

## CURRENT REPORT

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

Date of the Report: **24.03.2023**

Name of 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: **RON 217.900.035,80**

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

Stock symbol: **TRP**

### Significant events to report:

## CONVENING NOTICE

### GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

#### Ordinary and Extraordinary

**28 April 2023**

Pursuant to the provisions of articles 111, 113 and 117 from Companies' Law 31/1990, as currently amended, of the **Memorandum of Association**, the Law no. 24/2017 on issuers of financial instruments and market operations (republished), and of the FSA Regulation no. 5/2018 regarding the securities issuers and operations, the **Board of Directors of TERAPLAST SA**, headquartered in Sărațel, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postcode 427301, registered with the Trade Register attached to Bistrița-Năsăud court under no. J06/735/1992, VAT no. 3094980, convenes in the session of **24 March 2023** the **General Meeting of Shareholders – Ordinary and Extraordinary (“OGM” and “EGM”)**, for the **28<sup>th</sup> of April 2023**, which will be conducting its works at the company's headquarters of Sărațel, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postcode 427301, starting at **10.00 am (Romania time) for the Ordinary General Meeting, and 10.30 am (Romania time) for the Extraordinary General Meeting.**

All shareholders registered in the Shareholder Register are entitled to participate and vote in this General Meeting by the end of **19 April 2023**, set as reference date.

**I. The Ordinary General Meeting will have the following:**

**AGENDA**

1. Approving the individual financial statements corresponding to fiscal year 2022, based on the Company's Board Report and the financial auditor's Report.
2. Approving the proposal for the allocation of the net profit related to the 2022 financial year, as follows:
  - Net realized profit: 36.003.571 lei;
  - Legal reserves: 1.915.515 lei;
  - Retained earnings: 34.088.056 lei.
3. Approving the consolidated financial statements corresponding to fiscal year 2022, based on the Board Report and the financial auditor's Report.
4. Approving the updated Remuneration Policy.
5. Submission of the Remuneration Report of the members of the Board of Directors and executive managers of the Company, for the year 2022, to the consultative vote of the OGSM.
6. Discharging the directors for the fiscal year 2022.
7. Approving the Income and Expenses Budget corresponding to the fiscal year 2023.
8. Approving the Investment Program corresponding to the fiscal year 2023.
9. Setting the remuneration level of the Board members for the current year and the general limit of additional remunerations of the Board members.  
Remunerations thus established shall be valid until the next ordinary general meeting in which the amount of compensations for the directors and/or additional remunerations shall be approved.
10. Electing the external financial auditor of the Company, setting the duration of the agreement for auditing services and the remuneration granted.
11. Electing the internal auditor of the Company, setting the duration of the agreement for auditing services and the remuneration granted.
12. Approving the striking off the Bistrița-Năsăud Trade Register Office any mention concerning the internal auditor whose mandate will not be prolonged, if that should be the case.
13. Entrusting the Board of Directors with the fulfilment of the decisions adopted by the Ordinary General Meeting of Shareholders.
14. Appointing the Chairman of the Ordinary General Meeting of Teraplast S.A. to sign the OGM Resolution on behalf and in the name of all the attending shareholders.
15. Appointing the Company's legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the OGM recording with the Trade Register Office attached to Bistrița-Năsăud Court and its publication in the Official Gazette of Romania, Part IV.

## II. The Extraordinary General Meeting will have the following:

### AGENDA:

1. Approving the maximum limit of indebtedness the company can contract during the period from 28.04.2023 to 28.04.2024 and approving the guarantee for the credit and/or lease agreements to be accessed within the set limit, by real estate collaterals/securities, assignment of present and future debt rights, assignments related to current and future availabilities, resulting from current accounts, and assignments of rights resulting from insurance policies. The Board's proposal is that such limit of indebtedness to be of maximum 300.000.000 lei.
2. Approving an addition to the maximum limit of indebtedness, provided at item 1 above, that the company can contract from 28.04.2023 to 28.04.2024 an amount of 135.000.000 lei, which will be used (if that should be the case) only to secure the loans of subsidiaries and approving the securing of credit and/or lease agreements to be accessed by subsidiaries, within the set limit, by real estate collaterals/securities, assignment of present and future debt rights, assignments related to current and future availabilities, resulting from current accounts, and assignments of rights resulting from insurance policies.
3. Entrusting the Board of Directors to carry out, up to the maximum limit of indebtedness approved, in the name of and for the Company, all actions and approaches required or useful for the purposes of fulfilling what has been approved according to items 1 and 2 above. In this respect, the Board of Directors shall issue decisions on:
  - access to bank loans, entering into loan/lease agreements, extending the accessed bank loan/lease agreements, establishing the structure of guarantees related to the loan/lease agreements accessed or extended, restructuring/refinancing the granted loans, changing the structure of the guarantees for outstanding credits, authorising the persons who will sign on behalf of and for TERAPLAST S.A. the loan/lease agreements or guarantee agreements/addenda to loan or lease agreements, as well as any other documents or instruments that are ancillary to, related to or referred to in the loan/lease agreements, guarantee agreements or any other documents, and sign any other forms, requests that may be required or useful relative to such bank transactions.
  - guaranteeing the access by the company subsidiaries bank loans and/or loan/lease agreements, establishing/changing the structure of corresponding guarantees, authorising the persons who will sign on behalf of and for TERAPLAST S.A. the loan/lease agreements/addenda, as well as any other documents or instruments that are ancillary to, related to or referred to in the guarantee agreements, and sign any other forms, requests that may be required or useful relative to such transactions.
4. Approving the repurchase by Teraplast S.A. of its own shares, in accordance with the applicable legal provisions, as follows: A maximum number of 2.764.610 shares with a par value of 0,1 lei/share at a minimum price equal to the BVB market price at the time of purchase and a maximum price of 1 lei/share, for a period

of maximum 18 months from the date of registration of the EGM Resolution in the Trade Register, within a stock option plan programme, for the implementation of a compensation system for the employees and senior employees of the Teraplast Group companies, the directors and the executive directors of the Company, which should ensure the compliance with the principle of long-term performance reward and provide an employee loyalty programme (“SOP”).

The nominal value of the own shares thus repurchased may not exceed together with any other own shares held by Teraplast S.A. the 10% threshold of the subscribed share capital of Teraplast S.A.

The payment of the repurchased shares shall be made from the profit distributable or the Company’s available reserves, recorded in the last annual financial statement approved, except for legal reserves, according to the provisions of Article 103 (1) of Law no. 31/1990, updated.

5. Entrusting the Company’s Board of Directors with the enforcement and fulfilment of the share repurchase resolution according to item 4 of the EGM agenda, as well as for the implementation of the SOP program.
6. Appointing the Chairman of the Extraordinary General Meeting of Shareholders to sign the EGM Resolution on behalf and in the name of all the attending shareholders.
7. Appointing the Company’s legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the EGM recording with the Trade Register Office attached to Bistrita-Nasaud Court and its publication in the Official Gazette of Romania, Part IV.

(1) One or more shareholders jointly or severally representing at least 5% of the share capital, have the right to (i) introduce items on the General Meeting agenda, provided that each item is accompanied by an explanation or a decision draft submitted for adoption to the General Meeting of Shareholders; (ii) submit decision drafts for the items included or suggested to be included on the General Meeting agenda.

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in writing, and the documents shall be submitted in a closed envelope at the company’s headquarters, or sent by any type of mail or fast delivery with acknowledgment of receipt, the envelope bearing a clear note written in capital letters “FOR THE GENERAL MEETING OF 28/29.04.2023” or sent by courier or electronic means, with the extended electronic signature included according to Law 455/2001 on electronic signature, at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at the subject: “FOR THE GENERAL MEETING OF 28/29.04.2023”.

(3) The shareholders can exercise the rights set forth in paragraph (1) (i) and (ii) within maximum 15 calendar days following the date of publication of this convening notice, namely up to and including **12 April 2023**. Each shareholder is entitled to put questions regarding the items on the General Meeting agenda, and the company will reply to the shareholders’ questions during such meeting. The questions shall be submitted in a closed envelope at the company’s headquarters, or sent by any mail or fast courier with acknowledgement of receipt,

the envelope bearing a clear note written in capital letters “FOR THE GENERAL MEETING OF 28/29.04.2023” or sent by electronic means, with the extended electronic signature included according to Law 455/2001 on electronic signature, at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at the subject: “FOR THE GENERAL MEETING OF 28/29.04.2023”, up to and including **27 April 2023**.

**The shareholders can participate in person or they can be represented in the General Meetings of Shareholders** either by their legal representatives or by other agents authorised by a special power of attorney or a general power of attorney, as provided by Article 105 of Law 24/2017 on the issuers of financial instruments and market operations (republished).

***The shareholders can also participate in the Meeting convened by this Notice to Convene by using the tele/video conference system for the Meeting, through the Evote platform made available by the Company, by accessing the link <https://trp.evot.ro>. The participation procedure and electronic voting in the convened Meeting shall be made available to the shareholders on the company’s website: [www.teraplast.ro](http://www.teraplast.ro), heading “Investors”, Section “General Meeting of the Shareholders” starting from 28 March 2023.***

***Shareholders can also be identified through the Investor Registration Platform developed by Depozitarul Central S.A. (Central Depository), by accessing the link <https://roclear.ro/Inrolare-Investitori>.***

Shareholders’ access shall be permitted upon simple proof of their identity, which is, in case of shareholders who are natural persons their ID or, in case of legal entities, that of their legal representative.

Shareholders can appoint a representative by a general power of attorney (authorisation) valid for no more than three years, authorising the appointed representative to vote in any matter subject to discussions of the General Meetings of Shareholders, provided such power of attorney (authorisation) be given by the shareholder, as customer, to an intermediary defined as per Article 2 paragraph (1) item 19 of Law 24/2017 on the issuers of financial instruments and market operations (republished), or to a lawyer.

The shareholders may not be represented in the General Meeting based on a general power of attorney (authorisation) by a person subject to a conflict of interests, pursuant to Article 105 paragraph (15) of Law 24/2017 on the issuers of financial instruments and market operations (republished).

General powers of attorney (authorisations) should be submitted to the Company Record Office or sent by any type of mail or courier with acknowledgement of receipt, 48 hours before the general meeting, namely no later than **26 April 2023**, 08:00 am (Romania time) for the Ordinary General Meeting, and 08:30 am (Romania time) for the Extraordinary General Meeting, in copy, including the mention “Certified to be a true copy of the original” signed by the representative. The powers of attorney can also be sent, within the same period, by e-mail with the

extended electronic signature included according to Law 455/2001 on electronic signature, at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at the subject: "FOR THE GENERAL MEETING OF 28/29.04.2023".

The capacity as a shareholder and, in case of shareholders who are legal entities or entities without legal personality, the capacity as legal representative is ascertained based on the list of shareholders as of the reference/registration date, received by the issuer from the Central Depository or, accordingly, in case of dates other than the reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

- a) the statement of account certifying the capacity as shareholder and the number of owned shares;
- b) documents certifying that the information on the legal representative is recorded at the Central Depository/ participants concerned.

However, if the Shareholder did not inform the Central Depository in a timely manner of its legal representative or if this information is not mentioned in the list of shareholders from the reference date received by the Company from the Central Depository, then the proof of the representative status will be made by the Certificate of Incumbency, original or a certified copy thereof, issued by the Trade Register, or any other document, original or a certified true copy, issued by another similar authority in the State where the shareholder is legally registered, for the purpose of proving the existence of the legal person and the legal representative's name/ capacity, not older than 1 month as compared to the date of publication of the notice to convene.

The documents attesting the capacity of legal representative prepared in a foreign language, other than English, must be accompanied by a translation into Romanian or English made by a certified translator.

The above identification criteria shall be also accordingly applied in proving the capacity of legal representative of the shareholder who proposes new items to be included in the General Meeting agenda, or directing questions to the issuer, related to items of the General Meeting agenda.

Pursuant to Article 200 paragraph (4) of the FSA Regulation no. 5/2018 regarding the securities issuers and operations, a shareholder can appoint a single person to represent them in a certain General Meeting. However, if a shareholder holds shares of a company in several security accounts, such restriction shall not prevent the shareholder to appoint a distinctive representative for the shares held in each security account, for a certain General Meeting. Such provision is not detrimental to the provisions of paragraph (6) of Article 200 of the FSA Regulation no. 5/2018.

Pursuant to Article 200 paragraph (5) of the FSA Regulation no. 5/2018, a shareholder can appoint by power of attorney one or several deputy representatives for a general meeting, in the event the representative appointed as per paragraph (4) above is unable to attend. Where several deputy representatives are appointed by power of attorney, the order in which they will act shall be established as well.



**The shareholders can also cast their votes for the agenda items by mail**, and the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the company's headquarters, and should arrive at the headquarters no later than **26 April 2023**, 08:00 am (Romania time) for the Ordinary General Meeting, and 08:30 am (Romania time) for the Extraordinary General Meeting, the envelope bearing a clear note written in capital letters "FOR THE GENERAL MEETING OF 28/29.04.2023". The voting bulletins can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro) , mentioning at the subject: "FOR THE GENERAL MEETING OF 28/29.04.2023".

A representative can cast their vote by mail only when such representative has received from the shareholder a special/general power of attorney that will be submitted to the issuer pursuant to Article 105 par. (14) of Law 24/2017 on the issuers of financial instruments and market operations.

Special power of attorney forms to be used for voting by representative, the forms to be used for voting by mail, as well the Procedure for electronic participation and voting in the general meeting of shareholders shall be made available for shareholders both in Romanian and in English, at the company's headquarters, from **8:00 am to 4:30 pm** during business days and on the company's website: [www.teraplast.ro](http://www.teraplast.ro) , heading "Investors", Section "General Meeting of Shareholders", starting from **28 March 2023**.

The special powers of attorney and the vote by mail forms shall be submitted as originals, in either Romanian or English, at the company's headquarters, or sent by any type of mail or fast delivery with acknowledgment of receipt, no later than **26 April 2023**, 08:00 am (Romania time) for the Ordinary General Meeting, and 08:30 am (Romania time) for the Extraordinary General Meeting, the envelope bearing a clear note written in capital letters "FOR THE GENERAL MEETING OF 28/29.04.2023", or can be sent by e-mail with extended electronic signature included according to Law 455/2001 on electronic signature at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro) , mentioning at the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF 28/29.04.2023".

One copy shall be handed over to the representative, one shall be kept by the company, and the third copy shall be kept by the shareholder.

When completing the special powers of attorney and the vote by mail ballots, the possibility of completing the GMS agenda by new items shall be considered. In such event, the updated special powers of attorney and updated ballots, both in Romanian and in English, can be obtained from the Company Record Office and the company's website [www.teraplast.ro](http://www.teraplast.ro) , Heading "Investors", Section "General Meeting of Shareholders", starting from the date of publishing the completed agenda.

If the agenda is completed, the agenda completed with the items proposed by the shareholders will be published with the fulfilment of the requirements provided by the law and/or the Memorandum of Association for the general meeting convening, at least 10 days before the general meeting, namely up to and including 18 April 2023.

In case the agenda is completed and the shareholders do not send updated special powers of attorney and/or their ballots by mail, the special powers of attorney and/or ballots by mail sent before completing the agenda shall be taken into account only for such items that are also found in the initial agenda.

Any informative documents and materials, as well as decision drafts concerning the matters listed in the agenda of the General Meeting of Shareholders shall be made available to the shareholders both in Romanian and in English, at the company's headquarters, during business days, from **8:00 am to 4:30 pm** and also on the company's website: [www.teraplast.ro](http://www.teraplast.ro), heading „Investors”, Section „General Meeting of Shareholders”, starting from **28 March 2023**.

In the event the validity conditions are not met at the first notice to convene, the next General Meeting shall be convened for the **29<sup>th</sup> of April 2023**, the agenda, time and place remaining the same.

In accordance with the legal provisions in force, we note that the position of "*Abstaining*" adopted by a shareholder regarding the items on the agenda of the Assembly, does not represent an expressed vote.

On the convening date, the share capital of the Company is made up of 2.179.000.358 nominative shares, each share giving the right to one vote. The company does not hold its own shares, therefore the total number of voting rights as of the convening date is of 2.179.000.358 voting rights.

**Chairman of the Board of Directors**

**Dorel Goia**

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