**2 copies**

**BALLOT PAPER – VOTE BY CORRESPONDENCE**

**For votes by correspondence for**

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

**Convened for 11.03.2024/ 12.03.2024**

I, the undersigned **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** (name and surname of the shareholder – natural person)residing in city \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, street \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, county\_\_\_\_\_\_\_\_\_\_\_\_\_ identified with \_\_\_\_\_\_\_\_\_\_\_\_ (identity document), series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

Or

The undersigned[[1]](#endnote-1) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the shareholder – legal person), headquartered in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, street \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_no.\_\_\_\_\_\_\_\_, bl.\_\_\_\_\_\_\_\_\_\_, sc.\_\_\_\_\_\_\_, et.\_\_\_\_\_\_\_, ap.\_\_\_\_\_\_\_, county \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Register attached to the Court \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_under no. J\_\_/\_\_\_\_\_/\_\_\_\_\_\_\_, VAT number RO\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, represented legally by [[2]](#endnote-2) Mr. /Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in capacity of General Director/Manager, holder of identity card series \_\_\_\_\_\_\_\_\_\_\_\_, no.\_\_\_\_\_\_\_\_\_\_\_, issued by Police/SPCLEP\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ having the Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Owner on **29.02.2024** (reference date) of a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by **the** **Company TERAPLAST SA,** registered with the Trade Register of Bistrita-Nasaud Court under no. J06/735/1992, VAT no. RO3094980, traded on Bucharest Stock Exchange, having the symbol **TRP**, that grants me a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the General Meeting of Shareholders, out of the total of 2.179.000.358 shares issued by **the** **Company TERAPLAST SA,**

aware of the Agenda of the Extraordinary General Meeting of Shareholders of Teraplast S.A. convened for **11.03.2024 at 10:00 am (Romania time)**, or on the date of the second meeting in case the first meeting cannot be held, namely for 12.03.2024 at **10:00 am (Romania time)**, if the Extraordinary General Meeting of Shareholders will not be able to be validated at the first notice, and the documentation made available by Teraplast S.A.,

by the present **ballot paper**, I express my vote by correspondence regarding the items of the Agenda of the **Extraordinary General Meeting of Shareholders**, as follows:

* + 1. For **item 1** of the agenda, namely: **“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:**

1. **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)*;**
2. **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).***
3. **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).***
4. **All shares held by the Sellers indirectly in *Polytech Industrie Kft.* a company with its registered office in Fertőszentmiklós, Hungary, registered at the Györ Trade Register under no. 08-09-001585, 100% owned by Wolfgang Freiler GmbH & Co KG .**
5. **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.**
6. **All shares held by the Sellers indirectly in *Pro-Moulding Kft.* a company based in Nagykanizsa, Hungary, registered at the Györ 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.”:**

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| **For** | **Against** | **Abstaining** |
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* + 1. For **item 2** of the agenda, namely: **„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.”:**

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| **For** | **Against** | **Abstaining** |
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* + 1. For **item 3** of the agenda, namely: **„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.”:**

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| **For** | **Against** | **Abstaining** |
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* + 1. For **item 4** of the agenda, namely: **„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.”:**

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| **For** | **Against** | **Abstaining** |
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**Please find hereby attached a copy of the valid ID card[[3]](#endnote-3)/a copy of the registration certificate** **[[4]](#endnote-4).**

**Note: Will be marked with „X” the box corresponding to the vote. The other boxes will not be filled in with any mark.**

This ballot paper was drawn up in accordance with the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations (Republished), as well as A.S.F. Regulation No.5/2018.

This ballot paper will be filled in at all entries, signed and dated by the shareholder.

**The ballot paper is executed up in 2 original copies**, out of which: one will remain at the shareholder and the other will be submitted to **TERAPLAST S.A.** headquarter not later than **09.03.2024, 08:00 am Romania time.**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**[[5]](#endnote-5)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (signature)**

**[[6]](#endnote-6)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

(First name and surname of the natural person shareholder or the legal representative of the legal entity, in capital letters)

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| --- |
| Personal data entered in this special power of attorney (name and surname, domicile, series, number  and date of issuance of identity card, personal numerical code, signature, number of  shares held) shall be processed in compliance with the legal provisions regarding the protection of individuals  with regard to the processing of personal data and the free circulation of such  data, during the period stipulated by law, pursuant to Law no. 24/2017 on Issuers of  Financial Instruments and Market Operations (Republished) and of ASF Regulation no. 5/2018 on Issuers of  Financial Instruments and Market Operations, as amended and Law no. 31/1990 on societies.  You benefit from the right of access, intervention, rectification and porting of the data you  provide us, limit our processing and even request the deletion of the data.  Please note that interfering with the data you have provided to us may prevent the use of the  ballot paper in the Extraordinary General Shareholders' Meeting of the Company Teraplast S.A.  from the date of 11.03.2024 / 12.03.2024.  In this case, the issuing company is exonerated from liability. Please let us know your requests in any  way that is assuring the identity of the applicant and his or her entitlement. We will  answer you without delay. If you are dissatisfied, you can contact ANSPDCP.  This section provides information on the legal provisions relating to the processing of personal  data of natural persons listed in the ballot paper.  I, the undersigned, agree that personal data will be processed for the purpose of voting  by correspondence at the Extraordinary General Meeting of Shareholders of the Company Teraplast  S.A. from the date of 11.03.2024 / 12.03.2024.  Name and surname: …….…………………..………..  Date: .....................  Signature: ......................... |

1. to be filled in only for legal entities [↑](#endnote-ref-1)
2. to be filled in with the legal representative according to the documents certifying the quality of representative [↑](#endnote-ref-2)
3. applicable for natural persons [↑](#endnote-ref-3)
4. applicable for legal entities [↑](#endnote-ref-4)
5. for shareholders legal entities, please stamp [↑](#endnote-ref-5)
6. for legal entities, the ballot paper needs to be signed by the legal representative; please specify the position of the legal representative. [↑](#endnote-ref-6)