

## 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: **01.02.2024**

Name of issuing company: **TERAPLAST S.A.**

Registered office: **Sărățel 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

### EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TERAPLAST S.A.

**11 March 2024**

Pursuant to the provisions of articles 113 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 Sărățel, 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 **February 1, 2024** the **Extraordinary General Meeting of Shareholders ("EGM")**, for **March 11, 2024**, which will be conducting its works at the company's headquarters of Sărățel, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postcode 427301, starting at **10.00 am (Romania time)**. All shareholders registered in the Shareholders' Register at the end of **February 29, 2024**, established as the reference date, are entitled to attend and vote at this General Meeting of Shareholders.

**The Extraordinary General Meeting will have the following:**

## AGENDA

1. Approval of the acquisition by Teraplast S.A. from Mr. Hans-Jürgen Uhl, Ms. Sabine Uhl, Ms. Jennifer Uhl and Ms. Janine Uhl ("Sellers") of the shares held by them, directly or indirectly, in the companies mentioned below (the "*Transaction*"), respectively:

- a. All shares held directly by the Sellers in WF Kunststoff Handels GmbH, a company based in Wiener Neustadt, Austria, registration number FN 596655 i (representing 100% of the share capital of *WF Kunststoff Handels GmbH*);
- b. All shares held directly by the Sellers in Wolfgang Freiler GmbH & Co KG, a company with its registered office in Wiener Neustadt, Austria, registration number FN 611503 w (representing 100% of the share capital of *Wolfgang Freiler GmbH & Co KG*).
- c. All shares held directly by Ms Janine Uhl in Itraco GmbH, a company based in Wiener Neustadt, Austria, registration number FN 117077 y (representing 100% of the share capital of *Itraco GmbH*).
- d. All shares held by the Sellers indirectly in Polytech Industrie Kft. a company with its registered office in Fertőszentmiklós, Hungary, registered at the Győr Trade Register under no. 08-09-001585, 100% owned by Wolfgang Freiler GmbH & Co KG .
- e. All shares held by the Sellers indirectly in Sörgyári Ipari Park Kft. a company based in Nagykanizsa, Hungary, registered at the Zalaegerszeg Trade Register under no. 20-09-072859, 80% owned by Polytech Industrie Kft.
- f. All shares held by the Sellers indirectly in Pro-Moulding Kft. a company based in Nagykanizsa, Hungary, registered at the Győr Trade Register under no. 08-09-027786, 100% owned by Itraco GmbH.

The total price to be paid by the Company to the Sellers for all the shares referred to in this item will be **EUR 16,530,000.00**, to which an earn-out mechanism based on the consolidated EBITDA performance of the group of the companies referred to at a) to f) above is added.

2. Empowering the Board of Directors of the Company to fulfil the resolutions adopted by the EGMS, by taking all measures and signing all the necessary documents in order to finalize the Transaction and by fulfilling each and all conditions and formalities necessary for its completion.
3. To authorise the Chairman of the Extraordinary General Meeting of Shareholders of the Company to sign, for and on behalf of all the shareholders present at the meeting, the EGMS resolutions.
4. To authorize the Company's legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the EGMS resolutions at the Trade Register of Bistrita-Nasaud Court, and to publish such resolutions 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024" 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](mailto:secretariatCA@teraplast.ro), mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024".

(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 **February 21, 2024**. 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024" or sent by electronic means, with the extended electronic signature included according to Law 455/2001 on electronic signature, at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024", up to and including **March 10, 2024 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 EGMS 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 EGMS, 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 **March 9, 2024, 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](mailto:secretariatCA@teraplast.ro), mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024".

***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](http://www.teraplast.ro) , heading "Investors", Section "General Meeting of the Shareholders" starting from February 7, 2024.***

***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 **March 9, 2024**, 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](mailto:secretariatCA@teraplast.ro) , mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024".

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 **March 9, 2024**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024". 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](mailto:secretariatCA@teraplast.ro), mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024".

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](http://www.teraplast.ro) , heading "Investors", Section "General Meeting of Shareholders", starting from **February 7, 2024**.

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 **March 9, 2024**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024", or can be sent by e-mail with extended electronic signature included according to Law 455/2001 on electronic signature at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro) , mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.03.2024".

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 EGMS 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](http://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 February 28, 2024.

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](http://www.teraplast.ro), heading „Investors”, Section „General Meeting of Shareholders”, starting from **February 7, 2024**.

In the event the validity conditions are not met at the first notice to convene, the next Extraordinary General Meeting shall be convened for the **March 12, 2024**, the agenda, time and place remaining the same.

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](mailto:investor.relations@teraplast.ro) or by phone at +40 741 270 439 – Contact person: Alexandra Sica.**