

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: **28.04.2023**

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:

On April 28, 2023, starting with 10:00 AM, respectively 10:30 AM, at Company's headquarters, as well as by participation by electronic means, took place the Ordinary and Extraordinary General Meeting of Shareholders, which was legally and statutory constituted at first convocation.

In order to ensure a complete and correct information of shareholders and potential investors, we reproduce the content of the decisions of the Ordinary and Extraordinary General Meeting of Shareholders of the Company TERAPLAST S.A:

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 Sărațel, commune Șieu-Magheruș, 1 Teraplast Way, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, legal and statutory held on 28.04.2023, at the Company's headquarters, as well as by participating by electronic means, at 10:00 (Romania time), in the personal presence, by representative as

well as by expressing votes by correspondence of a number of shareholders holding **74,068457%** of the total of 2.179.000.358 voting rights related to the 2.179.000.358 shares issued by the Company,

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.

Voting structure: With a number of 1.613.097.508 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.097.508 shares representing 74,029245% of the Company's share capital, Item 1 of the agenda has been approved as follows: 1.613.087.819 votes in favour, representing 99,999399% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 74,028800% of the Company's total number of voting rights; 9.689 votes against, representing 0,000601% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,000445% of the Company's total number of voting rights; 332.622 abstentions;

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.**

Voting structure: With a number of 1.578.193.972 validly expressed votes for this item on the agenda, corresponding to a number of 1.578.193.972 shares representing 72,427431% of the Company's share capital, Item 2 of the agenda has been approved as follows: 1.577.047.751 votes in favour, representing 99,927371% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 72,374828% of the Company's total number of voting rights; 1.146.221 votes against, representing 0,072629% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,052603% of the Company's total number of voting rights; 35.236.158 abstentions;

3. Approves the consolidated financial statements corresponding to fiscal year 2022, based on the Board Report and the financial auditor's Report.

Voting structure: With a number of 1.613.111.120 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.111.120 shares representing 74,029869% of the Company's share capital, Item 3 of the agenda has been approved as follows: 1.613.101.431 votes in favour, representing 99,999399% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 74,029425% of the Company's total number of voting rights; 9.689 votes against, representing 0,000601% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,000445% of the Company's total number of voting rights; 319.010 abstentions;

4. Approves the updated Remuneration Policy.

Voting structure: With a number of 1.607.247.689 validly expressed votes for this item on the agenda, corresponding to a number of 1.607.247.689 shares representing 73,760781% of the Company's share capital, Item 4 of the agenda has been approved as follows: 1.517.886.268 votes in favour, representing 94,440096% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 69,659753% of the Company's total number of voting rights; 89.361.421 votes against, representing 5,559904% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 4,101028% of the Company's total number of voting rights; 6.182.441 abstentions;

5. Approves the remuneration report of the members of the Board of Directors and the executive managers of the Company, for the year 2022, subject to the consultative vote of the OGSM.

Voting structure: With a number of 1.470.879.468 validly expressed votes for this item on the agenda, corresponding to a number of 1.470.879.468 shares representing 67,502489% of the Company's share capital, Item 5 of the agenda has been approved as follows: 1.106.446.189 votes in favour, representing 75,223444% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 50,777697% of the Company's total number of voting rights; 364.433.279 votes against, representing 24,776556% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 16,724792% of the Company's total number of voting rights; 142.549.282 abstentions;

6. Approves the discharge from administration of the Company's Board of Directors for financial year 2022.

Voting structure: With a number of 590.796.700 validly expressed votes for this item on the agenda, corresponding to a number of 590.796.700 shares representing 27,113199% of the Company's share capital, Item 6 of the agenda has been approved as follows: 583.717.669 votes in favour, representing 98,801782% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 26,788324% of the Company's total number of voting rights; 7.079.031 votes against, representing 1,198218% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,324875% of the Company's total number of voting rights; 1.022.632.050 abstentions;

Of the 1.022.632.050 abstentions, 1.022.545.866 are given by the company's directors who also have the quality of shareholders

7. Approves the Income and Expenses Budget corresponding to the fiscal year 2023.

Voting structure: With a number of 1.613.389.930 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.389.930 shares representing 74,042665% of the Company's share capital, Item 7 of the agenda has been approved as follows: 1.610.584.186 votes in favour, representing 99,826096% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 73,913902% of the Company's total number of voting rights; 2.805.744 votes against, representing 0,173904% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,128763% of the Company's total number of voting rights; 38.820 abstentions;

8. Approves the Investment Program corresponding to the fiscal year 2023.

Voting structure: With a number of 1.613.386.305 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.386.305 shares representing 74,042498% of the Company's share capital, Item 8 of the agenda has been approved as follows: 1.610.740.561 votes in favour, representing 99,836013% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 73,921078% of the Company's total number of voting rights; 2.645.744 votes against, representing 0,163987% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,121420% of the Company's total number of voting rights; 42.445 abstentions;

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.

Voting structure: With a number of 1.605.119.432 validly expressed votes for this item on the agenda, corresponding to a number of 1.605.119.432 shares representing 73,663110% of the Company's share capital, Item 9 of the agenda has been approved as follows: 1.480.403.878 votes in favour, representing 92,230139% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 67,939589% of the Company's total number of voting rights; 124.715.554 votes against, representing 7,769861% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 5,723522% of the Company's total number of voting rights; 8.283.222 abstentions;

10. Approves the election as an external financial auditor of the Company of DELOITTE AUDIT S.R.L, for a term of 2 years from the date of adoption of the OGMS decision, with a remuneration of 50.000 Euros / year.

Voting structure: With a number of 1.570.844.315 validly expressed votes for this item on the agenda, corresponding to a number of 1.570.844.315 shares representing 72,090136% of the Company's share capital, Item 10 of the agenda has been approved as follows: 1.507.891.648 votes in favour, representing 95,992431% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 69,201074% of the Company's total number of voting rights; 62.952.667 votes against, representing 4,007569% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 2,889062% of the Company's total number of voting rights; 42.584.435 abstentions;

11. Approves the election as an internal auditor of the Company of MAZARS ROMANIA S.R.L., for a term of 1 year from the date of adoption of the OGMS decision, with a remuneration of 5.000 Euros per annum.

Voting structure: With a number of 1.577.871.408 validly expressed votes for this item on the agenda, corresponding to a number of 1.577.871.408 shares representing 72,412627% of the Company's share capital, Item 11 of the agenda has been approved as follows: 1.528.575.985 votes in favour, representing 96,875828% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 70,150332% of the Company's total number of voting rights; 49.295.423 votes against, representing

3,124172% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 2,262295% of the Company's total number of voting rights; 35.557.342 abstentions;

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.

Voting structure: With a number of 1.613.401.180 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.401.180 shares representing 74,043181% of the Company's share capital, Item 12 of the agenda has been approved as follows: 1.564.110.837 votes in favour, representing 96,944942% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 71,781119% of the Company's total number of voting rights; 49.290.343 votes against, representing 3,055058% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 2,262062% of the Company's total number of voting rights; 27.570 abstentions;

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

Voting structure: With a number of 1.613.415.521 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.415.521 shares representing 74,043839% of the Company's share capital, Item 13 of the agenda has been approved as follows: 1.613.410.992 votes in favour, representing 99,999719% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 74,043631% of the Company's total number of voting rights; 4.529 votes against, representing 0,000281% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,000208% of the Company's total number of voting rights; 11.195 abstentions;

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.

Voting structure: With a number of 1.613.400.437 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.400.437 shares representing 74,043147% of the Company's share capital, Item 14 of the agenda has been approved as follows: 1.613.390.748 votes in favour, representing 99,999399% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 74,042702% of the Company's total number of voting rights; 9.689 votes against, representing 0,000601% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,000445% of the Company's total number of voting rights; 22.063 abstentions;

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.

Voting structure: With a number of 1.613.415.465 validly expressed votes for this item on the agenda, corresponding to a number of 1.613.415.465 shares representing 74,043837% of the Company's share capital, Item 15 of the agenda has been approved as follows: 1.613.405.776 votes in favour, representing 99,999399% of the votes expressed by the shareholders who were present or represented or who voted by correspondence,

namely 74,043392% of the Company's total number of voting rights; 9.689 votes against, representing 0,000601% of the votes expressed by the shareholders who were present or represented or who voted by correspondence, namely 0,000445% of the Company's total number of voting rights; 6.035 abstentions;



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, Bistrița-Năsăud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, legal and statutory held on 28.04.2023, at the Company's headquarters, as well as by participating by electronic means, at 10:30 (Romania time), in the personal presence, by representative as well as by expressing votes by correspondence of a number of shareholders holding **74,039349%** of the total of 2.179.000.358 voting rights related to the 2.179.000.358 shares issued by the Company,

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 1 of the agenda has been approved as follows: 1.607.362.782 votes in favour, representing 99,630891% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,766063% of the Company's total number of voting rights; 5.870.303 votes against, representing 0,363865% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,269403% of the Company's total number of voting rights; 50.294 abstentions; 34.311 unexpressed votes.

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 2 of the agenda has been approved as follows: 1.607.310.786 votes in favour, representing 99,627668% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,763677% of the Company's total number of voting rights; 5.919.871 votes against, representing 0,366938% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,271678% of the Company's total number of voting rights; 52.722 abstentions; 34.311 unexpressed votes.

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 3 of the agenda has been approved as follows: 1.607.371.479 votes in favour, representing 99,631430% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,766462% of the Company's total number of voting rights; 5.865.143 votes against, representing

0,363545% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,269167% of the Company's total number of voting rights; 40.507 abstentions; 40.561 unexpressed votes.

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 4 of the agenda has been approved as follows: 1.276.118.069 votes in favour, representing 79,098994% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 58,564381% of the Company's total number of voting rights; 319.460.668 votes against, representing 19,801473% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 14,660882% of the Company's total number of voting rights; 17.704.642 abstentions; 34.311 unexpressed votes.

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 5 of the agenda has been approved as follows: 1.293.934.429 votes in favour, representing 80,203325% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 59,382020% of the Company's total number of voting rights; 317.152.793 votes against, representing 19,658422% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 14,554967% of the Company's total number of voting rights; 2.189.907 abstentions; 40.561 unexpressed votes.

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 6 of the agenda has been approved as follows: 1.612.902.612 votes in favour, representing 99,974272% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 74,020300% of the Company's total number of voting rights; 349.854 votes against, representing 0,021685% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,016056% of the Company's total number of voting rights; 24.663 abstentions; 40.561 unexpressed votes.

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.

Voting structure: With a participation of 1.613.317.690 valid votes for this item on the agenda, corresponding to a number of 1.613.317.690 shares representing 74,039349% of the Company's share capital, Item 7 of the agenda has been approved as follows: 1.613.264.305 votes in favour, representing 99,996691% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 74,036899% of the Company's total number of voting rights; 9.689 votes against, representing 0,000601% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,000445% of the Company's total number of voting rights; 2.135 abstentions; 41.561 unexpressed votes.

Chairman of the meeting,

Alexandru Stanean

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