

Draft

DECISION no. 1 dated 26.04.2024

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 26.04.2024, 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 individual financial statements corresponding to fiscal year 2023, based on the Company's Board Report and the financial auditor's Report.

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 the proposal for the allocation of the net profit related to the 2023 financial year, as follows:

- Net profit achieved: RON 25,463,947;
- Legal reserves: RON 1,456,513;
- Other reserves, reinvested profit: RON 6,347,245;
- Retained earnings: RON 17,660,189;”;

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. Approves the consolidated financial statements corresponding to fiscal year 2023, based on the Board Report and the financial auditor's Report.

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 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.

5. Approves the Remuneration Report of the members of the Board of Directors and executive managers of the Company, for the year 2023.

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. Approves the discharge from administration of the Company's Board of Directors for financial year 2023.

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. Approves the Income and Expenses Budget corresponding to the fiscal year 2024.

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.

8. Approves the Investment Program corresponding to the fiscal year 2024.

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, [...] % abstention, from the votes cast by the shareholders who attended the meeting.

9. Approves the remuneration level for the members of the Board of Directors for the ongoing year and the general limit for additional remunerations of the Board members:

1. Net compensation of 2,500 euros/month;
2. Remuneration for participation in the Consultative Committees of the Board of Directors:
 - Chairman of the Consultative Committee: 2,250 euros net/month;
 - Members of the Consultative Committees: 250 euros net/month.

The remuneration for participation in the Committees cannot exceed 100% of the fixed annual allowance and cannot be in the form of shares.

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.

10. Approves the election as an internal auditor of the Company of _____, for a term of ____ year from the date of adoption of the OGMS decision, with a remuneration of _____ euro.

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.

11. Entrusting the Board of Directors with the fulfilment of the decisions adopted by the Ordinary General Meeting of 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.

12. Appointing the Chairman of the Ordinary General Meeting of Teraplast S.A. to sign the OGM Resolution on behalf and in the name 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.

13. Appointing the Company's legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the OGM 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 cast by the shareholders who attended the meeting, [...] % against, from the votes cast by the shareholders who attended the meeting.

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