

Draft

DECISION no. 1 dated 28.04.2022

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

In pursuance of art.111 and the following of Companies Law 31/1990 as amended to date, of the Articles of Association of TERAPLAST S.A. (the "**Company**"), of Law no. 24/2017, and the ASF Regulation no. 5/2018, the Ordinary General Meeting of Shareholders ("**OGMS**") of the Company, headquartered in village Sărățel, commune Șieu-Măgheruș, 1 Teraplast Way, Bistrița-Năsăud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on 28.04.2022, at the Company's headquarters, at 11:00 (Romania time), in a total quorum of [...] % of the total [...] voting rights corresponding to the [...] shares issued by TERAPLAST S.A., representing a total number of [...] votes expressed,

DECIDES

On the items of the agenda as follows:

1. Approves the individual financial statements corresponding to fiscal year 2021, based on the Company's Board Report and the financial auditor's Report..

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

2. Approves the allocation of the total net profit corresponding to fiscal year 2021, amounting to 323.510.441 lei, as follows:

- Legal reserves: 16.662.168 lei;
- **Distribution of dividends** in a total amount of **32.684.967,26** lei, the gross dividend/share proposed being of **0,015 lei***, corresponding to the 2nd, 3rd and 4th quarters of the year 2021. Dividends are to be distributed pursuant to this decision, on the Payment Date, as set forth below, to the shareholders registered on the Record Date below;
- Dividends in a total amount of 226.615.937 lei, namely 0,13 lei gross dividend/share have been allocated from the profit earned during the first quarter of 2021, on the basis of the decision of the ordinary general meeting of the Company's shareholders of 25 June 2021 and have been paid in July 2021;

Thus, the total amount of dividends being distributed for the fiscal year 2021 is of 259.300.904,26 lei, namely 0,145 lei gross price per share (out of which 0,13 lei gross price/share has already been paid).

- Share capital increase: 43.579.988 lei. The increase has been approved by the extraordinary general meeting of the Company's shareholders of 25 June 2021 and implemented in September 2021, out of the profit earned during the first quarter of 2021;

- Retained earnings: 3.967.380 lei.

**When the value of a gross dividend/share was calculated, the calculation considered the number of shares issued by the Company, out of which were taken out 2.541 shares, which entered the Company's account (following application of the algorithm and rounding the results to the lower integer as a result of the processing of the share capital increase, conducted in accordance with the EGM no. 1/29.04.2020, and the EGM Resolution no. 1/25.06.2021, respectively) and are currently owned by the Company, considering that own shares do not entitle holding dividends or any other rights.*

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

3. Approves the consolidated financial statements corresponding to fiscal year 2021, based on the Board Report and the financial auditor's Report.

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

4. Approves the remuneration report for the members of the Board of Directors and of the executive directors, for the year 2021.

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

5. Approves the discharge from administration of the Company's Board of Directors for financial year 2021.

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

6. Approves the Income and Expenses Budget corresponding to the fiscal year 2022.

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

7. Approves the Investment Program corresponding to the fiscal year 2022.

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

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

- a fixed remuneration for the Board members (including the Chairman of the Board) in an amount of 2.000 Euros net monthly;

- the maximum limit of additional remunerations of the Board members – that is, maximum 200% as compared to the fixed monthly remuneration established according to the previous item.

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

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

9. Approves the election as an internal auditor of the Company of MAZARS ROMANIA S.R.L., for a term of 1 (one) year from the date of adoption of the OGMS decision, with a remuneration of 5.000 euro.

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

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

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

11. Approves the date of **July 8, 2022 as "ex date"**, namely the date before the registration date on which the financial instruments subject to the corporate bodies' resolutions are traded without the rights deriving from the resolution, according to Article 2 paragraph 2 l) of Regulation 5/2018.

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

12. Approves the date of **July 11, 2022 as registration date** in identifying the shareholders on which the decisions adopted by the Ordinary General Meeting will bear effects, according to Article 87 of Law no. 24/2017 (republished) ("Registration Date").

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

13. Approves the date of **July 29, 2022 as payment date**, as defined by Article 87 paragraph 2 of Law no. 24/2017 (republished) and Article 2 paragraph 2 h) and Article 178 of Regulation no. 5/2018 ("Payment Date").

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

14. Entrusting the Board of Directors with the fulfilment of the decisions adopted by the Ordinary General Meeting of Shareholders.

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

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

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

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

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

This resolution has been executed and signed today, 28.04.2022, in 5 (five) original copies, out of which 2 (two) copies are for the Company and 3 (three) copies to be submitted at the Trade Register attached to Bistrita-Nasaud Court.

Chairman of the Ordinary General Meeting of the Teraplast S.A. Shareholders