

## CURRENT REPORT

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

Date of report: **31.01.2023**

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

Registered office: **Sat Saratel, comuna Sieu-Magherus, Calea Teraplast, nr.1, Judetul Bistrita-Nasaud**

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

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

Tax Identification Number: **3094980**

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

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

Stock symbol: **TRP**

### **Significant events to report:**

In accordance with provisions of art. 144 item B, paragraph 4 of the Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, TERAPLAST S.A. is submitting for publication the Auditor's report containing the transactions reported pursuant to art. 108 of Law no. 24/2017, during the second semester of 2022.

The attached material includes both the auditor's report and the report on the transactions reported during the second semester of 2022, to be examined by interested parties.

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ALEXANDRU STANEAN

TeraPlast S.A. CEO

**If you need any further information, feel free to email us at [investor.relations@teraplast.ro](mailto:investor.relations@teraplast.ro) or call +40 741 270 439 – Contact person: Alexandra Sica.**

## INDEPENDENT LIMITED ASSURANCE REPORT ON THE INFORMATION INCLUDED IN THE CURRENT REPORT PREPARED BY THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF LAW NO. 24/2017, AS REVISED, AND FSA REGULATION NO. 5/2018

### **To: Board of Director**

We have been contracted by Teraplast SA (herein after referred to as “**the Company**”) in order to report according to the requirements of Law no. 24/2017 on issuers of financial instruments and market operations, as revised (herein after referred to “**Law no. 24/2017**”) on the information included in the accompanying current report (dated 13.07.2022) (“**Current Report**”), which was prepared by the Company in accordance with article 92<sup>3</sup> of Law no. 24/2017, and the provisions of Regulation no. 5/2018 of the Financial Supervisory Authority (herein after referred to as “**FSA**”), to report to the FSA and the Bucharest Stock Exchange (“**BSE**”) for the period 1 July 2022 - 31 December 2022, in the form of a limited assurance conclusion.

### **Specific Scope**

The scope of our report is exclusively that laid down in the first paragraph hereof, and our report is prepared for the information of the Company, of the BSE and the FSA and shall not be used for any other purpose. Our report shall not be deemed adequate for use by any party that wishes to acquire rights towards us, other than the Company, for any purpose or in any context.

Any party other than the Company, which gains access to our report or a copy hereof and chooses to rely on our report (or a portion hereof), shall do so on its own responsibility. Our engagement was conducted so as to report on such matters that we must report in an independent limited assurance report, and not for other purposes. This report refers only to the elements mentioned hereunder and does not extend to the Company’s financial statements or other report issued by the Company, individually or as a whole.

### **Management’s Responsibility**

The Company’s management is responsible for the preparation of the Current Report and conclusion of the transactions reported in accordance with Law no. 24/2017 and FSA Regulation no. 5/2018, as revised. Moreover, the Company’s management is responsible for the design, implementation and maintenance of internal controls that enable the preparation of Current Report that are free from material misstatements, whether due to fraud or error.

The Company’s management is also responsible to make sure that the supporting documents underlying the preparation of the Current Report and evidence provided to the auditor are complete, correct and justified.

### **Auditor’s Responsibility**

We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements ISAE 3000 (Revised) - Assurance engagements other than audits or reviews of historical financial information. This standard requires that we comply with ethical requirements, plan and perform the assurance engagement to obtain limited assurance about the Current Report.

Our firm applies International Standard on Quality Management 1 (“ISQM1”) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (“IESBA Code”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The procedures selected depend on the auditor’s judgment and understanding of the reported transaction included in the Current report, and of other circumstances of the engagement, as well as on our considerations as to the areas where material misstatements might arise. In obtaining an understanding of the reported transaction included in the current report, we have taken into consideration the process used by the Company for concluding the transactions and preparing and presenting the current report in accordance with Law no. 24/2017 and FSA Regulation 5/2018, for the purpose of determining the assurance procedures applicable in the given circumstances, but not for the purpose of expressing a conclusion on the efficacy of the process or of the Company’s internal control for concluding the reported transaction included in the Current report and for preparing and presenting the Current report.

The procedures include, in particular, making enquiries of those in charge of financial reporting and risk management, as well as additional procedures aimed at obtaining evidence on the information included in the Current report.

The procedures of obtaining evidence in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

As regards the Company’s current report, in order to assess the justified and correct nature of the transactions reported in such report, we have conducted the following procedures:

- 1) We have obtained from the Company the accompanying Current report and details on the transactions included in such report.
- 2) We have checked whether the persons approving such report are the Company’s authorised representatives and requested the list of authorised signatures.
- 3) For the transactions analysed, presented in the Current report, we have determined whether the details thereof are consistent, in all material respects, with the information included in the signed contracts/ contractual agreements, made available to us, and whether they were signed by the Company’s representatives, in accordance with the list of authorised signatures provided to us. Where applicable, we have checked whether the details included in the Current report match the documentation pertaining to such contracts: the parties who signed the supporting documents; the date when the documentation was signed and the nature thereof; description of the type of goods/services indicated in the documentation; the achieved or estimated aggregate value of the contracts and, where applicable, guarantees and penalties established, payment terms and methods, the related contractual terms and conditions.
- 4) For the transactions analysed, we have checked whether the details presented in the accompanying Current report match the information obtained by us following the enquiries with the Company’s management as well as with the documentation accompanying the contracts, as applicable.
- 5) For the transactions analysed, to the extent there is a market price for the goods or services provided between the Company and its affiliates, we have discussed with the Company’s management the pricing of such goods or services and whether, on a case by case basis, the agreed upon prices are consistent with those applied by other (third) parties for similar goods or services and whether the related contracts are approved by the board of directors or the supervisory board of the Company.

If there are no market prices available, we have analysed whether such transactions are carried out based on the Company’s internal procedures regarding the substantiation of the pricing and, respectively, whether the related contracts are approved by the Company’s board of directors or supervisory board in accordance with its internal procedures.

Our procedures have been conducted only for the transactions included in the accompanying Current Report, which related to the period (1 July 2022 -31 December 2022). We have not conducted any procedures to check whether Current Report include all the transactions that the Company should report as per article 92<sup>3</sup> of Law no. 24/2017 for such period.

## **Conclusion**

Our conclusion was formed on the basis of and considering the matters presented in this independent limited assurance report. Based on the procedures described above and the evidence obtained, **nothing has come to our attention** that causes us to believe that:

- a) the information included in the accompanying Current report is not **consistent** in all material respects with the **supporting documents** made available to us by the Company.
- b) the information included in the accompanying Current report is not **consistent** in all material respects with the **requirements of Law no. 24/2017 and FSA Regulation 5/2018**, as regards the signatories of the supporting documents; the date when the documentation was signed and the nature thereof; the description of the type of goods/services referred to in the documentation; the achieved or estimated aggregate value of the contracts, and, if applicable, guarantees and penalties established, payment terms and methods, the related contractual terms and conditions.
- c) the contracts underlying the transactions reported and analysed have not **been duly authorised** by the Company's representatives and have not been approved by the Company's board of directors and supervisory board.
- d) the prices agreed upon by the parties have not **been mutually accepted** based on the type of goods/services and other terms and conditions stipulated, as applicable, in the agreements between the parties and have not been determined according to the criteria mentioned at item 5) of the list of procedures herein above.

On behalf of:  
Deloitte Audit SRL

Alina Ioana Mirea

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

Bucharest, Romania  
January 31, 2023

## **Annex**

1. Current Report forming the subject matter of this limited assurance report

## CURRENT REPORT

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

Date of report: **13.07.2022**

Issuing company: **TERAPLAST S.A.**

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

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

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

Tax Identification Number: **3094980**

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

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

Stock symbol: **TRP**

**Significant events to report:** Transactions of the type of those listed under Article 108 of Law no. 24/2017 on issuers of financial instruments and market operations (republished)

Teraplast S.A. has entered into / executed transactions with Teraglass Bistrita SRL, an affiliate of Teraplast S.A., whose aggregate amount exceeds 5% of the Company's net assets according to the latest individual financial reports published by Teraplast S.A.:

No.	Juridical person with which Teraplast has entered into the legal document	Signing date	Type of document	Object of the document	Document value	Mutual debts between the contracting parties as of 13 July 2022	Guarantees provided	Interest	Payment terms and payment methods
I. Document signed by Teraplast S.A. as Owner									

1	Teraglass Bistrita SRL	21.09.2021	Addendum no. 3 to Building Lease no. 372950 of 31.03.2015	Modifying a few contract clauses concerning operating costs, repairs and improvements, as well as re-invoicing to the Owner the equivalent value of certain investment works paid by the Tenant	Total value of the Addendum is 1.315.816,70 lei	Teraglass Bistrita debts to Teraplast: 6.781.654 lei*  Teraplast debts to Teraglass Bistrita: 8.508 lei	None	N/A	None
<b>II. Documents entered into by Teraplast S.A. as Lender</b>									
1	Teraglass Bistrita Srl	21.04.2022	Credit contract no. 26669 of 21.04.2022	Granting a loan to the company Teraglass Bistrita SRL	Total Contract Value is of 3.500.000 lei	Teraglass Bistrita debts to Teraplast: 6.781.654 lei*  Teraplast debts to Teraglass Bistrita: 8.508 lei	None	The loan bears an interest rate: Robor interest 3M+1%	Payment term: 6 months after the contract signing date; Payment method: bank transfer
2	Teraglass Bistrita Srl	20.06.2022	Addendum to credit contract no. 26669 of 21.04.2022	Supplementing the value of the credit contract no. 26669 of 21.04.2022	Addendum value is 5.000.000 lei	Teraglass Bistrita debts to Teraplast: 6.781.654 lei*  Teraplast debts to Teraglass Bistrita: 8.508 lei	None	The loan bears an interest rate: Robor interest 3M+1%	Payment term: 6 months from the contract signing date; Payment method: bank transfer
<b>III. Other documents entered into by Teraplast</b>									
1	Banca Transilvania S.A., Teraglass Bistrita Srl, Somplast SA, Teraplast Recycling SA	12.07.2022	Addendum to credit contract	Extending the Global operating limit accessed by Teraplast from Banca Transilvania S.A., within which Teraglass Bistrita Srl has a sublimit of 12.000.000 lei, as a line of credit	Teraglass Bistrita sublimit is of 12.000.000 lei, as a line of credit	Teraglass Bistrita debts to Teraplast: 6.781.654 lei*  Teraplast debts to Teraglass Bistrita: 8.508 lei	Real estate collateral and securities created by Teraplast S.A., including for the 12.000.000 lei line accessed by Teraglass Bistrita Srl	N/A	Validity period of credit facilities is of 24 months after the date of extending the credit contract

\*Out of the total debt of Teraglass Bistrita S.R.L to Teraplast S.A of 6.781.654 lei, 4.454.596 lei are based on the loan agreement 26669 from 21.04.2021

ALEXANDRU STĂNEAN

TeraPlast S.A. CEO

If you require any further information, feel free to contact us at

e-mail [investor.relations@teraplast.ro](mailto:investor.relations@teraplast.ro) or call +40 741 270 439 – contact person: Alexandra Sica.