

**Draft**

**DECISION no. 1 dated 28.04.2023**

**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 28.04.2023, at the Company's headquarters, at 10:00 (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 individual financial statements corresponding to fiscal year 2022, 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 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.

**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 2022, 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 updated Remuneration Policy.

**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 Remuneration Report of the members of the Board of Directors and executive managers of the Company, for the 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.**

6. Approves the discharge from administration of the Company's Board of Directors for financial 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 Income and Expenses Budget corresponding to the fiscal year 2023.

**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 Investment Program corresponding to the fiscal year 2023.

**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 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 2.500 Euros net monthly;

- a variable remuneration whose value cannot exceed 100% of the fixed annual remuneration.

**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 election as an external financial auditor of the Company of \_\_\_\_\_, for a term of \_\_\_\_\_ years from the date of adoption of the OGMS decision, with a remuneration of \_\_\_\_\_ euro / year. **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 election as an internal auditor of the Company of \_\_\_\_\_, for a term of \_\_\_ year from the date of adoption of the OGMS decision, with a remuneration of \_\_\_\_\_ 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.**

12. Approves 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.

**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. 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.**

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.

**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. 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 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.**

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