

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: **09.08.2023**

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

ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

September 14, 2023

Pursuant to the provisions of articles 111 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 **August 9, 2023** the **General Meeting of Shareholders – Ordinary (“OGM”)**, for the **September 14, 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)**. All shareholders registered in the Shareholder Register are entitled to participate and vote in this General Meeting by the end of **September 4, 2023**, set as reference date.

Considering that the validity of the current directors' mandates expires on September 14, 2023,

The Ordinary General Meeting will have the following:

AGENDA

1. The election of the members of Company's Board of Directors.
2. The establishing of the validity of the mandate of the members of the Board of Directors, starting with September 14, 2023. The Board of Directors proposes that mandate length will be 4 (four) years.
3. Mandating Mr. Alexandru Stănean and Mrs. Maria-Ioana Birta to negotiate and either to sign the Director Agreements with the directors, on behalf of the Company.
4. Electing an independent member of the Audit Committee for a one-year mandate starting from the date of appointment, in pursuance of Article 65 of title I, chapter IX, Law 162/2017, and establishing the remuneration.
5. Approving the updated Remuneration Policy.
6. Appointing the Chairman of the Ordinary General Meeting of Teraplast S.A.'s Shareholders to sign the OGM Resolution, in the name and on behalf of all the attending shareholders.
7. Appointing the Company's legal counsel, Mrs. Kinga Vaida, to fulfil all the formalities concerning the registration of the OGM Resolution 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 ORDINARY GENERAL MEETING OF 14/15.09.2023" 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, mentioning in the subject: "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023".

(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 **August 28, 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 ORDINARY GENERAL MEETING OF 14/15.09.2023" or sent by electronic means, with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE

ORDINARY GENERAL MEETING OF 14/15.09.2023", up to and including **September 13, 2023 inclusively**.

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).

If a shareholder is represented by a credit institution rendering custodian services, the latter may participate and vote in the OGMS based on and within the limits of the voting instructions received by electronic means, without it being necessary for the shareholder to draw up a special or general power of attorney for this purpose, provided that the said custodian credit institution submits to the Company a statement on its own liability, signed by the credit institution's legal representative, stating (i) the name of the shareholder, written clearly, for which the credit institution participates and votes in the OGMS, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The original said own liability statement 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 September 12, 2023, 08:00 am (Romania time). The declarations can also be sent, within the same delay, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023".

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, heading "Investors", Section "General Meeting of the Shareholders" starting from August 14, 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 **September 12, 2023**, 08:00 am (Romania time), 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 delay, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023".

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 **September 12, 2023**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023". 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, mentioning in the subject: "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023".

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, heading "Investors", Section "General Meeting of Shareholders", starting from **August 14, 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 **September 12, 2023**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023", or can be sent by e-mail with extended electronic signature included according to Law 455/2001 on electronic signature at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE ORDINARY GENERAL MEETING OF 14/15.09.2023".

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 , 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 September 1, 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, heading „Investors”, Section „General Meeting of Shareholders”, starting from **August 14, 2023**.

In the event the validity conditions are not met at the first notice to convene, the next Ordinary General Meeting shall be convened for the **September 15, 2023**, the agenda, time and place remaining the same.

The Company shareholders, regardless of their equity participation, as well as the current directors of the Company can submit candidate proposals to be appointed as member of the Board up to August 28, 2023, including such date. The proposals shall be accompanied by information on names, town or city of residence and professional qualification of the people proposed for such position, as well as (i) a copy of the valid identity document of the Company shareholder/director (in case of natural persons ID document/card or passport, and in case of legal entities ID document/card or passport of the legal representative recorded on the list of the Company shareholders, issued by the Central Depository/ Depozitarul Central S.A.), (ii) curriculum vitae of the person proposed and (iii) note about having informed the candidate on the processing of their personal data.

The list including the information about the first names, surnames, town or city of residence and professional qualification of people proposed for the position of director shall be available to the shareholders and can be referred and completed by them, at the company registered office, during business days, between 08:00 – 16:30 and on the company website: www.teraplast.ro , Category "Investors", Section "Corporate Governance – General Meeting of the Shareholders", starting from August 14, 2023.

In accordance with the legal provisions in force, we are mentioning that the "*abstention*" position adopted by a shareholder concerning the items on the Meeting Agenda 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 or by phone at +40 741 270 439 – Contact person: Alexandra Sica.

