

DRAFT

DECISION no. 1 dated 28.04.2023

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

In pursuance of art.113 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 Extraordinary General Meeting of Shareholders ("**EGMS**") of the Company, headquartered in village Sărățel, commune Șieu-Măgheruș, 1 Teraplast Way, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on 28.04.2023, at the Company's headquarters, at 10:30 (Romania time), in a total quorum of [...] % of the total 2.179.000.358 voting rights corresponding to the 2.179.000.358 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 total value of 300.000.000 lei 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.

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

2. Approves the supplementation of the maximum limit of indebtedness that the company may contract between 28.04.2023 - 28.04.2024 with the 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.

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

3. Authorises the Board of Directors to take, for and on behalf of the Company, all the actions and steps required or useful for the enforcement of item 1 and 2 of this decision, up to the maximum agreed limit of indebtedness. 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.

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

4. Authorize 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.

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

5. Approves to appoint the Company's Board of Directors for 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.

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

6. Authorize 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.

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

7. Authorize 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.

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

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