

**Draft**

**DECISION no. 1 dated 14.09.2023**

**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 14.09.2023, 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 election as members in the Company's Board of Directors, the following persons:

1.1. Administrator \_\_\_\_\_

**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.**

1.2. Administrator \_\_\_\_\_

**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.**

1.3. Administrator \_\_\_\_\_

**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.**

1.4. Administrator \_\_\_\_\_

**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.**

1.5. Administrator \_\_\_\_\_

**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.**

2. Approves that the validity of the mandate of the Board members to be of 4 (four) years starting from September 14, 2023, respectively from September 14, 2023 until September 14, 2027.

**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.**

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.

**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.**

4. Approves the election of \_\_\_\_\_ as 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 approves a remuneration of up to 3,000 euro / year net, for the independent member in the Audit Committee.

**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.**

5. 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.**

6. Authorizes 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.

**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.**

7. Authorizes 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.

**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.**

This resolution has been executed and signed today, 14.09.2023.

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