance payment from a customer, the Group recognizes a liability related to the contract at the value of the advance payment for its obligation to execute, transfer or be ready to transfer goods or services in the future. Subsequently, that liability related to the contract (corroborated with the recognition of revenues) is derecognized when the respective goods or services are transferred and, consequently, the Group fulfils its execution obligation.

Dividend and interest income

Income from dividends related to investments are recognized when the shareholders' right to receive them is determined.

The interest income presented on the face of the Consolidated Statement of Comprehensive Income is similar to interest income and is included in finance income in the statement of profit or loss.

Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term. The Group leases warehouses and property that is uses for show rooms and vehicles.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the fixed lease payments and the exercise price of purchase options, if the lessee is reasonably certain to exercise the options, in case of vehicles.

The lease liability is presented under the line "Lease liabilities" in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest

on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Group as lessee (continued)

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.
- The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the consolidated statement of financial position. The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

The Group does not act as lessor.

Foreign currency transactions

For the preparation of the Group's financial statements, transactions in other currencies (foreign currencies) than the functional one are registered at the exchange rate in force at the date of transaction. Each month, and at each balance sheet date, monetary items denominated in foreign currency are translated at the exchange rate in force at those dates.

Monetary assets and liabilities expressed in foreign currency at the end of the year are translated into RON at the exchange rate valid at the end of the year. Unrealized foreign exchange gains and losses are presented in the statement of comprehensive income.

The RON exchange rate for 1 unit of the foreign currency:

	31 December 2021	**31 December 2020**
EUR 1	4.9481	4.8694
USD 1	4.3707	3.9660
CHF 1	4.7884	4.4997

Non-monetary items which are measured at historic cost in a foreign currency are not translated back.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Costs related to long-term borrowings

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until they are ready for its intended use or for sale.

All other borrowing costs are expensed in the period in which they occur.

The amortized cost for the financial assets and liabilities is calculated using the effective interest rate. The amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

Government grants

Government grants are not recognized until there is reasonable assurance that the grant will be received and all attached conditions will be complied with by the Group.

The Government grants the main condition of which is that the Group acquire, build or obtain otherwise long-term assets are recognized as deferred income in the statement of financial position and presented as 'investment subsidies'. The deferred income is amortized in the statement of comprehensive income systematically and reasonably over the useful life of the related assets or at the time the assets acquired from the subsidy are retired or disposed of.

In 2020, TeraGlass received a grant for employees in furlough in the period March – April. The grant was accounted for as income for the period in which it was received.

Costs related to retirement rights and other long-term employee benefits

Based on the collective labour contract, the Group is under the obligation to pay retirement benefits to its employees depending on their seniority within the Group, amounting to 2 - 3.5 salaries. The Group also grants jubilee bonuses as a fixed amount on work anniversaries.

The Group uses an external actuary to compute the value of the retirement benefits and jubilees related liability and reviews the value of this liability each year depending on the employees' seniority within the Group. The value of the retirement benefits and jubilees is recognized as a provision in the statement of financial position.

For defined benefit retirement benefit plans, the cost of providing benefits is determined as mentioned above, with actuarial valuations being carried out at the end of each annual reporting period.

Remeasurements comprising actuarial gains and losses, and the return on plan assets (excluding interest) are recognised immediately in the statement of financial position with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income are not reclassified. Past service cost is recognised in the statement of comprehensive income when the plan amendment or curtailment occurs, or when the Group recognises related restructuring costs or termination benefits, if earlier. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- service costs, which includes current service cost, past service cost and gains and losses on curtailments and settlements;
- net interest expense or income; and
- remeasurements.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The adjustments resulting from the annually review of the jubilee provisions are recognized in the statement of comprehensive income.

The retirement benefits provision is reversed in the statement of comprehensive income when the Group settles the obligation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

Income tax expense is the sum of the current tax and deferred tax.

Current tax

Current tax is based on the taxable profit for the year. Taxable profit is different than the profit reported in statement of comprehensive income, because it excludes the revenue and expense items which are taxable or deductible in other years and it also excludes the items which are never taxable or deductible. The Group's current tax liability is computed using the taxation rates in force or substantially in force at the balance sheet date.

Deferred tax

Deferred tax is recognized over the difference between the carrying amount of assets and liabilities in the financial statements and the corresponding fiscal bases used in the computation of taxable income and it is determined by using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, while deferred tax assets are recognized for deductible temporary differences as well as tax losses and credits carried forward in the extent in which it is likely to have taxable income over which to use those temporary deductible differences. Such assets and liabilities are not recognized if the temporary difference arises from initial recognition (other than from a business combination) of other assets and liabilities in a transaction that affects neither the taxable income, nor the accounting income (and this is assumed as applicable for example in case of initial recognition of a lease contract by a lessee). In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for temporary taxable differences associated with investments in subsidiaries and in joint ventures, except for the cases in which the Group is able to control the reversal of the temporary difference and it is likely for the temporary difference not to be reversed in the foreseeable future. The deferred tax assets resulted from deductible temporary differences associated with such investments and interests are recognized only in the extent in which it is likely for sufficient taxable income to exist on which to use the benefits related to temporary differences and it is estimated that they will be reversed in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and it is decreased to the extent in which it is not likely for sufficient taxable income to exist to allow the full or partial recovery of the asset.

Deferred tax assets and liabilities are measured at the taxation rates estimated to be applied during the period when the liability is settled or the asset realized, based on the taxation rates (and tax laws) in force or entering into force substantially until the balance sheet date. The measurement of deferred tax assets and liabilities reflects the tax consequences of the manner in which the Group estimates, as of the balance sheet date, that it will recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority and the Group intends to offset its deferred tax assets with its deferred tax liabilities on a net basis.

Current tax and deferred tax is recognized as income or expense in the statement of comprehensive income, except for the cases which refer to items credited or debited directly in other comprehensive income, case in which the tax is also recognized directly in other comprehensive income or except for the cases in which they arise from the initial accounting of a business combination.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Tangible assets, except for land and buildings, are stated at cost, net of accumulated depreciation and / or accumulated impairment losses, if any.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major repair is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of comprehensive income as incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognized at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value. Accumulated depreciation as of the revaluation date is eliminated from the gross carrying amount of the asset and the net amount is restated at the revaluated value of the asset.

A revaluation surplus is recorded in other comprehensive income and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognized in the statement of comprehensive income, the increase is recognized in the statement of comprehensive income. A revaluation deficit is recognized in the statement of comprehensive income of the period, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Upon disposal, any revaluation reserve relating to the concerned asset being sold is transferred to retained earnings.

A tangible asset item and any significant part recognized initially are derecognized upon disposal or when no economic benefits are expected from their use or disposal. Any gain or earning resulting from the derecognition of an asset (calculated as the difference between net disposal proceeds and the carrying amount of the asset) is included in the statement of comprehensive income when the asset is derecognized.

The residual value, the useful life and the methods of depreciation are reviewed at the end of each financial year and adjusted retrospectively, if appropriate.

Constructions in progress for production or administrative purposes is registered at historical cost, less impairment. The depreciation of these assets starts when the assets are ready to be used.

Plant and machinery is registered in the financial position statement at their historic value adjusted to the effect of hyperinflation until 31 December 2003, according to IAS 29 *Financial Reporting in Hyperinflationary Economies* decreased by the subsequently accumulated depreciation and other impairment losses, if any.

Depreciation is registered so as to decrease the cost or revalued amount of the asset to its residual value other than the land and investments in progress, along their estimated useful life, using the straight line basis. The estimated useful lives, the residual values and the depreciation method are reviewed at the end of each year, having as effect changes in future accounting estimates.

Assets held in finance lease are depreciated over the useful life, similarly to assets held or, if the lease period is shorter, during the respective lease contract.

Maintenance and repairs of tangible assets are included as expenses when they occur and significant improvements to tangible assets which increase their value or useful life or which significantly increase their capacity to generate economic benefits, are capitalized.

The following useful lives are used for the computation of depreciation.

	Years

Buildings	20 – 50
Plant and equipment	3 – 15
Vehicles under finance lease	5 – 6
Installations and furniture	3 – 10

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the statement of comprehensive income in the period in which they arise, including the corresponding tax effect. Fair values are determined based on an annual evaluation performed by an accredited external independent valuator applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Intangible assets

Intangible assets purchased separately are reported at cost minus accumulated amortization/impairment losses. Intangible assets acquired as part of a business combination are capitalized at fair value as at the date of acquisition.

Following initial recognition, intangible assets, which have finite useful lives, are carried at cost or initial fair value less accumulated amortisation and accumulated impairment losses.

Amortization is computed through the straight line basis over the useful life. The estimated useful lives, the residual values and the amortization method are reviewed at the end of each year, and adjusted as necessary, having as effect changes in future accounting estimates.

The following useful lives are used for the computation of amortization:	**Years**
Licenses	1 – 5
Brand	20
Client lists	20

Impairment of tangible and intangible assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If there is such an indication, the recoverable amount of the asset is estimated to determine the size of the impairment loss. When it is impossible to assess the recoverable amount of an individual asset, the Group assesses the recoverable amount of the cash generating unit which the asset belongs to. Where a consistent distribution basis can be identified, the Group assets are also allocated to other separate cash generating units or to the smallest group of cash generating units for which a consistent allocation basis can be identified.

Intangible assets having indefinite useful lives and intangible assets which are not yet available to be used are tested for impairment annually and whenever there is an indication that it is possible for the asset to be impaired.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. When measuring the value in use, the future estimated cash flows are settled at the current value using a discount rate prior to taxation which reflects current market assessments of the time value of money and the specific risks of the asset, for which future cash flows have not been adjusted.

If the recoverable value of an asset (or of a cash generating unit) is estimated as being lower than its carrying amount, the carrying amount of the asset (of the cash generating unit) is reduced to the recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income, except for revalued assets for which there is a revaluation that can be decreased with the impairment loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

If an impairment loss is subsequently reversed, the carrying amount of the asset (of the cash generating unit) is increased to the reviewed estimation of its recoverable value, but so as the reviewed carrying amount does not exceed the carrying amount which would have been determined had any impairment loss not been recognized for the respective asset (cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive income.

A revaluation surplus is recognized as an item of comprehensive income and credited to the asset's revaluation reserves, except for the cases in which a decrease in value was previously recognized in profit and loss for a revalued asset, case in which the surplus can be recognized in profit and loss within the limit of this prior decrease.

Goodwill is tested for impairment at the same level as the goodwill is monitored by management for internal reporting purposes, which is at the individual cash generating unit level. In case of a cash generating unit with allocated goodwill, any impairment loss first adjusts the goodwill.

Goodwill is subject to impairment testing on an annual basis and at any time during the year if an indicator of impairment is considered to exist. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in the profit or loss. Impairment losses arising in respect of goodwill are not reversed following recognition.

Inventories

The inventories are registered at the lowest value between cost and the net realizable value. The net realizable value is the selling price estimated for the inventories minus all estimated costs for completion and the costs related to the sale. Costs, including a portion related to fixed and variable indirect costs are allocated to inventories held through the method most appropriate for the respective class of inventories.

Raw materials are valued at the purchase price including transport, handling costs and net of trade discounts.

Work in progress, semi-finished goods and finished goods are carried at actual cost consisting of direct materials, direct labour and directly attributable production overheads and other costs incurred in bringing them to their existing location and condition using the standard cost method. Standard costs take into account normal levels of consumption of materials and supplies, labour, efficiency and capacity utilisation. They are regularly reviewed and, if necessary, revised in the light of current conditions.

For the following classes of inventories, the average weighted cost method is used: the raw material for pipes / piping, merchandise, inventory items / small tools, packaging materials, consumables.

A provision is made, where necessary, in all inventory categories for obsolete, slow moving and defective items.

Share capital

Common shares are classified in equity.

At the redemption of the Group shares the paid amount will decrease equity belonging to the holders of the company's equity, through retained earnings, until they are cancelled or reissued. When these shares are subsequently reissued, the received amount (net of transaction costs and of income tax effects) is recognized in equity belonging to the holders of the Group's equity.

Dividends

Dividends related to ordinary shares are recognized as liability to the shareholders in the consolidated financial statements in the period in which they are approved by the Group shareholders. Interim dividends on ordinary shares are recognized when they are paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required from the Group to settle the obligation and a reliable estimate can be made of the amount of the respective obligation.

The amount recognized as a provision is the best estimate of the amount necessary to settle the current obligation as of the balance sheet date, considering the risks and uncertainties related to the obligation. If a provision is measured using the estimated cash flows necessary for settling the present obligation, the carrying amount is the present value of the respective cash flows.

Segment reporting

The Group's accounting policy for identifying segments is based on internal management reporting information that is routinely reviewed by the Board of Administration and management. The measurement policies used for the segment reporting under IFRS 8 are the same as those used in the consolidated financial statements. Segment results that are reported to the directors and management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. The Group has determined that it has four operating segments: Installations (systems for sewage, water and gas), recycled micronized PVC produced by TeraPlast Recycling, which is raw material for the PVC pipes), Compounds and PVC windows and doors and Flexible packaging.

Each segment includes similar products, with similar production processes, with similar distribution and supply channels.

Installations for infrastructure projects are sold to contractors and installations for residential buildings are sold through a distribution network.

PVC windows and doors are produced and sold by TeraGlass, mostly in European DYI chains.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Initial recognition and measurement

The Group's financial assets include cash and cash equivalents, trade receivables and long-term investments.

A financial asset is classified as measured at amortized cost or fair value with any movement being reflected through other comprehensive income or the statement of comprehensive income.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through the statement of comprehensive income, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15. Refer to the accounting policies in section 2.5.2 Revenues from contracts with customers.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment by-investment basis.

Subsequent measurement

For purposes of subsequent measurement, the Group's financial assets are classified in three categories:

- Financial assets at amortized cost (debt instruments). The Group's financial assets at amortized cost includes trade receivables and long term receivable.
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets at fair value through the statement of comprehensive income

Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).

The classification of the investments depends on their nature and purpose and it is determined as of the initial recognition.
Financial liabilities include finance lease liabilities, interest bearing bank loans, overdrafts and trade and other payables.

Two measurement categories continue to exist, fair value through the statement of comprehensive income and amortized cost. Financial liabilities held for trading are measured at fair value through the statement of comprehensive income, and all other financial liabilities are measured at amortized cost unless the fair value option is applied.

Financial instruments are classified as liabilities or equity according to the nature of the contractual arrangement. Interest, dividends, gains and losses related to a financial instrument classified as liability are reported as expense. Distributions to the holders of financial instruments classified as equity are registered directly in equity. Financial instruments are offset when the Group has a legal applicable right to offset them and it intends to offset them either on a net basis or to realize the asset and settle the liability at the same time.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

For trade receivables, a simplified approach is adopted in which impairment losses are recognized based on lifetime expected credit losses at each reporting date. If there are loan insurances or guarantees for the outstanding balances, the computation of expected losses from receivables is based on the probability of default related to the insurer / guarantor for the insured / guaranteed portion of the outstanding balance, while the amount remaining not covered will have the counterparty's probability of default. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Credit risk

Clients' credit risk is updated constantly. In assessing the IFRS 9 allowance, the Group uses the risk of a default occurring on the financial instrument at the reporting date.

In making the credit risk assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing the credit risk deterioration of debtors:

- an actual or expected significant deterioration in the financial instrument's external (KeysFin and Coface) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an evaluation of the main projects and clients of the debtor and the sources of financing those projects.

For trade receivables the Company is using the simplified model allowed by IFRS 9 which does not differentiate between Stage 1 and Stage 2. Credit losses are measured based on provision matrix.

A financial instrument is determined to have low credit risk if:

1. the financial instrument has a low risk of default;
2. the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
3. adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a payment incident reported; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Any recoveries made to doubtful receivables are recognised in the statement of comprehensive income, together with the reversal of the allowance.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Write-off policy

The Group writes off a financial asset when bankruptcy was finalized, as at this point the VAT on these receivables can be recovered. Financial assets written off may no longer be subject to enforcement activities.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default is based on the risk rating of each client obtained from independent parties, adjusted, if the case with forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

The Group recognises an impairment gain or loss in the statement of comprehensive income for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance accounts.

Derecognition of assets and liabilities

The Group derecognizes financial assets only when the contractual rights over the cash flows related to the assets expire or it transfers to another entity the financial asset and, substantially, all risks and benefits related to the asset.

The Group derecognizes financial liabilities only if the Group's liabilities have been significantly modified, paid, cancelled or they have expired.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the statement of comprehensive income. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability.

It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification is recognised in the statement of comprehensive income as the modification gain or loss within other gains and losses.

Fair value measurement

An entity measures financial instruments and non-financial assets, such as investment property, at fair value at each balance sheet date. Also, the fair values of financial instruments measured at amortized cost are presented in Note 24 j).

The fair value of the freehold land was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

The fair value of the buildings was determined using the cost approach that reflects the cost to a market participant to construct assets of comparable utility and age, adjusted for obsolescence.

The fair value of the investment property was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

There has been no change to the valuation technique during the year for none of the above-mentioned classes of assets. There were no transfers between Level 1, Level 2 or Level 3 during the year.

For all of the above, the level in which fair value measurement is categorised is Level 2.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

An entity uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuators are involved for valuation of significant assets, such as investment property and available for sale financial assets. Involvement of external valuators is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and professional standards, if they are specified.

At each reporting date, Group's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies.

Group's management, in conjunction with the entity's external valuators, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of the notes and fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Use of estimates

The preparation of the consolidated financial statements requires the performance of estimates and judgments by the management, which affects the reported amounts of assets and liabilities and the presentation of potential assets and liabilities at the balance sheet date, as well as the reported amounts of revenues and expenses during the reporting period.

Actual results may be different from these estimates. The estimates and judgments on which these are based are reviewed permanently. The reviews of the accounting estimates are recognized during the period in which the estimate is reviewed, if this review affects only the respective period or during the review period and during future periods, if the review affects both the current period and the future periods.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

Judgments

In the process of applying the Group accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Impairment of intangible and tangible assets

To determine whether the impairment related to an intangible or tangible asset must be recognized, significant judgment is needed. To take this decision, for each cash generating unit (CGU), the Group compares the carrying amount of these intangible or tangible assets, to the higher of the CGU fair value less costs to sell and its value in use, which will be generated by the intangible and tangible assets of the cash generating units over the remaining useful life. The recoverable amount used by the Group for each cash generating unit for impairment measuring purposes was represented by its value in use.

The Group analysed the internal and external sources of information and reached the conclusion that there are no indications concerning the impairment of assets, except for goodwill related to the roof tiles business. When reviewing for indicators of impairment, the Group considers, among other factors:

- The relationship between its market capitalization and its book value
- The operating performance, for which the group used EBITDA as KPI, reached RON 74.2 million, 36% more compared to the prior year, while revenue increased on all business lines, through organic growth
- Utilization of production capacity increased on all CGUs

As a result, the Group decided not to carry an impairment analysis for the recoverable amount of tangible assets, under IAS 36. Therefore, an allowance for asset impairment proved not to be necessary.

Estimates and assumptions

The main assumptions regarding future sources and other key sources of uncertainty in the estimates at the reporting date, which present a significant risk of causing a significant adjustment to the carrying amounts of assets and liabilities in the next financial year, are described below. The Group based its assumptions and estimates on the parameters available in preparing the separate financial statements. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances beyond the Group's control. Such changes are reflected in the assumptions when they occur.

Revaluation of property, plant and equipment and investment property

The Group measures investment property at fair value, with changes in fair value being recognised in the statement of comprehensive income.

The Group measures land and buildings at revalued amounts with changes in fair value being recognized in other comprehensive income.

Investment property and land and buildings were valued by reference to market-based information, using comparable prices adjusted for specific market factors such as nature, location and condition of the property. Property, plant and equipment (land and buildings) were revalued at 31 December 2021 by an external valuer member of ANEVAR. The valuation methods used for these assets were the market comparison for land and net replacement cost impacted by the results of the application of income approach and market comparison.

Acquisition of Somplast

Teraplast SA purchased a 70.8% stake in Somplast SA on AeRo, in December 2020, at a price of RON 4,897,400. The Group purchased this stake and integrated the production and sale of flexible polyethylene packaging in BioPack, in order to be able to offer its clients a complete range of flexible packaging. The production of polyethylene pipes was integrated into TeraPlast SA and the production of consumer goods was interrupted.

The fair value of Somplast at 1 January 2021 was RON 13,734 thousand determined further to a revaluation report prepared by an external valuer. Teraplast SA consolidates Somplast as of 1 April 2021, once it receives the approval of the Competition Council.

The fair value of the assets and liabilities of Somplast SA at the date of first consolidation are:

	31 March 2021 (lei)
Non-current assets	10,207,999
Inventories	7,514,132
Trade and other receivables	5,444,733
Cash and cash equivalents	2,749,827
Total assets	**25,916,691**
Trade and other payables	6,000,460
Bank loans	6,076,981
Provisions	90,280
Total liabilities	**12,167,721**
Total net assets at fair value	13,748,971
Fair value of 70.8% of the net assets purchased	4,897,400
Cost of acquisition	9,738,551
Negative goodwill	**4,841,151**

4. REVENUE AND OPERATING SEGMENTS

An analysis of the Group revenues is detailed below:

	Year ended 31 December 2021	**Year ended 31 December 2020**
	RON	***RON***
Sales of finished goods	564,333,623	355,276,202
Sale of merchandise	56,136,137	44,939,927
Revenues from other activities	2,340,303	1,301,780
Trade discounts granted	(7,698,834)	(5,337,531)
Total	**615,111,229**	**396,180,378**

The information on the operational policy as reported to the management form the perspective of resource allocation and segment performance analysis is classified according to the type of products delivered. The reporting segments of the Group have been determined according to:

- The nature of the products and services;
- The nature of the production processes;
- The type or category of clients for products and services;
- Methods used for distributing the products or providing the services.

The TeraPlast Group operates on the construction materials market and as of 2021, through the investment in the biodegradable packaging plant and the integration of Somplast, the Group is also present on the market of flexible packaging.

TeraPlast since 1896

INSTALAŢII

Parc Industrial TeraPlast, Sărățel, BN, România

Sisteme complete pentru:
- Canalizări exterioare
- Apă & Gaz
- Canalizări interioare
- Protecție cabluri
- Management-ul apelor pluviale și menajere
- Încălzire prin pardoseală

Lider pe piața de canalizări exterioare din PVC

Rezidențial / Nerezidențial / Infrastructură

TeraPlast since 1896

GRANULE PVC

Parc Industrial TeraPlast, Sărățel, BN, România

- Granule rigide
- Granule plastifiate
- Granule HFFR

Liderul pieței din România, cotă de piață de 34%

Producție

TeraGlass ferestre și uși
Soluții fără compromis

FERESTRE & UȘI

Bistrița, BN, România

- Ferestre din PVC și aluminiu
- Uși din PVC și aluminiu
- Fațade și terase
- Accesorii din aluminiu

Export de peste 60% anual

Rezidențial / Nerezidențial

TeraPlast Recycling

RECICLARE PVC RIGID

Parc Industrial TeraPlast, Sărățel, BN, România

- Regranulat PVC
- Micronizat PVC

Cel mai mare reciclator de PVC rigid din România și în top 10 în Europa

Producție

4. REVENUE AND OPERATING SEGMENTS (continued)

The Group's distribution channels for its products are:

- Distributors and resellers (domestic and exports)
- Specialised networks (DIY stores – domestic and exports)
- Contractors and builders (infrastructure projects auctions)
- Producers (domestic and exports)

BUSINESS LINES

Installations

The complete systems for installations are made of PVC, PP (polypropylene) and PE (polyethylene) and are part of the portfolio of TeraPlast SA. They comprise systems for: indoor sewer system, outdoor sewer system, transport and distribution of water and natural gas, rain water management, cable protection and floor heating.

The products in the Installations portfolio are mainly intended for the infrastructure market, but also for the residential and non-residential building market. TeraPlast is the leader of the PVC outdoor sewer market and is ranked top 3 on the other segments of the Romanian installations market.

The company has a long history of market innovations:

- We were the first producer of approved polyethylene pipes in Romania
- We were the first producer of multi-layered PVC pipes for outdoor sewer
- We are the only Romanian producer that holds a patent for the production of multi-layered PVC pipes (with recycled core) for outdoor sewer

The development of the range of products also includes objectives related to their sustainability. Therefore, we have developed over the years solutions such as the multi-layered PVC pipes or the PE 100-RC pipe resistant to crack propagation and a useful life of almost 100 years according to PAS 1075.

The Recovery and Resilience Plan for Romania has a EUR 5 billion budget for investment projects, which directly influences the demand for TeraPlast products and offers growth opportunities for the Group's businesses.

Compounds

The PVC compounds business line is part of the portfolio of TeraPlast SA and comprises plasticized and rigid compounds. They are used in extrusion and injection processes in the processing industry. Further to an investment project co-funded under the State aid scheme, our company introduces an innovation on the Romanian compound market: fireproof halogen-free compounds (HFFR). They are waiting homologation with the clients.

TeraPlast is the leader of the Romanian PVC compound market, with a market share of over 34%.

Recycling

Through its recycling activity, TeraPlast Recycling is the largest rigid PVC recycler in Romania din and one of the top 10 in Europe. The plant processes post-industrial and post-consumption rigid PVC waste. The finished product resulting from recycling, the regranulated PVC or micronized PVC, can be used by PVC processers in production without altering the technical or qualitative characteristics of the finished products.

The micronized PVC produced by TeraPlast Recycling is used by TeraPlast in the production of PVC pipes and by other European pipe manufacturers. Given the utilization of the product, the micronized PVC business is presented along with the Installations business.

The regranulated PVC replaces certain compounds made of virgin material. The compound business of TeraPlast Recycling is presented along with the compound business of TeraPlast.

Windows and doors

The windows and doors business line belongs to TeraGlass Bistrița SRL. The product range includes PVC and aluminium windows and doors, facades and terraces, garage doors. More than 70% of the annual

production goes abroad in countries like Germany, Hungary, Slovakia or Austria. An important distribution channel for the TeraGlass products is represented by the home development outlets abroad.

4. REVENUE AND OPERATING SEGMENTS (continued)

Flexible packaging

In December 2021, TeraBio Pack began the production of biodegradable flexible films and packaging in the new plant located in TeraPlast Industrial Park.

As of September 2021, TeraBio Pack took over the polyethylene flexible packaging business from Somplast. The flexible packaging line includes polyethylene foils and films, polyethylene covers, sacks (thick, thin, household), and bags.
Polyethylene foils and films for agricultural use (solarium foil), in the construction industry (film, protection foil) and as semi-finished product in the packaging industry.

Financial year ended 31 December 2021	**Installations and recycling**	**Compounds, including recycled**	**Joinery profiles**	**Flexible packaging**	**Total**
Turnover	**407,320,267**	**147,540,192**	**43,397,457**	**16,853,313**	**615,111,229**
Other operating income	1,049,926	0	8,498	30,575	1,088,999
Income from subsidies	1,220,644	154,119	806,595	215,610	2,396,968
Operating income, total	**409,590,837**	**147,694,311**	**44,212,550**	**17,099,498**	**618,597,196**
Raw materials, consumables used and merchandise*	(268,520,686)	(99,954,873)	(25,683,299)	(12,350,171)	(406,509,028)
Employee benefits expenses	(44,216,877)	(11,409,391)	(9,132,785)	(4,515,848)	(69,274,901)
Travel expenses	(16,321,866)	(1,906,896)	(3,394,651)	(682,794)	(22,306,207)
Expenses with utilities	(14,100,888)	(1,559,277)	(767,722)	(1,050,349)	(17,478,236)
Amortization and adjustments for the impairment of assets and provisions**	(17,196,289)	(3,158,751)	(2,401,108)	(962,227)	(23,718,375)
Adjustments for the impairment of current assets	1,352,733	-	(379,057)	(459,201)	514,475
Sponsorships	(951,507)	(733,416)	(15,893)	(2,902)	(1,703,717)
Other expenses	(15,102,623)	(5,157,616)	(3,032,453)	(1,509,910)	(24,802,602)
Expenses related to indirect sales and administrative expenses	(375,058,003)	(123,880,220)	(44,806,968)	(21,533,401)	(565,278,592)
Operating result	**34,532,834**	**23,814,091**	**(594,418)**	**(4,433,903)**	**53,318,604**
EBITDA* **	**50,508,479**	**26,818,723**	**1,000,095**	**-3,687,286**	**74,640,011**
EBITDA %	***12.4%***	***18.2%***	***2.3%***	***-21.9%***	***12.1%***
Financial result	(1,437,044)	(235,378)	(395,355)	(275,921)	(2,343,698)
Corporate tax	(4,625,092)	(4,012,327)	0	(46,388)	(8,683,806)
Net result	**28,470,698**	**19,566,386**	**(989,773)**	**(4,756,211)**	**42,291,100**

*The line includes the changes in stocks of finished goods and semi-finished products "Changes in stocks of finished goods and work in progress"
**The line also includes the gains or losses from the sale or revaluation of non-current assets, including investment property
*** EBITDA = Operating result + amortization and the adjustments for the impairment of non-current assets and provisions – Income from subsidies

4. REVENUE AND OPERATING SEGMENTS (continued)

31 December 2021	Installations and recycling	Compounds	Joinery profiles	Flexible packaging	Unallocated amount	Total
Assets						
Total assets, out of which	**413,482,964**	**67,066,630**	**44,052,372**	**76,520,918**	**278,569,327**	**879,692,211**
Non-current assets	188,691,657	24,004,135	22,153,456	53,035,979	8,373,402	**296,258,629**
Current assets	224,791,307	43,062,495	21,898,916	23,484,939	270,195,925	**583,433,582**
Liabilities						
Total liabilities, out of which:	**166,657,995**	**39,199,857**	**33,568,992**	**49,767,720**	**-**	**289,194,564**
Non-current liabilities	47,263,095	8,888,616	8,180,624	26,976,297	-	91,308,632
Current liabilities	119,394,900	30,311,241	25,388,368	22,791,423	-	197,885,932
Additions of fixed assets	69,670,639	1,880,704	224,821	49,274,976		121,051,139

The amounts presented above are net of the elimination of inter-segment transactions.

Unallocated non-current assets represent property leased to the buyer of the Joinery Profiles business for a period of one year and investment property.

Unallocated current assets represent the claim of TeraPlast over the company's shareholders further to the payment of dividends (July 2021) and the award of free shares (September 2021). The claim will be settled with the retained earnings after the GMS approves the annual financial statements (in April 2022), according to the regulations on quarterly dividends.

The additions of fixed assets refer mainly to the extension of the production and storage capacity for PVC pipes and fittings and equipment for the floor heating system.
The extrusion and manufacturing divisions in the flexible packaging plant were put into operation in December 2021. The equipment for the biodegradable compounds division will be put into operation in early 2022.

Apart from such investments that will enhance the production capacity in 2021 and will generate operating efficiency, the Group also invested in capital maintenance works.

3. REVENUE AND OPERATING SEGMENTS (continued)

Year ended 31 December 2020	**Installations and recycling**	**Compounds**	**Joinery profiles**	**Total**
Turnover	290,795,338	70,497,436	34,887,604	396,180,378
Other operating income	609,803	-	12,863	622,666
Income from subsidies	1,247,947	-	806,594	2,054,541
Operating income, total	**292,653,088**	**70,497,436**	**35,707,061**	**398,857,585**
Raw materials, consumables used and merchandise	(173,527,938)	(48,239,656)	(18,922,658)	(240,690,252)
Employee benefits expenses	(35,905,595)	(5,750,009)	(8,211,244)	(49,866,847)
Amortization and adjustments for the impairment of assets and provisions	(15,003,107)	(1,811,382)	(1,845,394)	(18,659,883)
Adjustments for the impairment of current assets	(1,730,820)	66,710	(7,102)	(1,671,212)
Sponsorships	(209,790)	-	(16,785)	(226,575)
Other expenses	(39,025,265)	(4,505,504)	(6,362,010)	(49,892,780)
Expenses related to indirect sales and administrative expenses	**(265,402,515)**	**(60,239,841)**	**(35,365,193)**	**(361,007,549)**
Operating result	**27,250,573**	**10,257,595**	**341,867**	**37,850,036**
EBITDA	**41,005,732**	**12,068,977**	**1,380,667**	**54,455,377**
EBITDA %	**14,1%**	**17,1%**	**4,0%**	**13,7%**

31 December 2020	**Installations and recycling**	**Compounds**	**Joinery profiles**	**Unallocated amounts**	**Total**
Assets					
Total assets, out of which	**259,199,090**	**42,820,105**	**39,907,981**	**30,682,530**	**372,609,705**
Non-current assets	127,844,037	21,038,771	25,624,927	-	174,507,735
Current assets	131,355,053	21,781,333	14,283,054	30,682,530	198,101,970
Liabilities					
Total liabilities, out of which:	**142,532,102**	**32,767,971**	**24,036,959**	**32,533,129**	**231,870,161**
Non-current liabilities	45,424,967	4,655,526	9,831,383	-	59,911,876
Current liabilities	97,107,135	28,112,445	14,205,576	32,533,129	171,958,285
Additions of fixed assets	26,123,358	2,963,233	726,817	-	29,813,408

EBITDA = Operating result + amortization and the adjustments for the impairment of non-current assets and provisions – Income from subsidies

The amounts disclosed are net of the inter-segment transactions write-off.

5. SUNDRY INCOME AND EXPENSES

Other operating income

	Year ended 31 December 2021	Year ended 31 December 2020
Compensations, fines and penalties	257,736	210,874
Other income	831,263	411,792
Total	**1,088,999**	**622,666**

Financial income and costs

	Year ended 31 December 2021	Year ended 31 December 2020
Interest expense	(2,975,775)	(4,929,578)
Interest income	1,394,218	2,130
Loss from foreign exchange differences, net	(1,207,342)	730,657
Dividend income	79,698	60,328
Other financial income/ expenses	365,503	(12,445)
Net financial loss	**(2,343,698)**	**(4,148,908)**

The Group did not capitalize any borrowing cost in 2021 and 2020 because the investments financed through bank debt were assets with long implementation period (construction, installation and commissioning).

Interest expense is for loans from banks which are measured at amortized cost.

Dividend income includes the dividends received from CERTIND in amount of RON 79,698 (2020: RON 60,328).

6. RAW MATERIALS, CONSUMABLES USED AND MERCHANDISE

	Year ended 31 December 2021	Year ended 31 December 2020
Raw materials expenses	357,408,718	188,487,324
Consumables expenses	23,016,839	17,720,262
Merchandise expenses	42,081,659	31,572,540
Packaging expenses	1,939,297	1,178,473
Total	**424,446,513**	**238,958,599**

7. GAINS AND LOSSES ON DISPOSAL OF FIXED ASSETS

	Year ended 31 December 2021	Year ended 31 December 2020
Income from the disposal of the tangible and intangible assets and investment property	2,574,012	7,807,120
Expenses with the disposal of tangible and intangible assets and investment property	(1,868,289)	(7,882,537)
Expenses with valuation of property, plant and equipment	(490,850)	-
Net gain / (loss) from the disposal of tangible and intangible assets	**214,873**	**(75,417)**
Income from the sale of investment property	-	3,060,060
Expenses with sale of investment property	-	(3,226,692)
Income from fair value measurement of investment property	669,035	-
Net gain / (loss) from the valuation/sale of investment property	**669,035**	**(166,632)**

In 2020, the Company sold the warehouse in Brașov.

8. EXPENSES WITH PROVISIONS, IMPAIRMENT ADJUSTMENTS AND AMORTIZATION

	Year ended 31 December 2021	Year ended 31 December 2020
(Expenses)/Income with/from non-current assets impairment (IAS 36)	(2,363,570)	(2,786,643)
Income from reversal of non-current assets impairment (IAS 36)	494,970	1,649,554
Amortization and depreciation expenses (Notes 11 and 12 (IAS 36)	(20,513,146)	(17,504,048)
Net adjustments for non-current assets impairment	**(22,381,746)**	**(18,641,137)**
Inventory impairment expenses (IAS 36)	(3,883,773)	(3,262,871)
Income from inventory impairment reversal (IAS 36)	4,886,934	3,893,323
Net adjustments for inventory impairment (Note 16)	**1,003,161**	**630,452**
Expenses with allowance for doubtful debts (IFRS 9)	(2,265,622)	(3,211,207)
Income from impairment reversal (IFRS 9)	4,943,543	1,846,150
Receivables charged to expenses (IFRS 9)	(3,166,607)	(936,607)
Net adjustments for doubtful debts (Note 17)	**(488,686)**	**(2,301,664)**
Provisions (IAS 36)	(2,578,311)	(9,419)
Revenues from provisions reversal / cancellation (IAS 36)	357,774	232,722
Net adjustments for provisions	**(2,220,537)**	**223,303**

8. EXPENSES WITH PROVISIONS, IMPAIRMENT ADJUSTMENTS AND AMORTIZATION (continued)

Impairment of non-current assets

The Group sets up impairment allowances for equipment that will no longer be used because it is damaged or obsolete. When this equipment is scrapped, recycled or sold, the impairment allowance is reversed.

Inventory impairment

Allowance are set up for inventory that was not used or sold during the last 12 months, finished goods for which the demand is decreasing, that are damaged or have quality issues. The cost of finished goods on stock as at quarter end is also compared to the expected selling price and an allowance is set up, if necessary, to adjust the cost to the lower net realizable value.

9. EMPLOYEE BENEFIT EXPENSES AND REMUNERATION OF THE BOARD OF ADMINISTRATION

	Year ended 31 December 2021	Year ended 31 December 2020
Wages	63,210,475	45,230,769
Contributions to the public social security fund	2,386,136	1,750,728
Meal tickets	3,678,290	2,885,350
Total, as presented on line "Employee benefit expenses"	**69,274,901**	**49,866,847**

Remuneration of the Board of Administration

The Chairman and the Members of the Board have a monthly net salary of EUR 2,000.

10. OTHER EXPENSES

	Year ended 31 December 2021	Year ended 31 December 2020
Expenses with third party services	11,981,323	11,721,611
Expenses with compensations, fines and penalties	44,782	190,380
Entertainment, promotion and advertising expenses	1,949,489	1,592,851
Other general expenses	1,273,761	538,802
Expenses with other taxes and duties	2,061,377	1,976,743
Repair expenses	3,378,232	2,653,379
Travelling expenses	762,193	396,842
Rent expenses	1,158,981	(13,848)
Mail and telecommunication expenses	417,316	344,751
Insurance premium expenses	1,775,148	1,231,103
Total	**24,802,602**	**20,632,614**

In 2020, Expenses with third party services include expenses with the sale of the Steel division in amount of RON 3,483,100. The Group also registered non-recurrent expenses with the 3 State aid projects, for which it concluded financing agreements.

11. INCOME TAX

The total expenses for the year may be reconciled with the accounting profit as follows:

	Year ended 31 December 2021	Year ended 31 December 2020
Profit before tax	**50,974,906**	**33,701,128**
Profit from sale of Steel and Joinery Profiles businesses	**189,249,012**	**-**
Income tax calculated (2020: 16%; 2019: 16%)	52,603,625	5,392,180
Elements similar to income	1,134,330	932,395
Deductions	(6,074,812)	(3,653,346)
Non-taxable income	(62,639,193)	(1,536,098)
Non-deductible expenses	23,836,701	5,162,911
Sponsorships, reinvested profit (tax credit)	(2,424,228)	(1,836,484)
Credit from tax loss used	(157,080)	(66,468)
Bonus as per GEO 33/2020	(797,780)	(395,796)
Total income tax at effective rate of 10.8% (2020: 16.4%)	**5,481,563**	**3,999,294**
Current income tax recognised in the statement of comprehensive income – expense	6,433,560	5,515,464
Deferred income tax – expense/ (benefit)	2,250,246	(1,516,170)
Total income tax - expenses	**8,683,806**	**3,999,294**

The tax rate applied for the reconciliation above for 2021 and 2020 is 16% and is paid by Romanian legal entities.

12. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Equipment and vehicles	Installations and furniture	Property, plant and equipment in progress	Total
COST/ NET VALUE						
Balance at 1 January 2021	**7,096,069**	**61,329,721**	**207,797,326**	**1,979,890**	**10,121,142**	**288,324,148**
Increases:	896,384	1,793,423	4,558,828	68,486	113,734,018	121,051,139
of which:						
Transfer of Somplast business line			1,161,530			1,161,530
Additions from acquisition of Somplast	2,139,000	5,573,531	13,119,436	207,720	7,154	21,046,841
Transfers to/ from non-current assets in progress	-	(1,388,448)	60,046,304	635,176	(59,293,032)	-
Accumulated depreciation of revalued property, plant and equipment		(12,044,434)				(12,044,434)
Revaluation increase /(decrease)	(139,839)	6,535,834				6,395,995
Transfers related to right-of-use			309,760			309,760
Disposals and other decreases	(321,016)	(495,804)	(9,156,855)	(332,928)	(1,185,336)	(11,491,939)
Balance at 31 December 2021	**9,670,598**	**61,303,823**	**277,836,329**	**2,558,344**	**63,383,946**	**414,753,040**
Balance at 1 January 2020	**14,127,564**	**123,158,231**	**310,466,655**	**3,263,853**	**11,960,673**	**462,976,976**
Increases:	827,754	20,281,221	5,823,301	1,037,969	41,122,389	69,092,634
of which:						
Transfers to/ from non-current assets in progress	-	838,559	20,821,416	414,498	(22,074,473)	-
Transfers related to right-of-use	-	-	259,096	-	-	259,096
Disposals and other decreases	(5,531,500)	(14,934,252)	(6,461,538)	(256,709)	(18,827,235)	(46,011,234)
Non-current assets related to Steel and Joinery Profiles businesses	(2,327,749)	(68,014,038)	(123,111,604)	(2,479,721)	(2,060,212)	(197,993,324)
Balance at 31 December 2020	**7,096,069**	**61,329,721**	**207,797,326**	**1,979,890**	**10,121,142**	**288,324,148**

12. PROPERTY, PLANT AND EQUIPMENT (continued)

	Land	Buildings	Equipment and vehicles	Installations and furniture	Property, plant and equipment in progress	Total
ACCUMULATED DEPRECIATION						
Balance at 1 January 2021	**1,381**	**9,998,752**	**111,808,743**	**1,029,150**	**1,255,176**	**124,093,202**
Depreciation during the year	346	3,594,274	16,968,565	243,276		20,806,461
Disposals and decreases		(16,570)	(7,688,626)	(535,941)		(8,241,137)
Impairment		(189,975)	(219,489)			(409,464)
Accumulated depreciation of revalued property, plant and equipment		(12,044,434)				(12,044,434)
Net transfers of right-of-use assets			(264,244)			(264,244)
Additions from acquisition of Somplast		1,410,543	10,881,254	207,145		12,498,942
FX differences						
Balance at 31 December 2021	**1,727**	**2,752,590**	**131,486,203**	**943,630**	**1,255,176**	**136,439,326**
Balance at 1 January 2020	**24,652**	**11,957,050**	**167,246,327**	**1,629,817**	**1,303,978**	**182,161,824**
Depreciation during the year– businesses that continue their activity within the Group (Note 8)	344	2,650,285	14,507,838	190,026	-	17,348,493
Depreciation during the year – Steel and Profiles (Note 28)	5,904	1,982,845	15,335,225	340,384	-	17,664,358
Disposals and decreases	(29,519)	(2,628,590)	(5,118,946)	(187,642)	-	(7,964,697)
Impairment	-	321,648	(1,922,399)	-	(48,802)	(1,649,553)
Transfers of right-of-use assets	-	-	142,502	-	-	142,502
Cumulated depreciation of non-current assets related to Steel and Joinery Profiles business	-	(4,284,486)	(78,381,804)	(943,435)	-	(83,609,725)
Balance at 31 December 2020	**1,381**	**9,998,752**	**111,808,743**	**1,029,150**	**1,255,176**	**124,093,202**
NET CARRYING AMOUNT						
Net carrying amount at 31 December 2021	**9,668,871**	**58,551,233**	**146,350,126**	**1,614,714**	**62,128,770**	**278,313,714**
Net carrying amount at 31 December 2020	**7,094,688**	**51,330,969**	**95,988,583**	**950,740**	**8,865,966**	**164,230,946**

13. INTANGIBLE ASSETS

	Goodwill	Licenses and other intangible assets	Intangible assets in progress	Total
Cost				
Balance at 1 January 2021	**-**	**7,178,916**	**199,572**	**7,378,488**
Increases		655,582	1,425,289	2,080,871
Transfers into / from tangible assets in progress		33,387	-33,387	-
Disposals/decreases		(10,919)	(140,735)	(151,654)
Increases from purchase of Somplast		155,392		155,392
Balance at 31 December 2021		**8,012,358**	**1,450,739**	**9,463,097**
Balance at 1 January 2020	**35,230,839**	**45,102,769**	**165,649**	**80,499,257**
Increases	291,876	600,700	43,111	935,687
Transfers into / from tangible assets in progress	-	5,868	(5,868)	-
Disposals and other decreases	-	(84,250)	(3,320)	(87,570)
Non-current assets related to Steel and Joinery Profiles businesses	(35,522,715)	(38,446,171)	-	(73,968,886)
Balance at 31 December 2020	**-**	**7,178,916**	**199,572**	**7,378,488**
Accumulated amortisation				
Balance at 1 January 2021	**-**	**6,266,302**	**-**	**6,266,302**
Amortization expense		729,121		729,121
Impairment		(39,051)		(39,051)
Decreases		(10,919)		(10,919)
Increases from purchase of Somplast		155,392		155,392
Balance at 31 December 2021		**7,100,844**		**7,100,844**
Balance at 1 January 2020	**25,204,000**	**11,341,747**	**-**	**36,545,747**
Amortization expense (Note 8)	-	1,292,644	-	1,292,644
Impairment	-	(39,051)	-	(39,051)
Decreases	-	(58,270)	-	(58,270)
Cumulated amortisation of non-current assets related to Steel and Joinery Profiles business (Note 28)	(25,204,000)	(6,270,768)	-	(31,474,768)
Balance at 31 December 2020	**-**	**6,266,302**	**-**	**6,266,302**
Net carrying amount				
At 31 December 2021		**911,513**	**1,450,739**	**2,362,252**
At 31 December 2020	**-**	**912,614**	**199,572**	**1,112,186**

14. RIGHT-OF-USE OVER LEASED ASSETS

The Group has right-of-use assets from rented buildings, warehouses and showrooms. The Group finances through lease agreements vehicles.
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Cost	Buildings	Equipment from operating leases	Vehicles and equipment from previous finance leases	Equipment	Total
Balance at 1 January 2021	**5,487,467**	**-**	**2,823,452**	**2,823,452**	**8,310,919**
Additions	6,367,130	2,095,544	2,719	2,718	8,465,393
Disposals	(3,238,810)		(363,985)	(363,985)	(3,602,795)
Balance at 31 December 2021	**8,615,787**	**2,095,544**	**2,462,186**	**2,462,186**	**13,173,517**
Amortisation					
Balance at 1 January 2021	**2,144,919**	**-**	**1,008,085**	**1,008,085**	**3,153,004**
Amortisation expenses (Note 8)	1,746,227	62,075	508,814	508,814	2,317,115
Decreases	(1,675,993)		(238,758)	(238,758)	(1,914,751)
Balance at 31 December 2021	**2,215,152**	**62,075**	**1,278,141**	**1,278,141**	**3,555,368**
Carrying amount at 1 January 2020	**3,342,548**	**-**	**1,815,367**	**1,815,367**	**5,157,915**
Carrying amount at 31 December 2021	**6,400,635**	**2,033,469**	**1,184,045**	**1,184,045**	**9,618,149**

The amount recognized in the statement of comprehensive income in respect of the right-of-use assets were:

	2021	2020
Amortization expense	2,317,115	1,116,869
Interest expense on lease liabilities	290,585	164,886

15. SUBSIDIARIES AND FINANCIAL INVESTMENTS

As at 31 December 2021 and 31 December 2020, the Company has the following investments:

Subsidiary	Country	Shareholding		Shareholding	31 December 2020
		%	LEI	%	LEI
Teraglass Bistrița SRL	Romania	100	3,468,340	100	50,000
TeraPlast Recycling SA	Romania	99	11,766,350	99	11,766,350
Somplast SA	Romania	70,8	4,897,400	-	-
TeraPlast Folii Biodegradabile SRL	Romania	100	10,100,000	100	100,000
		-	**30,232,090**	**-**	**11,916,350**

In 2020, the Company sold the Steel division to the Kingspan group, which resulted in a decrease in the investments held of RON 101,377,430 from TeraSteel Romania, Wetterbest, TeraSteel Serbia and TeraPlast Hungary:

The investment in the Steel division, the companies of which were sold in February 2021, is:

Subsidiary	Country	Shareholding	31 December 2020
		%	LEI
TeraSteel S.A. Bistrița	Romania	98.72	12,027,298
Wetterbest SA	Romania	99	81,114,597
TeraSteel DOO Serbia	Serbia	100	8,192,369
		-	**101,334,263**

The investment in the profile business sold in March 2021:

Subsidiary	Country	Shareholding	31 December 2020
		%	LEI
TeraPlast Ungaria	Hungary	100	43,167
		-	**43,167**

Other long-term equity investments
Details concerning other equity investments of Teraplast SA are the following:

Investment name	Country	Investment share	31 December 2021	Investment share	31 December 2020
		%	RON	%	RON
CERTIND SA	Romania	7.50	14,400	7.50	14,400
Partnership for sustainable development	Romania	7.14	1,000	7.14	1,000
ECOREP GROUP SA	Romania	0,1	100	-	-
		-	**15,500**	**-**	**15,400**

CERTIND is an independent certification body accredited by the Greek Accreditation Body – ESYD for the following certification services: certification of quality management systems according to ISO 9001, certification of environment management systems according to ISO 14001, certification of food safety management systems according to ISO 22000.

Teraplast SA did not undertake any obligations and did not make any payment on behalf of the entities in which it holds securities in the form of investments.

16. INVENTORIES

	Balance at 31 December 2021	Balance at 31 December 2020
Finished goods	46,701,636	23,248,828
Raw materials	59,191,087	29,437,932
Commodities	7,424,010	8,423,038
Consumables	5,298,998	3,313,139
Inventory items	311,334	316,062
Semi-finished goods	1,970,154	2,390,562
Residual products	718,238	460,074
Goods to be purchased	342,973	728,921
Packaging	625,210	235,467
Inventories – gross value	**122,583,640**	**68,554,024**
Value adjustments for raw materials and consumables	(1,535,640)	(1,460,849)
Value adjustments for finished products	(1,837,956)	(849,869)
Value adjustments for merchandise	(1,134,401)	(1,194,118)
Total value adjustments	**(4,507,997)**	**(3,504,836)**
Total inventories – net value	**118,075,643**	**65,049,188**

The value adjustments are made for all categories of inventory (see above), using both general methods and specific methods according to their age and analyses on the chances to use them in the future. The categories of inventories with the age of one year or above which did not have any movements in the past year are depreciated in full.

The Group's inventories are pledged in favour of financing banks.

17. TRADE AND OTHER RECEIVABLES

	Balance at 31 December 2021	Balance at 31 December 2020
Short-term receivables		
Trade receivables	106,034,597	66,079,006
Trade notes not exigible	43,856,350	28,865,223
Advances paid to suppliers of inventories and services	29,969,566	475,504
Advances paid to employees	2,365	128
Other receivables	8,257,254	3,988,805
Loss allowance	(16,550,843)	(18,206,973)
Balance at the end of the year	**171,569,289**	**81,201,693**

The changes in adjustment for impairment on doubtful receivables

	31 December 2021	31 December 2020
	RON	***RON***
Balance at the beginning of the year	**(18,206,973)**	**(26,038,861)**
Receivables written-off during the year	3,166,606	936,608
Impairment adjustment charged to statement of comprehensive income for trade receivables	(488,686)	(2,301,664)
Impairment adjustment for assets held for sale and discontinued operations		9,196,944
Receivables with transferred customers	(1,021,790)	
Balance at the end of year	**(16,550,843)**	**(18,206,973)**

When determining the recoverability of a receivable, the Group takes into consideration any change in the crediting quality of the concerned receivable starting with the credit granting date until the reporting date. The concentration of the credit risk is limited taking into consideration that the client base is large and they are not related to each other.

An allowance for impairment is recorded for the full amount of trade receivables overdue for more than 90 days.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default is based on the risk rating of each client obtained from independent parties, adjusted, if the case with forward-looking information as described above.
As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

The Group's receivables are pledged in full in favour of the financing banks.

18. INVESTMENT PROPERTY

At 31 December 2021 and 31 December 2020, TeraPlast holds 36 thousand sqm of land in Bistrița for value appreciation, classified as investment property. The production unit of TeraPlast used to be located on this land, before the Company moved to TeraPlast Industrial Park. The land has a fair value of RON 3,687 thousand.

In 2020, the investment located at Drumul Cetății Bistrița was sold, which generated a decrease of the Company's investment property by RON 3,227 thousand.

The Group carries its investment properties at fair value, with changes in fair value being recognized in the statement of profit or loss. Investment properties were revalued at 31 December 2021 by an external independent valuator. The valuation method used was the market comparison.

19. SHARE CAPITAL

	Balance at 31 December 2021	**Balance at 31 December 2020**
	RON	***RON***
Common shares paid in full	217,900,036	174,320,048

As at 31 December 2021, the value of the share capital subscribed and paid up of the Company included 2,179,000,358 (2020: 1,743,200,478) authorized shares, issued and paid in full, at a value RON 0.1/share and having a total nominal value of RON 217,900,036 (2020: RON 174,320,048). Common shares bear a vote each and give the right to dividends.

On 19.08.2021, the Financial Supervisory Authority issued Certificate for registration of securities, corresponding to the increase of share capital approved by the amount of RON 43,579,988, through the issuance of 435,799,880 new shares, at a nominal value of RON 0.1 /share.

On 10.07.2020, the Financial Supervisory Authority issued Certificate for registration of securities, corresponding to the increase of share capital approved by the amount of RON 40,539,546, through the issuance of 405,395,460 new shares, at a nominal value of RON 0.1 /share.

Out of the profit registered in March 2021, TeraPlast SA distributed a special dividend of RON 226,615,937 and granted a free share for every 4 shares held. The dividends were paid in July 2021. The share capital increase by RON 43,579,988 representing the free shares distributed, was done in August 2021.

In 2020, TeraPlast SA distributed dividends worth RON 45,323,187, based on the results at 30 September 2020, of which RON 14,640,657 from reserves and the remaining from the profit of January – September 2020. The dividends were paid in December 2020.

The RON 4.9 million is the fair value of the gains from the bargain purchase of the 70.8% ownership in Somplast SA. The report on the allocation of the purchase price was prepared by an independent valuer in compliance with IFRS 3 – Business combinations, according to which the purchaser must allocate the cost of the ownership purchased by recognising the acquiree's identifiable assets and liabilities at fair value at the purchase date. The fair value at 31 December 2020 of the net assets of Somplast was estimated at RON 13,734 thousand. The valuer estimated the value of the minority RON 4,010 thousand ownership using the pro rata allocation method of IFRS 3. Teraplast SA acquired the ownership at RON 4,897 thousand.

At 31 December 2021 and 31 December 2020, the revaluation reserves include the amounts representing the surplus from the revaluation of lands and buildings. The Group commissioned a revaluation of land and buildings at 31 December 2021.

Shareholding

	Balance at	**Balance at**

	31 December 2021		31 December 2020	
	Number of shares	**% ownership**	**Number of shares**	**% ownership**
Goia Dorel	1,020,429,614	46.83	816,343,691	46.83
FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.	261,832,007	12.02	212,147,484	12.17
FD DE PENS ADMIN PRIV AZT VIITORUL TAU/ALLIIANZ PP	135,167,485	6.2	108,133,988	6.2
LCS IMOBILIAR SA	78,628,275	3.6	62,902,621	3.61
Other natural and legal persons	682,942,977	31.34	501,140,484	28.75
Total	**2,179,000,358**	**100**	**1,743,200,478**	**100**

20. EMPLOYEE BENEFIT LIABILITIES AND PROVISIONS

The Group grants its employees a retirement benefit according to the seniority within the Group when they turn the retirement age of 65 for men and of 61 for women.

The provision represents the present value of the retirement benefit as calculated on an actuarial basis.

	Short-term		Long-term	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Employee benefits		-	1,915,984	1,321,041
Provisions for risks and charges	2,188,761	563,170		-
Total	**2,188,761**	**563,170**	**1,915,584**	**1,321,041**

Long-term employee benefits	**Financial year ended 31 December 2021**
Opening balance	1,321,041
Movements	594,943
Closing balance	**1,915,584**

Teraplast SA has set provisions for sundry expenses related to environmental protection and tax liabilities, being probable that certain obligations generated by prior events of the entity would determine an outflow of resources.

The Group has established a benefits plan through which employees are entitled to receive retirement benefits based on their seniority in the Group, upon reaching retirement age. There are no other post-retirement benefits for employees. The provision represents the current value of the retirement benefit liability calculated on an actuarial basis.

The latest actuarial valuations were performed on 31 December 2021 by Mr. Silviu Matei, a member of the Romanian Actuaries Institute.

The current value of the defined benefit liabilities and the current and past cost of the related services were measured using the projected credit unit method.

21. TRADE AND OTHER PAYABLES

	Balance at 31 December 2021	Balance at 31 December 2020
Trade payables	75,160,166	48,506,108
Trade notes payable	3,902,457	535,957
Liabilities from the purchase of non-current assets	16,771,308	11,534,913
Other current payables	15,566,474	13,572,034
Advance payments from clients	1,467,472	1,564,957
Total	**112,867,877**	**75,713,969**

Contractual liabilities reflect the Company's obligation of transferring goods or services to a client from which it has received the counter value of the good/service or from which the amount due is outstanding.

Non-current liabilities from the assets, in amount of RON 9,012,910 at 31 December 2021 (31 December 2020: RON 9,376,689) represents the debt to E.On for the solar cells.

OTHER CURRENT LIABILIITES

	Balance at 31 December 2021	Balance at 31 December 2020
Salary-related payables to employees and social security payables	11,736,284	6,566,338
VAT payable	2,035,400	1,398,995
Unclaimed employee rights	587	72,778
Other creditors	594,553	1,297,178
Commercial guarantees received	339,980	978,978
Other taxes payable	814,120	2,125,656
Dividends payable	45,500	1,132,111
Total	**15,566,474**	**13,572,034**

22. LOANS FROM BANKS

Teraplast SA

Financing bank	Type of financing	Origination date	Balance at 31 December 2020	Balance at 31 December 2021	Short term at 31 December 2021	Long term at 31 December 2021	Period
Banca Transilvania	Working capital	07.06.2017	30,569,874*	31,092,264	31,092,264	-	12 MONTHS
BCR	Working capital	28.08.2020	-	12,594,456	12,594,456	-	12 MONTHS
Banca Transilvania	Investments	20.04.2017	7,412,233	5,416,924	2,240,253	3,176,671	84 MONTHS
Banca Transilvania	Investments	07.06.2017	18,800,000	-	-	-	84 MONTHS
Banca Transilvania	Investments	24.07.2017	1,634,118	544,706	544,706	-	60 MONTHS
Banca Transilvania	Investments	31.07.2017	3,565,609	1,188,536	1,188,536	-	60 MONTHS
Banca Transilvania	Investments	07.11.2017	3,000,000	1,500,000	1,500,000	-	60 MONTHS
Banca Transilvania	Investments	04.04.2018	4,138,362	-	-	-	72 MONTHS
Banca Transilvania	Investments	07.03.2019	8,576,679	6,126,200	2,450,480	3,675,720	60 MONTHS
Banca Transilvania	Investments	05.12.2019	9,594,767	-	-	-	60 MONTHS
Banca Transilvania	Investments	30.03.2020	9,210,915	6,754,670	2,456,244	4,298,427	60 MONTHS
Banca Transilvania	Investments	23.12.2020	20,000,000	-	-	-	12 MONTHS
Banca Transilvania	Investments	23.12.2020	2,222,900	7,769,410	1,828,096	5,941,313	72 MONTHS
Banca Transilvania	Investments	23.12.2020	2,778,626	-	-	-	12 MONTHS
TOTAL			**121,504,083**	**72,987,166**	**55,895,035**	**17,092,131**	

** Includes the amount of RON 8,389,451 for the Joinery Profiles segment.*

22. LOANS FROM BANKS (continued)

Teraglass Bistrita SRL

Financing bank	Type of financing	Origination date	Balance at 31 December 2020	Balance at 31 December 2021	Short term at 31 December 2021	Long term at 31 December 2021	Period
Banca Transilvania	Investments	07.12.2017	354,583	183,753	183,753	-	60 MONTHS
Banca Transilvania	Investments	08.03.2019	4,180,392	3,486,458	765,260	2,721,198	60 MONTHS
Banca Transilvania	Working capital	14.05.2019	3,664,072	-	-	-	12 MONTHS
Banca Transilvania	Working capital	08.07.2020	-	9,828,600	9,828,600	-	12 MONTHS
BCR Bank	Working capital	23.12.2020	6,330,193	4,875,585	4,875,585	-	12 MONTHS
TOTAL			**14,529,240**	**18,374,396**	**15,653,198**	**2,721,198**	

The stocks, receivables and cash of the Group are pledged in favour of financing banks, as well as a part of the Group's non-current assets.

TeraBio Pack S.R.L.

Financing bank	Type of financing	Origination date	Balance at 31 December 2020	Balance at 31 December 2021	Short term at 31 December 2021	Long term at 31 December 2021	Period
BCR	Investments	29.04.2021	-	19,664,034	-	19,664,034	60 MONTHS
BCR	Investments	29.04.2021	-	9,088,008	9,088,008	-	12 MONTHS
BCR	Working capital	29.11.2021	-	2,843,554	2,843,554	-	12 MONTHS
BCR	Working capital	29.11.2021	-	2,495,336	2,495,336	-	12 MONTHS
TOTAL			**-**	**34,090,932**	**14,426,898**	**19,664,034**	

Somplast S.A.

Financing bank	Type of financing	Origination date	Balance at 31 December 2020	Balance at 31 December 2021	Short term at 31 December 2021	Long term at 31 December 2021	Period
Banca Transilvania	Working capital	08.07.2021	-	537,262	537,262	-	12 MONTHS

22. LOANS FROM BANKS (continued)

The financing facilities for working capital contracted for 12-month periods will be extended in 2022.

The Group's companies agreed with the financing banks upon the fulfillment of certain financial covenants, calculated on the consolidated financial statements of the group, namely gearing ratio, liquidity, debt service coverage ratio and share of equity in total assets.

At 31 December 2021 and 2020 the Group complied with such financial covenants and there were not cases of default in the financing agreements.

23. LEASE LIABILITIES

Lease contracts as recognised under IFRS 16 for the financial year ended:

	Minimum lease payments	
	31 December 2021	**31 December 2020**
Present value of minimum lease payments		
Amounts payable in one year	2,074,305	1,261,591
More than one year but less than five years	7,470,920	2,829,732
Total lease liabilities	**9,545,225**	**4,091,323**
Of which, liabilities with right-of-use assets		
Amounts payable in one year	**2,031,337**	**867,450**
More than one year but less than five years	**6,517,775**	**2,204,774**
Total liabilities with right-of-use assets	**8,549,112**	**3,072,224**

24. FINANCIAL INSTRUMENTS

In the normal course of business, the Group has exposure to a variety of financial risks, including foreign currency risk, interest rate risk, liquidity risk and credit risk, market risk, geographic risk, but also operating risks and legal risks. The Group's focus is to understand these risks and to put in place policies that minimise the economic impact of an adverse event on the Group's performance. Meetings are held on a regular basis to review the result of the risk assessment, approve recommended risk management strategies and monitor the effectiveness of such policies.

The main objectives of the financial risk management activity are to determine the risk limits and then to ensure that the exposure to risks is maintained between these limits. The management of operating and legal risks is aimed at guaranteeing the good functioning of the internal policies and procedures for minimizing operating and legal risks.

The Group measures trade receivable and other financial assets at amortized cost.

Financial assets	**Amortised cost 31 December 2021**	**Amortised cost 31 December 2020**
Non-current		
Long-term receivables	1,593,212	304,521
Investment of shares in Somplast SA	-	4,879,400
Other financial instruments stated at amortised cost	15,500	15,400
Current		
Trade receivables	457,030,697	115,859,276

Petty cash	7,712,109	16,620,936
Advances	615,133	572,570

24. FINANCIAL INSTRUMENTS (continued)

(a) Capital risk management

The Group manages its capital to ensure that the entities within the Group will be able to continue their activity at the same time as maximizing income for shareholders, by optimizing the balance of debts and equity.

The capital structure of the Group consists of debts, which include loans, cash and cash equivalents and equity attributable to the holders of equity of the parent Group. Equity includes share capital, reserves and retained earnings.

The Group's risk management also includes a regular analysis of the capital structure. As part of this analysis, management considers the cost of capital and the risks associated with each class of capital. Based on management's recommendations, the Group may balance its general capital structure by paying dividends, issuing new shares and repurchasing shares, as well as by contracting new debts or settling existing debts.

Like other industry representatives, the Group monitors capital based on the gearing ratio. This ratio is calculated as the net debt divided by total capital. Net debt represents total loans (including long-term and short-term loans, as shown in the balance sheet), less cash and cash equivalents. Total capital represents "equity" as presented in the consolidated balance sheet plus net debt.

The gearing ratio for the financial years ended 31 December 2021 and 2020 was as follows:

	2021	**2020**
Bank loans and finance lease liabilities (notes 22 and 23)	135,534,984	131,735,195
Less cash and cash equivalents	(7,712,109)	(16,620,936)
Net debt	**127,822,875**	**115,114,259**
Total equity	**591,530,924**	**334,198,504**
Total capital and net debt	**719,353,799**	**449,312,763**
Gearing ratio	**18%**	**26%**

(b) Main accounting policies

Details of the main accounting policies and methods adopted, including the recognition criteria, the basis for measurement and the basis for recognizing income and expenses, for each class of financial assets, financial liabilities and equity instruments are set out in Note 2 to the financial statements.

(c) Objectives of financial risk management

The Group's treasury department provides the necessary services to the business, coordinates access to the national financial market, monitors and manages the financial risks related to the Group's operations through internal risk reports, which analyze the exposure by the degree and size of the risks.

These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

(d) Market risk

The Group's activities primarily expose it to financial risks related to exchange rate fluctuations (see letter (d) below) and interest rates (see letter [f] below).

The Group's management continuously monitors its exposure to risks. However, the use of this approach does not protect the Group from incurring losses outside the foreseeable limits in the event of significant fluctuations in the market. There has been no change from the previous year in the Group's exposure to market risks or in the way the Group manages and measures its risks.

24. FINANCIAL INSTRUMENTS (continued)

(e) Currency risk management

There are two types of foreign exchange risks to which the Group is exposed, namely transaction risk and conversion risk. The objective of the Group's foreign exchange risk management strategy is to manage and control market risk exposures within acceptable parameters.

	TOTAL	
Profit or (loss)	**(3,490,772)**	**3,490,772**

Transaction risk

This risk arises from the fact that business units have entry costs or sales in currencies other than their functional currencies. In addition, if operating entities hold year-end monetary assets and liabilities denominated in a currency other than their functional currency, their conversion at year-end exchange rates into the functional currency will give rise to foreign exchange gains and losses. Exchange rate exposures are managed according to approved policies.

Over 85% of the Group's sales are in Romania, in lei. Sales abroad are mainly with payment on delivery. Thus, the Group's exposure to the exchange rate, as a result of transactions with customers abroad, is insignificant.

Translation risk

This is due to the fact that the Group has operations whose functional currency is not RON, the Group's presentation currency. Exchange rate changes between the reporting currencies of these transactions and RON have an impact on the Group's consolidated reported result.

(f) Interest rate risk management

The Group's interest-bearing assets, income and cash flows from operating activities are exposed to fluctuations in market interest rates. The Group's interest rate risk arises from its bank loans. The Group did not resort to any hedging operations in order to reduce its exposure to interest rate risk.

The Group continuously monitors its exposure to interest rate risk. This includes simulating various scenarios, including refinancing, updating existing positions, financing alternatives. Based on these scenarios, the Group estimates the potential impact on the profit and loss account of defined interest rate fluctuations. In each simulation, the same interest rate fluctuation is used for all currencies. These scenarios are prepared only for debts that represent the main interest-bearing positions.

The Group is exposed to interest rate risk, given that the entities within the Group lend funds at both fixed and variable interest rates. The risk is managed by the Group by maintaining an optimal balance between fixed rate and variable rate loans.

(g) Other price risks

The Group is not exposed to equity price risks from equity investments. Financial investments are held for strategic rather than commercial purposes and are not significant. The Group does not actively trade these investments.

(h) Credit risk management

The Group has adopted a policy of conducting transactions only with trusted parties, which have been assessed in terms of credit quality, taking into account their financial position, past experience, and other factors, and, in addition, of obtaining collateral or advances, where appropriate, as a means of reducing the risk of financial loss from breach of contract. The Group's exposure and the credit ratings of third-party contractors are monitored by management.

The Group's maximum exposure to credit risk is the carrying amount of each financial asset. Credit risk refers to the risk that a third party will default on its contractual obligations, thereby causing financial losses to the Group.

24. FINANCIAL INSTRUMENTS (continued)

(h) Credit risk management (continued)

Trade receivables come from a large number of customers, from various industries and geographical areas. The permanent evaluation of the credits is carried out in relation to the financial condition of the clients and, when the case, credit insurance is made.

The Group has policies that limit the amount of exposure for any financial institution.

The carrying amount of receivables, net of the provision for receivables, plus cash and cash equivalents, is the maximum amount exposed to credit risk. Although the collection of receivables could be influenced by economic factors, management considered that there was no significant risk of losses for the Group, beyond the provisions already recorded.

The Group considers exposure to credit risk to its counterparty or group of counterparties with similar characteristics, by analyzing receivables individually and making impairment allowances. The Group has over four thousand customers in 2021, with the highest exposure on a client of maximum 7% (2020: 5%).

(i) Liquidity risk management

The Group manages liquidity risks by maintaining adequate reserves, banking facilities and reserve lending facilities, by continuously monitoring real cash flows and by matching maturity profiles of financial assets and liabilities. Each Group company prepares annual and short-term cash flows (weekly, monthly and quarterly). Working capital financing needs are determined and contracted on the basis of budgeted cash flows. Investment projects are only approved with a concrete financing plan.

(j) Fair value of financial instruments

Financial instruments presented in the statement of financial position include trade and other receivables, cash and cash equivalents, short-term and long-term borrowings and other liabilities. The carrying amounts represent the Group's maximum exposure to credit risk related to existing receivables.

Financial liabilities are measured at carrying amount, which is an approximate amount of their fair value, due to the fact that the liabilities are at variable interest rates and there are no significant initial fees and costs amortized over time.

Analysis of trade receivables and trade notes:	**Balance at 31 December 2021** ***RON***
Not payable	406,672,975
Overdue, but not impaired	51,950,931
Fully impaired and provisioned	16,550,843
Total	**475,174,748**
Overdue, but not impaired	
up to 3 months	7,048,811
3 - 6 months	8,844,015
6 - 9 months	7,690,613
over 9 months	1,395,230
Total	**51,950,931**
Fully impaired and provisioned	
up to 6 months	1,714,056
6 - 12 months	917,623
over 12 months	13,919,164
	16,550,843

Total	

24. FINANCIAL INSTRUMENTS (continued)

Tables regarding liquidity and interest rate risks

The tables below detail the periods remaining until the maturity of the Group's financial liabilities.

The tables have been prepared on the basis of undiscounted cash flows from financial liabilities at the earliest possible date when the Group may be required to pay. The table includes both interest and capital flows.

2021	**Less than 1 month**	**1-3 months**	**3 months - 1 year**	**1-3 years**	**3 - 5 years**	**More than 5 years**	**Total**
Not interest-bearing							
Trade and other payables	(41,628,720)	(59,965,038)	(2,261,209)	(2,349,792)	(2,349,792)	(4,313,326)	(112,867,878)
Interest bearing instruments							
Long- and short-term borrowings	(3,376,328)	(3,997,203)	(81,636,101)	(28,559,864)	(11,910,072)	(6,055,411)	(135,534,980)
Future interest	(84,676)	(351,809)	(808,136)	(1,091,179)	(162,539)	(13,662)	(2,512,002)
Not interest-bearing instruments							
Cash and cash equivalents	7,712,109						7,712,109
Receivables	115,848,140	336,877,248	4,305,310	841,805	273,239	478,167	458,623,908

2020	**Less than 1 month**	**1-3 months**	**3 months - 1 year**	**1-3 years**	**3 - 5 years**	**More than 5 years**	**Total**
Not interest-bearing							
Trade and other payables	(30,723,353)	(29,420,022)	(6,193,905)	(2,184,840)	(2,184,840)	(5,007,009)	(75,713,969)
Interest bearing instruments							
Long- and short-term borrowings	(50,782,411)	(48,082,732)	(2,890,783)	(22,615,627)	(6,884,871)	(478,769)	(131,735,195)
Future interest	(154,193)	(511,217)	(372,911)	(3,143,865)	(1,842,849)	(2,830)	(6,027,864)
Not interest-bearing instruments							
Cash and cash equivalents	16,620,936	-	-	-	-	-	29,472,745
Receivables	40,888,327	40,584,58	34,386,361	-	-	-	115,859,2

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24. FINANCIAL INSTRUMENTS (continued)

Under the item Cash outflows, net, for periods of less than 1 month, the Group presented the lines of credit, which are, by nature, short-term. However, the credit lines are revolving on a daily basis and have been renewed on an yearly basis. The Group has no constraints on repaying credit lines within a month and is confident that they will continue to be used. Thus, the Group is confident that it will remain solvent and will be able to pay its debts on time.

25. RELATED PARTY TRANSACTIONS

The related and affiliated entities of the Company are as follows:

31 December 2021

Subsidiaries

- Teraglass Bistrita SRL
- TeraPlast Recycling SA
- TeraPlast Folii Biodegradabile Srl
- Somplast SA

Related parties (common shareholding/decision-makers)

- ACI Cluj SA Romania
- Ditovis Impex SRL Romania
- Hermes SA Romania
- INFO SPORT SRL
- ISCHIA ACTIVHOLDING SRL
- ISCHIA INVEST SRL
- LA CASA RISTORANTE PIZZERIA PANE DOLCE SRL
- NEW CROCO PIZZERIE SRL
- Parc SA
- Primcom SA
- Sens Unic Imobiliare SRL
- Alpha Quest Tech SRL
- Banca Romaneasca SA
- Bittnet Systems SA
- Compa SA
- Magazin Universal Maramures SA
- LCS Imobiliar SA

The transactions between the parent and its subsidiaries, Group affiliates were eliminated from the consolidation.
In 2021 and 2020, the Group did not enter into significant transactions with related parties.

26. CASH AND CASH EQUIVALENTS

Cash

For cash flow statement purposes, the cash include cash on hand and in current bank accounts. The carrying amount of these assets is approximately equal to their fair value.

Cash and cash equivalents at financial year end, as disclosed on the cash flow statement, may be reconciled with the items related to the accounting balance sheet, as follows:

	31 December 2021	31 December 2020
	RON	***RON***
Cash in bank accounts	7,406,650	16,446,405
Cash in transit	180,652	-
Cash on hand	30,010	111,019
Cash in bank accounts, restricted	94,797	63,512
Total	**7,712,109**	**16,620,936**

The Group's available cash is pledged in full in favour of financing banks.

27. SUBSIDIES FOR INVESTMENTS

Subsidies for investments refer to non-reimbursable funds for investments made by TeraPlast SA and TeraGlass SRL, TeraBio Pack SRL and Somplast SA for production equipment and personal protective equipment. There are no unfulfilled conditions or other contingencies associated with such subsidies.

	2021	2020
At 1 January	**19,887,503**	**17,250,166**
Additions of subsidies	16,659,942	10,043,865
Transferred to statement of comprehensive income	(2,379,400)	(2,054,541)
Transferred to assets held for sale		(5,351,987)
Outstanding, Somplast SA	215,610	
At 31 December	**34,383,655**	**19,887,503**
Current	2,554,125	2,051,447
Non-current	31,829,530	17,836,056

The value of outstanding subsidies is recognised as deferred income in the balance sheet and transferred to the statement of comprehensive income on a systematic basis, throughout the lifetime of the related assets.

28. COMMITMENTS AND CONTINGENT LIABILITIES

TeraPlast SA

Unused credit facilities

At December 31, 2021, the Company has unused credit facilities of RON 10,313,280 (31 December 2020: RON 40,930,126) and unused investment loans in amount of RON 70,230,590 (31 December 2020: RON 28,581,216),

Guarantees for bank loans

At 31 December 2021, tangible assets and investment properties with a net book value of RON 51,411,457 (December 31, 2019: RON 55,273,234) constitute collateral for loans and credit lines. For loans from banks, the Company guaranteed all present and future cash, all present and future stocks of goods and products and assigned present and future receivables, as well as their accessories, from current and future contracts with customers, which act as assigned debtors. Also, the Company assigned the rights resulting from the issued insurance policies having as object the properties and the movable goods brought as collateral.

State aid for investments in the production of fireproof compounds and interior sewage systems

In November 2018, the company signed a financing agreement for an investment project of RON 28,987 thousand, within the State aid scheme for stimulating investments with major impact on the economy, 50% of the project value being financed from State aid. The project of TeraPlast SA aims to create a new product in the field of compounds and equip a line that will allow the extension of the production capacity of polypropylene systems. The State aid in amount of RON 14.43 million was fully received during 2019 – 2020.

State aid to enhance the production capacity for sewage, water and gas installations

Increase of production capacity for PVC pipes and fittings
In November 2020, the company signed a financing agreement for an investment project of RON 38,165,486, within the State aid scheme for stimulating investments with major impact on the economy, 50% of the project value being financed from State aid. The project of TeraPlast SA aims to expand the production capacity within the existing site for certain categories of products in the current manufacturing of the company, namely fittings (PP and PVC), PE pipes and PVC pipes, by making investments in tangible assets (construction of new buildings and purchase of facilities, machinery and equipment), located in the same perimeter, as a result of which 45 new jobs will be created.

On 23 December 2020, the Company contracted a loan in amount of RON 19,082,743 from Banca Transilvania in order to support the investments undertaken under the State aid scheme for stimulating investments with major impact on the economy, for which TeraPlast SA received the financing agreement in November 2020.
At 31 December 2021, the balance of the investment loan is RON 7,769,409.
A reimbursement application for the amount of RON 8,967,835 was filed, which was received on 21 December 2021. The application for reimbursement of the remaining amount will be filed in March 2022.

Polyethylene installations plant
In December 2020, the company signed a financing agreement for an investment project of RON 47,936,892, within the State aid scheme for stimulating investments with major impact on the economy, 50% of the project value being financed from State aid. The project of TeraPlast SA aims to start a new production unit for the manufacture of plastic products on the product segments representing PE pipes and rotationally moulded products (PE), by making investments in tangible assets (construction of new buildings and purchase of facilities, machinery and equipment), located in the same perimeter, as a result of which 80 new jobs will be created.

On 15 March 2021, the Company contracted a loan of RON 23,968,446 from Banca Transilvania in order to support the investments it undertook under the State Aid Scheme to stimulate investments with major impact on the economy, for which TeraPlast SA received the financing agreement in December 2020. No amounts were drawn from this loan at the date of these financial statements, nor were any applications for reimbursement filed because the Company has not put into operation the facility or the equipment involved in this project. The plan will be put into operation in Q1 2022.

28. COMMITMENTS AND CONTINGENT LIABILITIES (continued)

Teraglass Bistrita SRL

At 31 December 2021, the Company has unused credit facilities, amounting to RON 2,295,815 (December 31, 2020: RON 1,335,928).

State aid for extension of production capacity

In November 2018, the company signed a financing agreement for an investment project of RON 16,057 thousand, within the State aid scheme for stimulating investments with major impact on the economy, 50% of the project value being financed from State aid. The project of Teraglass Bistrita SRL aims to create a new, fully automated flow for the production of PVC windows and doors, a process that will contribute both to increasing production capacity and labour productivity, and to meeting rising demand.

At 31 December 2020, the State aid amounting to RON 7.66 million was received in full.

TeraBio Pack

Unused credit facilities

At 31 December 2021, the Company registers unused credit facilities in amount of RON 9,661,109.

State aid for production unit for biodegradable flexible packaging

In December 2020, the Company signed a financing agreement for an investment project in amount of RON 56,411,720 within the State aid scheme for stimulating investments with major impact on the economy, of which RON 28.2 million of the project worth is financed through State aid. The investment project involves both the purchase of state-of-the-art production equipment, and the construction of new facilities. The investment was commissioned in December 2021.

The biodegradable sacks and bags produced by TeraBio Pack are at least 90% biodegradable and are "OK Compost" certified according to SR EN 13432. The development of this production unit for biodegradable materials translated into responsible and sustainable operations and Law 181 of 19 August 2020 on the management of composable non-hazardous waste, which became effective on 20 February 2021, provides that biodegradable sacks be used also in households.

The technological flow also includes equipment for the recycling of waste resulting from own production and their reintroduction in the production process. The project created 93 new jobs.

On 15 June 2021, the Company contracted a loan in amount of EUR 12,700,000 from BCR in order to support this investment.

At the date of these financial statements, the Company filed a reimbursement application for the amount of RON 7,692,105, collected on 28 December 2021.

Somplast

It has a credit line of RON 3,000,000 from Banca Transilvania, of which RON 2,462,739 is not used at 31 December 2021.

Potential tax liabilities

In Romania, there are several agencies authorized to perform controls (audits). These controls are similar in nature to the tax inspections performed by the tax authorities in many countries, but they may cover not only tax matters, but also legal and regulatory matters, the concerned agency may be interested in. The Group companies are likely to be occasionally subject to such controls for breaches or alleged breaches of the new and existing laws and regulations. Although the Group may challenge the alleged breaches and related penalties when the management considers they are entitled to take such action, the adoption or implementation of laws and regulations in Romania could have a significant impact on the Group. The Romanian tax system is under continuous development, being subject to constant interpretations and changes, sometimes retrospectively applied. The statute of limitation for tax periods is 5 years.

The Group administrators are of the view that the tax liabilities of the Group have been calculated and recorded according to the legal provisions.

28. COMMITMENTS AND CONTINGENT LIABILITIES (continued)

Environmental matters

The main activity of the group companies have inherent effects on the environment. The environmental effects of the companies' activities are monitored by the local authorities and by the management. The group companies permanently aim at complying with the environmental obligations. As a result, no provisions were set for any kind of potential obligations currently unquantifiable in relation to environmental matters or actions for their remedy.

Transfer pricing

The Romanian fiscal legislation includes the "arm's length" principle, according to which inter-company transactions should be performed at market value. Local taxpayers that perform inter-company transactions should prepare and submit the transfer pricing file with the Romanian tax authorities, upon written request of the latter. Failure to submit the transfer pricing documentation file or submission of an incomplete file may lead to penalties for non-compliance; in addition to the contents of the transfer pricing documentation file, the tax authorities may interpret the transactions and circumstances in a manner different than that of the company and, as a result, they may determine additional fiscal obligations resulting from transfer pricing adjustments. The Group management considers they will not record losses in the case of a fiscal review of transfer pricing. However, the impact of a different interpretation from the tax authorities cannot be reliably measured. It could be significant for the Group's financial position and / or operations.

29. NET PROFIT FROM SALE OF STEEL AND JOINERY PROFILES DIVISIONS

Sale of Steel division	
Transaction price	375,483,190
Net asset of Steel division at 31 December 2020	(185,856,808)
Profit from sale of Steel division	**189,626,382**
Sale of Joinery Profiles division	
Price of sale of TeraPlast ownership in subsidiary TeraPlast Hungary	40,038
Net asset of TeraPlast Hungary at transfer date	(435,046)
Loss on sale of TeraPlast Hungary	**(395,008)**
Net profit from sale of Joinery Profiles business, segment of TeraPlast SA	17,637
Net loss on sale of Joinery Profiles division	**(377,371)**
Net profit from sale of businesses	**189,249,012**

30. COMMERCIAL IMPACT OF THE SPREAD OF CORONAVIRUS

In 2021 and 2020, the Group's results were not affected by the pandemic. The rapid spread of the Covid-19 virus and its social and economic impact in Romania and globally may generate assumptions and estimates that require reanalysis that may lead to adjustments in the carrying amount of assets and liabilities in the next financial year.

All production units of the Group operated at normal capacity.

The additional risks identified at this time are the continuity of supply of raw materials and the availability of staff. The Group has alternative suppliers for all raw materials to make sure it will not run out of supplies.

There are strict sanitary measures to ensure the safety of the staff and some of the Group's employees work from home, by rotation.

Moreover, the Group is in constant contact with its customers in Romania and abroad and has no indication that, in the short term, the demand for TeraPlast Group products could be significantly affected.

The Group has business continuity plans, which have been updated to address the current situation. In addition, an analysis committee has been set up to monitor developments and implement new measures, if necessary. The members of the Committee are representatives of the Board of Administration and the senior management of the Group.

28. SUBSEQUENT EVENTS

The ongoing military operation in Ukraine and the related sanctions targeted against the Russian Federation may have impact on the European economies and globally. The Company does not have any significant direct exposure to Ukraine, Russia or Belarus. However, the impact on the general economic situation may require revisions of certain assumptions and estimates. This may lead to material adjustments to the carrying value of certain assets and liabilities within the next financial year. At this stage management estimates that the war does not have an impact on the financial statements.

As events are unfolding on a daily basis, the longer-term impact may also affect trading volumes, cash flows and profitability. Nevertheless, at the date of these financial statements the Company continues to meet its obligations as they fall due and therefore continues to apply the going concern basis of preparation.

Declaration of management

We confirm to the best of our knowledge that the preliminary and unaudited financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the Group as required by the applicable accounting standards and that the consolidated financial statements of the TeraPlast Group give a true and fair view of the development and performance of the business and the position of the Group together with a description of the principal risks and uncertainties that the Group faces.

Approved:

24 March 2022
Board of Administration

ALEXANDRU STANEAN	**IOANA BIRTA**
CEO	CFO

The report of the Board of Administration on the consolidated financial statements of TeraPlast Group, prepared in accordance with International Financial Reporting Standards ("IFRS)

Registered office: Sieu-Magherus commune, Saratel village, Calea Teraplast, nr 1, Bistrita-Nasaud

Tax reference code: 3094980

Registration number in the Trade Register: J06/735/1992

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

Subscribed and paid-up share capital: RON 217,900,035.80

Securities issued by the Company: 2,179,000,358 shares, with a nominal value of RON 0.1/share.

The Board of Administration of TeraPlast SA, appointed by the General Meeting of Shareholders, has elaborated, for the financial year 2021, this report on the balance sheet, income statement, the statement of changes in equity, the cash flow statement, the accounting policies and explanatory notes included in the financial statements for 2021.

The financial statements for 2021, presented together with the Auditor's Report and this Administrators' Report and refer to:

Equity	**RON 591,531 thousand**
Turnover	**RON 615,111 thousand**
Net result of the year – profit	**RON 231,540 thousand**

The consolidated financial statements were prepared in accordance with:

(i) Accounting Law 82/1991 republished in June 2008 ("Law 82")
(ii) Ministry of Public Finance Order no. 2844/2016 for the approval of accounting regulations in accordance with International Financial Reporting Standards

The consolidated financial statements include the financial statements of the parent company, subsidiaries and jointly controlled entities. Control is obtained when the company has the power to control the financial and operational policies of an entity in order to obtain benefits from its activity.

Where necessary, adjustments were made to the financial statements of the subsidiaries in order to bring the accounting policies in line with those of the Group.

All intra-group transactions, income and expenses are eliminated in consolidation. Non-controlling interests in the assets (excluding goodwill) of the consolidated subsidiaries are identified separately from the Group's equity. The non-controlling interests represent the value of these interests at the initial combination of companies and the share held by non-controlling interests in the changes in equity starting with the combination date.

The consolidated financial statements were audited by the independent auditor Deloitte, which issued an unqualified opinion.

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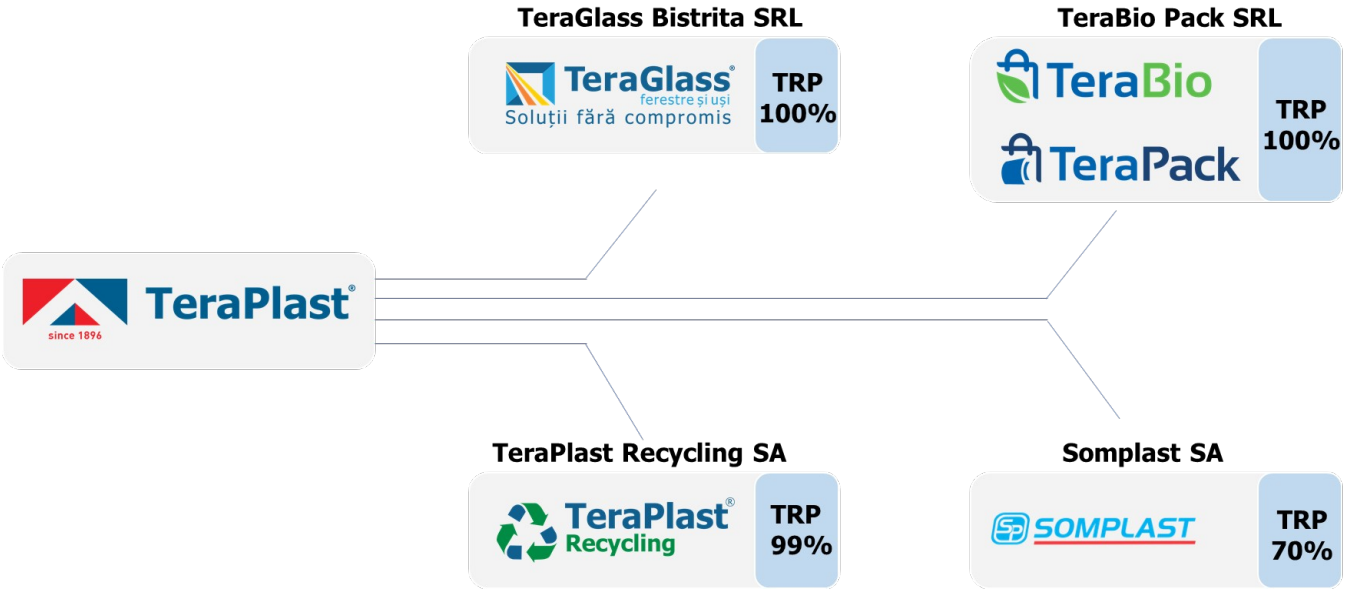
1.About TeraPlast Group

Group Structure

In 2021, TeraPlast Group celebrated 125 years of tradition. Over time, the values that represent the group today and which are part of TeraPlast's DNA have been kept intact: the job well done, the entrepreneurial spirit, the solid principles, the ability to adapt and determination.

TeraPlast Group is one of the largest Romanian entrepreneurial groups, with a solid presence on the market of building materials, recycling and flexible packaging.

TeraPlast Group's structure in 2021 is:



TeraPlast Group's above structure is represented by the businesses that continue their activity in the Group following the completion of the sales transactions of the steel products division[1] and the joinery profiles business line[2], as well as the takeover of control over Somplast SA[3] and the completion of the investment in the new biodegradable packaging factory[4].

[1] Company's announcement on 26.02.2021: https://www.bvb.ro/FinancialInstruments/SelectedData/NewsItem/TRP-Finalizare-tranzactie-divizia-Steel/A16E2

[2] Company's announcement on 10.02.2021: https://www.bvb.ro/FinancialInstruments/SelectedData/NewsItem/TRP-Aviz-favorabil-pentru-vanzarea-liniei-de-business-profile-de-tamplarie/BDE5F

[3] Company's announcement on 14.04.2021: https://www.bvb.ro/FinancialInstruments/SelectedData/NewsItem/TRP-Avizul-favorabil-al-Consiliului-Concurentei-pentru-achizitia-Somplast/1293D

[4] Investment worth EUR 12 million, co-funded under the State aid scheme (https://www.bvb.ro/FinancialInstruments/SelectedData/NewsItem/TRP-Primirea-acordului-de-finantare-pentru-TeraPlast-Folii-Biodegradabile-SRL/1204F

About TeraPlast Group (continued)

TeraPlast SA

It is the parent company of TeraPlast Group, with majority holdings in the rest of the Group's companies. The business lines of the company are PVC Installations and Compounds. The Installations segment includes systems for water and gas transmission and distribution, indoor and outdoor sewerage, rainwater management and cable protection. PVC compounds are adaptable to customer requirements.

Teraplast is the leader of the outdoor sewerage market and the market of PVC compounds. Through the Compounds segment, TeraPlast is the main supplier for the production of cables in Romania. In 2021, the company invested EUR 20 million to extend its production capacities and launch new products, with the aim of consolidating or achieving its position as a market leader in the segments in which it operates.

Since July 2008, TeraPlast SA is listed on the Bucharest Stock Exchange (symbol TRP). TRP shares are included in the Benchmark Index of the Bucharest Stock Exchange – BET – and in the Small Cap and All Cap indices of FTSE Russell (upgrade from Micro Cap and Total Cap at the September 2021 review).

TeraPlast Recycling

It is the largest manufacturer of micronized rigid PVC in Europe and one of the top 5 European recyclers of rigid PVC. The company recycles rigid PVC post-consumption and post-industrial. Following the investments in 2021, the processing capacity of the plant increased from 12,000 tons annually to 31,000 tons annually.

TeraGlass Bistrita

Owns the portfolio of PVC and aluminium windows and doors and has over 15 years of experience in the insulating joinery market. About 70% of the company's production goes to export to western European countries, such as Germany, Austria, Slovenia, Czech Republic, Slovakia, Hungary. The company's objective is to enter the top 10 manufacturers of insulating joinery on the Romanian market, a very fragmented market, consisting of about 1,000 players.

Teraplast Folii Biodegradabile / TeraBio Pack

The investment of EUR 12 million, for the production of biodegradable packaging, was put into operation in the fourth quarter of 2021. The company's product portfolio is structured on two divisions: TeraBio – biodegradable foils, films, bags – and TeraPack – foils, films, bags and polyethylene bags. For a better representation and unity in the market, the company name TeraPlast Folii Biodegradabile has been changed to TeraBio Pack.

Somplast

TeraPlast acquired, in December 2020, 70% of the shares of Somplast – a manufacturer of flexible packaging from Năsăud. During 2021, the production of polyethylene piping was transferred to TeraPlast SA within the Installations business line, while the production of flexible packaging was integrated into TeraBio Pack SRL. Thus, at present, Somplast manages the production site in Năsăud, where part of the rigid PVC recycling activity and part of the production of flexible packaging are carried out.

About TeraPlast Group (continued)

Production capacity of the Group

TeraPlast Group's production activity takes place in 3 locations in Bistrita-Nasaud county:

- TeraPlast Industrial Park, Calea Teraplast nr 1, Sărățel village, Şieu-Măgheruş commune
- Str. Tărpiului nr 27A, Bistriţa
- Bulevardul George Coşbuc nr. 147, Năsăud

The 3 production locations total 7 factories and 323,223 square meters, of which 131,389 square meters of concrete platforms and 89,240 square meters of buildings (production and storage spaces).

TeraPlast Group's factories are:

1. PVC Factory, Sărățel (TeraPlast)
2. The polypropylene factory, Sărățel (TeraPlast)
3. Polyethylene factory, Sărățel (TeraPlast)
4. PVC window and door factory, Bistrita (TeraGlass)
5. Rigid PVC recycling factory, Sărățel (TeraPlast Recycling)
6. Polyethylene packaging factory, Năsăud (TeraPack)
7. Biodegradable packaging factory, Sărățel (TeraBio)

They are joined, from the end of the first quarter of 2022, by the Factory of polyethylene systems for water and gas, in Sărățel.

The **PVC plant** has a processing capacity of more than 50 thousand tons / year.

- 4 dosing / mixing facilities, 100% automatic;
- 8 extrusion lines of PVC pipes for indoor and outdoor sewers, as well as for water supply;
- 2 compound machinery for the production of plasticized compounds (especially for the production of electric cables) and 1 compound machinery for the production of rigid compounds (for the production of fittings or other injected parts);

The **Polyolefin plant** has a production capacity of 3,800 tons / year of extruded polyethylene, polypropylene and PVC products, injected and rotoformed, for indoor sewage, outdoor sewage, water supply, liquid storage (tanks) as well as water treatment solutions (septic tanks, micro-purification plants) and includes:

- 8 injection machines for the production of PP and PVC fittings
- 3 lines for polypropylene pipes;
- 1 rotoforming machine;
- 1 line for thermoformed fittings;

The **Polyethylene pipe plant**, with a production capacity of 11,500 tons / year, produces high density polyethylene pipes for water and gas networks, but also for telecommunications, sewerage or irrigation, as well as corrugated polyethylene pipes.

- 5 extrusion lines of pressure pipes for water, gas and irrigation;
- 1 line for the production of corrugated pipes for sewage, drainage and cable protection

About TeraPlast Group (continued)

The windows and doors plant, with a production capacity of 250,000 units / year, produces PVC and aluminium thermal insulating joinery (Al),

- 1 Lisec line for glass processing
- 1 automatic center for cutting and processing PVC profiles
- 2 cutting centers;
- 1 cutting console;
- 3 automatic processing centers,
- 5 welding lines and 5 deburring lines;
- Semi-automated line for internal hardware and logistics.

The **rigid PVC recycling plant** is a complex PVC recycling plant, for post-consumer and post-industrial rigid PVC and electrostatic separation of recycled materials, whose processing capacity reached 31,000 to / year in 2021, thus being the largest manufacturer of micronized recycled PVC in Europe and one of the top 5 rigid PVC recyclers at European level.

The **flexible polyethylene packaging plant**, from Nasaud has a production capacity of 4 thousand tons / year and a recycling capacity of 1.2 thousand tons / year.

- 10 extruders of different capacities;
- 4 printers;
- 9 semi-automated manufacturing machines;
- two low- and high-density polyethylene waste recycling lines.

The **biodegradable flexible packaging plant,** from Saratel has a production capacity of 5 thousand tons / year.

- 3 multilayer extruders with printing capacity;
- a 6-color printer;
- 3 fully automated machines;
- a recycling machine for bioplastic products;
- two compound machines for the production of bioplastic compounds.

About TeraPlast Group (continued)

Clients and markets

TeraPlast Group operates on the construction materials market, addressing the market of infrastructure, insulating joinery, compounds, residential and non-residential buildings, and with the acquisition of Somplast and the investment in TeraBio Pack, it is also present on the flexible packaging market.

TeraGlass is the largest exporter of TeraPlast Group, its products reaching a proportion of over 70% of sales, to countries such as Germany, Austria, Slovakia, Hungary or the Czech Republic. TeraBio Pack's polyethylene packaging division also contributes to TeraPlast Group's exports, with its products reaching Western Europe.

TeraPlast Group's customers are made up of contracting companies, distributors, DIY stores, large retail networks and manufacturers whose raw material is represented by PVC compounds.

Products and business lines

TeraPlast Group's products are certified and tested by institutions such as: IFT Rosenheim, FIRES Slovakia, ZAG Slovenia, TECHNALIA Spain, INCERC Romania, ICECON Romania or TUV Austria. In addition, the Group has its own R&D department. In accordance with European standards, the activity of our companies is carried out in Integrated Quality-Environment-Occupational Health and Safety Management System: ISO 9001, 14001, 45001. The internal testing laboratory is accredited by RENAR (Romanian Accreditation Association).

Installations

The installations business line includes outdoor sewerage systems, indoor sewerage, water and gas transmission and distribution, rainwater and household water management, irrigation, drilling, telecommunications, accessories for electrical networks, individual connections to utilities.

Teraplast is the leader of the outdoor sewerage market in Romania.

At the moment, Romania has significant funds for investments in infrastructure works. Significant funding opportunities are contained in the National Recovery and Resilience Plan (NRRP) and the Anghel Saligny programme.

The development potential of the market segments to which the Installations business line is addressed is very high because, according to the INS data and the estimates of the Romanian authorities:

- 54.5% of the Romanian population is connected to a sewerage network equipped with a wastewater treatment plant;
- 55.8% of the Romanian population is connected to the public sewerage network;
- ≈40% of the Romanian population is connected to the natural gas network;
- 72.4% of the Romanian population is connected to the public water supply system;
- 11.5% of the total irrigable area of Romania is contracted for irrigation works.

TeraPlast constantly invests in improving the solutions it offers. This means obtaining systems with functionalities that meet the needs of customers, but also reflect a responsible development - one of the main directions of the society in this area. In 2021, TeraPlast launched the Gri(n) Pipe, made entirely of recycled PVC, for outdoor sewers.

About TeraPlast Group (continued)

Compounds

Teraplast is the leader on the Romanian compound market and the main supplier of PVC compounds for the cable industry in Romania. The portfolio includes plasticized and rigid compounds, with applications in the extrusion and injected products industry.
From 2021, the product portfolio of this business line also includes halogen-free, fire-resistant (HFFR) compounds.

Windows and doors

The production and marketing of windows and doors includes 2 product families, namely:

1) PVC windows, doors and accessories, with the following product groups:
• TeraGlass window and door systems with 4, 6 and 7 rooms;
• Salamander window and door systems with 5 and 6 rooms;

2) Aluminium doors, windows and structural walls, with or without thermal barrier according to the requirements and needs of the final beneficiary.
The company's objective is to reach the top 10 producers of insulating joinery in Romania.

Rigid PVC recycling

The company's finished product is obtained from PVC pipes or profiles and can be compound PVC or micronized PVC 1,000 microns. By processing capacity, TeraPlast Recycling is the largest producer of micronized rigid PVC in Europe.

Recycled PVC can be successfully used in the production of sewer pipes or in the production of PVC joinery.

In 2021 the processing capacity of the recycling plant was extended, reaching 31,000 tons annually.

Flexible packaging

The flexible packaging business line operates within TeraBio Pack SRL and is organized into two divisions:

- TeraBio – the biodegradable products division – comprises foils, films, sacks and bags made of biodegradable material. The products are certified by TUV Austria.
- TeraPack – the polyethylene products division – comprises foils, films, bags and polyethylene sacks. This division includes the polyethylene packaging production capacities taken over from Somplast Năsăud and Brikston Construction Solutions.

TeraBio Pack SRL products are addressed both to distributors and retail chains, as well as to industrial customers.

Employees of the Group

In 2021, TeraPlast Group had 950 employees (687 in 2020).

The minimum wage level of the Group is above the national minimum wage, and the employee benefits package has a diverse structure, with the aim of increasing the attractiveness of companies as employers and maintaining employee motivation.

The human resources strategy is determined by the business strategy and aims to meet the requirements of business objectives through actions in the field of human resources, such as organization, recruitment and selection, performance, development and remuneration. In this respect, the Group has specific internal procedures for each of these steps.

TeraPlast Group believes in the power of collaboration, in common objectives, in the contribution of each employee to the success of the company. The Group's employees are selected in terms of their competence and motivation to contribute to the Group's objectives. Employees are encouraged to develop, to initiate new projects, to contribute to increasing the quality of the solutions offered and the performance of the group.

We promote a culture of constructive feedback, in which employees, partners and collaborators are consulted in the process of developing and improving performance. We believe that success is achieved through vision, ambition, collaboration and mutual trust.
The Group's Code of Conduct contains definitions, principles and guidelines in the daily work of our colleagues and in the relationship with business partners. The Code of Conduct applies to all Teraplast Group employees and partners. It is communicated on TeraPlast's website and made available on the Intranet so that it can be consulted at any time, by any employee or collaborator. The Ethics and Integrity Commission is responsible for defining, updating and explaining the principles of the Code of Conduct to all interested persons.

The guidelines for the implementation of the human resources policy are:
- recruitment and employment of staff on the basis of skills;
- rapid integration of new employees;
- development of improvement and development programs appropriate to the objectives of each group organization;
- drawing up incentive plans to encourage efficiency and cost reduction;
- development of non-financial incentive systems;
- development of career programs and succession plans;
- standardization of human resources policies at Teraplast Group level.

We aim to provide a trained and motivated workforce that contributes, by continuously improving the individual and team performances, to achieving the objectives of the group's companies. We know that every member of the team is important and can add value to the group, which is why we try to always have the right person in the right place.

Our values are: quality, seriousness, performance. These values have been incorporated into our organizational culture and have been incorporated into the continuous improvements of the companies in the group.

The human resources policy focuses on the following directions:

- providing the necessary trained staff in the context of competition resulting from the free movement of labour within the European Community and achieving a balanced distribution of human resources at group level;
- increasing the level of professional competence of employees;
- strengthening the internal system for promoting staff with performance potential;
- anticipation of fluctuations in personnel shortages or surpluses;
- covering the operational needs of the organization through the efficient use of human resources;
- constant adjustment of the labor force plan with the forecasted performance of the company;

Employees of the Group (continued)

The Group's responsibility towards the employees means ensuring a safe and healthy working environment, providing opportunities for professional and personal development and establishing a permanent dialogue to monitor their satisfaction and expectations. Each employee has a responsibility to maintain a safe and healthy workplace for all employees, complying with occupational health and safety regulations and practices and reporting accidents, injuries and equipment, practices and unsafe conditions.

The main strategic directions for the management of occupational safety and health that TeraPlast proposes and that it is committed to meet are: preventing and continuously reducing the risks of injury and occupational disease, creating the necessary conditions for the continuous improvement of the performance in the field of health and safety at work and the involvement of all personnel in achieving the proposed objectives.

Effective solutions for people and the environment

TeraPlast Group is committed to protecting the environment, preventing pollution and the occurrence of situations that can harm the environment.

We act in accordance with the ISO 14001 environmental standard. We constantly identify all risks and aspects of processes that could have a negative impact on the environment and allocate the necessary resources to eliminate or minimize these effects.

Caring for the environment and the community is a constant concern for TeraPlast. The assessment of the environmental aspects associated with the group's activities and operations allowed for the identification of significant risks and created the necessary framework for pollution prevention and the monitoring of environmental performance.

The commitment to environmental awareness is set out in the Environmental Policy. Annually, the level of compliance with legal and regulatory requirements, in terms of environmental protection, is monitored as a requirement of the integrated management system quality-environment- occupational health and safety, audited both internally and by external bodies.

Effective management of the impact that our work has on the environment means:

• Waste management, recycling and storage of the percentage of waste / tonne of finished product below 1%
• Optimizing the consumption of electricity, water and natural gas
• Monitoring of environmental factors

TeraPlast Recycling and TeraBio Pack are important parts that reflect the follow-up and implementation of the sustainable development principles that we promote.

The photovoltaic plant implemented together with E.ON Energie comprises over 7,000 modules and can provide up to 11.45% of the total energy needed in the industrial park. Energy systems make it possible to reduce CO_2 emissions by up to 660 tonnes per year in the long term. The Group is continuing this initiative with plans to expand it with modules to add 2.2 MW to existing capacity.

Community involvement means supporting initiatives in the fields of sport, health, social and educational, both at local and national level. The group supports the initiatives of the local community through long-term partnerships within the concept Together We Build Romania based on 3 pillars of action.

2. Results of the Group

2.1. Evolution of key figures

Year ended 31 December 2021	Installations and recycling	Compounds, including recycled	Joinery	Flexible packaging	Total
Turnover	407,320,267	147,540,192	43,397,457	16,853,313	615,111,229
Other operating income	1,049,926	-	8,498	30,575	1,088,999
Revenue from subsidies	1,220,644	154,119	806,595	215,610	2,396,968
Operating income, total	**409,590,837**	**147,694,311**	**44,212,550**	**44,212,550**	**618,597,196**
Raw materials, consumables used and goods	(268,520,686)	(99,954,873)	(25,683,299)	(12,350,171)	(406,509,028)
Expenses with employee benefits	(44,216,877)	(11,409,391)	(9,132,785)	(4,515,848)	(69,274,901)
Depreciation and impairment allowances for assets and provisions	(17,196,289)	(3,158,751)	(2,401,108)	(962,226)	(23,718,375)
Impairment allowances for current assets	1,352,733	-	(379,058)	(459,201)	514,475
Sponsorships	(951,507)	(733,417)	(15,893)	(2,900)	(1,703,717)
Other expenses	(45,525,377)	(8,623,788)	(7,194,825)	(3,243,055)	(64,587,046)
Expenses related to sales, indirect and administrative	**(375,058,003)**	**(123,880,220)**	**(44,806,968)**	**(21,533,400)**	**(565,278,592)**
Operating result	**34,532,834**	**23,814,091**	**(594,418)**	**(4,433,902)**	**53,318,604**
EBITDA	**50,508,479**	**26,818,723**	**1,000,095**	**(3,687,286)**	**74,640,011**
EBITDA %	**12.4%**	**18.2%**	**2.3%**	**(21.9) %**	**12.1%**

In 2021, we increased the volumes sold on all product groups. The investment in increasing the production capacity of PVC pipes, consisting of 2 production lines, was operationalized. In Q1 2022 we will put into operation the new polyethylene pipe plant.
We continued to launch new products, like sewer pipes made entirely of recycled material.

Half of the increase in turnover is due to the increase of prices, as a result of the increase in the prices of raw materials.
We started the production of biodegradable packaging in greenfield investment and entered the market of flexible polyethylene packaging through M&A.

(continued)

Year ended 31 December 2020	**Installations and recycling**	**Compounds**	**Joinery**	**Total**
Turnover	290,795,338	70,497,436	34,887,604	396,180,378
Other operating income	609,803	-	12,863	622,666
Revenue from subsidies	1,247,947	-	806,594	2,054,541
Operating income, total	**292,653,088**	**70,497,436**	**35,707,061**	**398,857,585**
Raw materials, consumables used and goods	(173,527,938)	(48,239,656)	(18,922,658)	(240,690,252)
Expenses with employee benefits	(35,905,595)	(5,750,009)	(8,211,244)	(49,866,847)
Depreciation and impairment allowances for assets and provisions	(15,003,107)	(1,811,382)	(1,845,394)	(18,659,883)
Impairment allowances for current assets	(1,730,820)	66,710	(7,102)	(1,671,212)
Sponsorships	(209,790)	-	(16,785)	(226,575)
Other expenses	(39,025,265)	(4,505,504)	(6,362,010)	(49,892,780)
Expenses related to sales, indirect and administrative	**(265,402,515)**	**(60,239,841)**	**(35,365,193)**	**(361,007,549)**
Operating result	**27,250,573**	**10,257,595**	**341,867**	**37,850,036**
EBITDA	**41,005,732**	**12,068,977**	**1,380,667**	**54,455,377**
EBITDA %	**14.1%**	**17.1%**	**4.0%**	**13.7%**

EBITDA = operating result + depreciation and impairment allowances for fixed assets and provisions – income from subsidies – impairment of goodwill and write-off of liabilities, net.

The increase in turnover is organic, and the improvement in profitability is the result of improved operational efficiency, increased use of production capacity and strengthening of the customer base.

3. Risk management

In the normal course of business, the Group has an exposure to a variety of financial risks, including foreign currency risk, interest rate risk, liquidity and credit risk, market risk, geographical risk, but also operational and legal risks. The Group's objective is to understand these risks and to implement policies that minimise the economic impact of a negative event on the Group's performance.

The main objectives of the financial risk management activity are to determine the risk limits and then to ensure that the exposure to risks remains within those limits. The management of operational and legal risks aims to guarantee the proper functioning of internal policies and procedures to minimize operational and legal risks.

The Group manages its capital to ensure that the entities within the Group will be able to continue their activity while maximizing income for shareholders, by optimizing the balance of debts and equity.

The Group's risk management also includes a regular analysis of the capital structure. As part of this analysis, management considers the cost of capital and the risks associated with each class of capital.

The Group's activities expose it primarily to financial risks regarding the fluctuation of the exchange rate. The Group's management continuously monitors its exposure to risks. However, the use of this approach does not protect the Group from the occurrence of possible losses beyond the foreseeable limits in the event of significant market fluctuations. There has been no change from the previous year in the Group's exposure to market risks or in the way the Group manages and measures its risks.

The Group performs transactions denominated in different currencies. From here, there is a risk of fluctuations in the exchange rate. Exchange rate exposures are managed in accordance with the approved policies.

The Group's interest-bearing assets, revenues, as well as cash flows from operational activities are exposed to the fluctuation of market interest rates. The Group's interest risk arises from its bank loans. Loans with variable interest rates expose the Group to the risk of interest cash flows. The group did not resort to any hedging operations to mitigate its exposure to interest rate risk.

The group continuously monitors its exposure to interest risk. This includes simulating various scenarios, including refinancing, updating existing positions, financing alternatives. The Group is exposed to interest rate risk, given that the entities within the Group borrow funds at both fixed and variable interest rates. Risk is managed by the group by maintaining a favorable balance between fixed rate and variable rate loans.

Credit risk refers to the risk that a third party fails to comply with its contractual obligations, thus causing financial losses to the Group. The Group has adopted a policy of making transactions only with reliable parties and of obtaining sufficient guarantees, where appropriate, as a means of reducing the risk of financial losses from non-compliance with contracts. The Group's exposure and the credit ratings of third parties to the contract are monitored by management.

Trade receivables consist of a large number of clients, from various industries and geographical areas. The permanent evaluation of the loans is carried out in terms of the financial standing of the clients and, when appropriate, a credit insurance is made.

4. Budget for 2022

The likely evolution of the Group is included in the revenue and expenditure budget for 2022:

- Turnover: RON 788,967 thousand
- EBITDA: RON 112,204 thousand
- Net profit: RON 69,367 thousand

Teraplast Group will also continue its development through investments and M&A projects. Potential M&A projects are not reflected in the financial ratios budgeted for 2022. Investments in 2022 can be directed to equipment, maintenance and construction. Of these, at the time of this report, the Group is awaiting the financing agreement under the State aid scheme for the manufacture of stretch films, a project amounting to a total of EUR 11 million.

The full presentation of the budget can be found on TeraPlast's website.

5. Non-financial declaration

In accordance with the legal regulations on the disclosure of non-financial information, the Group prepares and publishes a distinct sustainability report, which includes the information required by the non-financial declaration and describes our sustainability initiatives. TeraPlast's sustainability report for 2021 will be published by 30.06.2022 on the teraplast.ro website, and its availability will be communicated through the company's official communication channels, including on the BSE website (symbol TRP).

The sustainability report extensively addresses the material aspects resulting from the application of the stakeholder consultation methodology. The report contains the evolution of the Group's initiatives in the fields of environmental protection, employees and communities, corporate governance.

The material aspects of the report published in 2021 for 2020 and which will be reconsidered, completed and reported in the sustainability report are:

1. Supply of raw materials from responsible sources and use of recycled raw materials
2. Resource management and climate protection
3. Corporate governance
4. Recruitment and retention policy
5. The impact of investments in the local and national economy
6. Risk management and compliance
7. Environmental impact
8. Professional training and promotion at work
9. Equal opportunities, rights and freedoms
10. Business ethics and best practices
11. Sustainability of the products in the portfolio
12. Development of products and recipes
13. Waste management
14. Health and safety at work

Starting 2021, TeraPlast is a signatory to UN Global Compact – the largest initiative in the area of sustainability of the United Nations (UN). By being a signatory, TeraPlast expresses its support and assumes measures towards the 10 principles that refer to 4 big themes: human rights, labor, environment and anti-corruption. Starting 2022, TeraPlast publishes annually, in April, a Progress Report (Communication on Progress) detailing the guiding principles, the actions implemented and the evaluation of results for each of the above themes.

6. Group management

Presentation of administrators

TeraPlast is managed in a one-tier system by a board of administration consisting of five members appointed by the General Meeting of Shareholders by secret ballot. The term of office of the administrators is one year, and they can be re-appointed. At the date of this report, the structure of the Board of Administration is as follows:

Sat Sărăţel, Comuna Şieu-Măgheruş, Calea Teraplast, Nr. 1, Jud. Bistriţa-Năsăud, 427301
Tel.: 0374 461 529 Fax: 0263 231 221
office@teraplast.ro www.teraplast.ro
CUI 3094980, J06/735/1992 Capital social: 217.900.035,80 lei

DOREL GOIA
• Position: Chairman of the Board
• Experience: Entrepreneurship
• First elected to the Board of Administration: 2008
• Activity: Parc SA; Hermes SA

LUCIAN CLAUDIU ANGHEL
• Position: independent non-executive administrator
• Experience: banking, capital markets
• First elected to the Board of Administration: 2021
• Activity: Banca Românească

VLAD NICOLAE NEACŞU
• Position: independent non-executive administrator
• Experience: finance
• First elected to the Board of Administration: 2020
• Activity: Sens Unic Imobiliare SRL

MAGDA PALFI
• Position: non-executive administrator
• Experience: banking
• First date elected to the Board of Administration: 2008
• Activity: Raiffeisen Bank (Regional Corporate Director - Cluj Corporate Center)

ALEXANDRU STÂNEAN
• Position: Chief Executive Officer
• Experience: Business Administration
• First elected to the Board of Administration: 2007
• Activity: TeraPlast SA (CEO)

The members of the Board of Administration are elected to the General Meeting of Shareholders based on the vote of the shareholders in accordance with the legal requirements. Therefore, there are no agreements or understandings to report in this document.

At the date of writing this report, within TeraPlast there are two advisory committees, as follows:

- **Audit Committee**

  Composed of: Vlad Nicolae Neacșu (Chairman), Nedir Geafer Ali, Magda Eugenia Palfi, Lucian Claudiu Anghel. The committee's responsibilities are set out in the dedicated document on the investitori.teraplast.ro website, Corporate Governance section, corporate governance documents sub-section.

- **Remuneration and Nomination Committee**

  Composed of: Lucian Claudiu Anghel (Chairman), Dorel Goia, Vlad Nicolae Neacșu, Magda Eugenia Palfi. The committee's responsibilities are set out in the dedicated document on the investitori.teraplast.ro website, Corporate Governance section, corporate governance documents sub-section.

Executive team members

TeraPlast's executive management is appointed by the Board of Administration, and on the date of this report it is delegated to the CEO and the CFO. The CEO and CFO manage the day-to-day work of the company.

The executive team consists of:

Alexandru Stânean – Chief Executive Officer
Date of birth: 1982
In office since: July 2018 - present

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Alexandru Stânean joined TeraPlast in 2007 and has occupied, over time, various positions within the Group, including deputy CEO, Chief Operations Officer, responsible for external development. In 2008, he was part of the team responsible for TeraPlast SA's IPO. Currently, Mr. Stânean is the CEO of TeraPlast, his third term as CEO within the company.

Ioana Birta – Chief Financial Officer
Date of birth: 1983
In office since: June 2017 - present

Ioana Birta has more than 10 years of experience in Big 4 companies. She is a member of the ACCA.

7. Corporate governance

Teraplast implemented recommendations of the Corporate Governance Code of the Bucharest Stock Exchange, establishing governance principles and structures aimed mainly at respecting shareholders' rights, as well as at providing fair treatment.
TeraPlast's corporate governance principles are detailed in the Corporate Governance Statute and aim to ensure transparency and sustainable development of the company.

The regulation of organization and operation also establishes the appropriate roles of the board of administration, the powers and responsibilities of the board, so as to ensure respect for the interests of all shareholders of the company, and last but not least, the equal access of shareholders and also of potential investors to the relevant information regarding the company.

At the same time, TeraPlast follows the international best practices in the field of corporate governance at international level. Where they fit the principles applied by the company and serve the interests of shareholders, the team responsible for the relationship with investors includes them in the existing IR strategy and tools.

Governance structures

In order to continue the process of implementing the principles of the Corporate Governance Code, the General Meeting of September 2021 re-elected the members of the Board of Administration. It consists of five administrators, two of whom are independent of other major shareholders. The proposal and election of the members are aimed at guaranteeing the efficiency of the measures and strategy for the development of the group's businesses, but also at analyzing and evaluating the efficiency of TeraPlast's executive management. The main objective of the board of administration is to promote and respect the interests of the company's shareholders.

Since 2021, two advisory committees have been established at TeraPlast level: the Audit Committee and the Nomination and Remuneration Committee. The duties of these committees are detailed in the section dedicated to corporate governance documents on Teraplast’s website dedicated to investors, investitori.teraplast.ro.

In accordance with the CGC recommendations, strict rules have been established within the company regarding the internal circulation and disclosure to third parties of confidential documents and inside information, a special importance being given to the data and / or information that could influence the evolution of the market and / or the price of the securities issued by Teraplast. In this regard, specific confidentiality agreements have been concluded, with the company's management and administrators, as well as with employees who, on the basis of their functions and / or responsibilities, have access to such confidential / inside information.

Alexandru Stânean, Chief Executive Officer **Ioana Birta, Chief Financial Officer**

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