

DRAFT

DECISION no. 1 dated 11.03.2024

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 Sărațel, commune Șieu-Măgheruș, 1 Teraplast Way, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on 11.03.2024, at the Company's headquarters, as well as by participating by electronic means, 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. Approve 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.

Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting.

2. Empowers 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.

Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting.

3. Authorises 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.

Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting.

4. Authorises 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.

Structure of the vote: [...] % for, from the votes held by the shareholders who attended the meeting, [...] % against, from the votes held by the shareholders who participated in the meeting.

Chairman of the Extraordinary General Meeting of the TeraPlast S.A. Shareholders