

## Participation in the OGM – April 26, 2024

Pursuant to the legal provisions in force, the right to attend and vote at the Ordinary General Meeting belongs only to those who are registered as shareholders by the end of **April 17, 2024 (the reference date)**.

The shareholders registered in the Shareholder Register on the reference date can attend the Meeting personally (physically or online), by correspondence or by proxy based on a special/general power of attorney.

Access of the shareholders entitled to attend the Meeting is allowed by simple proof of their identity, made in the case of shareholders natural persons by their identity document or in the case of legal entities and represented shareholders by the representation documents as described in this procedure.

Shareholders can attend the Meeting personally or by proxy, or by other representatives to whom a special/general power of attorney was granted, under the Article 105 of Law no. 24/2017 on issuers of financial instruments and market operations (republished). A shareholder has an obligation to give within the special power of attorney form, specific voting instructions to their representative (proxy), for each item recorded on the Meeting agenda.

Shareholder representation within the Meeting is also possible by persons other than shareholders, who may act by virtue of a special or general power of attorney, in accordance with the legal regulations in force.

Shareholders registered in the Shareholder Register on the reference date can attend the Meeting and can vote as follows:

### **Personal vote:**

that is exercised after proof of identity is brought by the shareholder, as follows:

- a) in the case of natural person shareholders, by simple proof of identity verified through their identity document (identity paper, identity card, passport, residence permit);
- b) in the case of legal entity shareholders: Tax Identification Number as an original or a true copy of the original, an identity document of the legal representative (identity paper, identity card, passport, residence permit). The capacity of legal representative is stated on the basis of the shareholder list on the reference date, received by the issuer from the Central Depository. However, if the shareholder has not notified the Central Depository on time relative to their legal representative or this information is not mentioned in the shareholder list as of the reference date received from the Central Depository, then the proof of the capacity of legal representative shall be made by a Confirmation of Company Details form issued by the Trade Register or any equivalent document issued by a competent authority in the country where the legal entity shareholder is legally registered, submitted as an original or a true copy of the original. Documents attesting the capacity of legal representative of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the notice to convene. Documents submitted

in a language other than English shall be accompanied by their translation into Romanian/English made by a certified translator.

Shareholders that are present physically at the Meeting can opt to express their vote by means of paper ballots or by using electronic voting means.

**Online vote:**

by using electronic means of vote according to Article 197 of the ASF Regulation on issuers of financial instruments and market operations by accessing the link <https://trp.evot.ro> on any internet-connected device.

**In order to identify and have online access to the GM** shareholders shall make available the following information:

a) Natural persons:

- First name, surname
- National Identification Number (CNP)
- Email address
- Copy of your ID document (identity paper, identity card, passport, residence permit)\*
- Telephone number (optional)

b) Legal entities:

- Name of the legal entity
- Tax Identification Number (CUI)
- First name and surname of the legal representative
- National Identification Number (CNP) of the legal representative
- Email address
- Copy of your ID document (identity paper, identity card, passport, residence permit)\*
- Copy of the Confirmation of Company Details form issued by the Trade Register or any equivalent document issued by a competent authority in the country where the legal entity shareholder is legally registered, submitted as an original or a true copy of the original. Documents attesting the capacity of the legal representative of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the notice to convene \*
- Telephone number (optional)

Documents submitted in a language other than English shall be accompanied by their translation into Romanian/English made by a certified translator.

*\*an electronic copy of the above-mentioned documents shall be uploaded online in the dedicated fields. Files that can be uploaded may have one of the following extensions: .jpg, .pdf, .png.*

A shareholder can connect and vote any time they want within the time frame designed for the vote by correspondence and/or live, the last voting option being the recorded one.

The identification made by the Company in the case of natural persons gives access to the Company's General Meetings if such person is a shareholder on the appropriate reference dates. The identification made by the Company in the case of legal entities, special or general powers of attorney enables access to General Meetings only after the validity of the legal representative or the proxy, respectively, is verified each time.

Where following the identification process there are inconsistencies between the data offered by the shareholder and those in the Shareholder Register on the reference date, the shareholder shall be notified and directed to contact the Shareholder Relations Department at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro) or on telephone number 0757101686 – Kinga Vaida.

### **Vote by proxy:**

that is exercised after the shareholder's identity is proven on the basis of the above-mentioned documents, accompanied by the power of attorney. The special power of attorney can be granted to any person for representation purposes within a single Meeting and contains specific voting instructions from the shareholder, with the clear specification of the voting option for each item mentioned on the Meeting's agenda.

Shareholder representation in the Meeting by proxy is only possible by accurately completing and signing the special power of attorney form. Representation shall be also possible by other shareholders or third persons, as well. Shareholders without capacity of exercise or restricted exercise capacity can grant a special power of attorney to other people, under the law.

Special power of attorney forms shall be completed and signed by the shareholder in three original copies: one of the copies shall be submitted/sent to the Company, a copy shall be handed to the representative and the third copy shall remain with the represented shareholder.

Special/general powers of attorney, originals or copies including the "true copy of the original" mention under the representative's signature, subject to the penalty of losing the right to vote, shall be submitted/sent to the Company's head office address of Saratel village, Sieu-Magherus commune, 1 Teraplast Way, Bistrita - Nasaud county at least 48 hours before the first Meeting session, so they be received no later than the **April 24, 2024, 08:00 am (Romania time)**. Powers of attorney that are not submitted before the deadline shall not be considered. Powers of attorney can be also sent by e-mail before the above deadline, by a document signed with an extended electronic signature according to Law no. 455/2001 on electronic signatures – by e-mail at: [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro). Regardless of the method of sending the powers of attorney for representation in the Meeting, they must include the mention noted on the envelope/at subject, clearly and in capital letters "FOR THE GENERAL MEETING OF 26/29 April 2024".

In the event a shareholder is represented by a credit institution providing custody services, such institution can vote in the General Meeting based on voting instructions received via electronic communication means without the need for a special or general power of attorney granted by the shareholder, provided that a sworn statement, signed by the legal representative(s) of the credit

institution is submitted at the Company by the guarantor credit institution mentioned above, specifying: (i) the name/corporate name of the shareholder (in print) on whose behalf the credit institution participates and votes within such GM, and (ii) the fact that the credit institution provides custody services for that shareholder. The above mentioned statement shall be submitted in the original, signed and stamped, accordingly, or by e-mail with extended electronic signature incorporated according to Law no. 455/2001 on electronic signatures, at [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), no later than 48 hours before such General Meeting for which the credit institution votes. The credit institution shall vote in this case by any member of its managing or executive team or its employees; a proof/statement attesting the capacity of such persons shall be submitted along with the aforesaid sworn statement of the credit institution. The guarantor votes in the General Meeting only in accordance with and within the instructions received from its clients holding the capacity of shareholders on the reference date.

The company accepts a general power of attorney granted by a client shareholder to a intermediary or an attorney, without asking for other additional documents concerning such shareholder, if the power of attorney is signed by the shareholder and is accompanied by a sworn statement given by the legal representative of the intermediary or by the attorney receiving the general power of attorney from which it should result that:

- a) the shareholder is the agent's client;
- b) the general power of attorney is signed by the shareholder (including attaching an extended electronic signature, if the case may be).

The above described statement must be submitted as an original to the Company (at the same time as the general power of attorney form and to the same contact details as mentioned in the Notice to convene), signed and stamped (if the case may be) by the intermediary/attorney (without other formalities being required relative to its form).

### **Vote by correspondence:**

The shareholders registered in the Shareholder Register on the reference date have the possibility to vote by correspondence before the General Meeting of the Shareholders, by using the vote-by-mail form made available to them starting from **March 26, 2024** on the Company's website, on electronic voting platforms or at the company head office address of Saratel village, Sieu-Magherus commune, 1 Teraplast Way, Bistrita - Nasaud county.

The vote-by-mail application forms can be sent as originals at the company's head office address of Saratel village, Sieu-Magherus commune, 1 Teraplast Way, Bistrita - Nasaud county, so that they be received no later than **April 24, 2024, 08:00 am (Romania time)**, or electronically, by electronic voting means as detailed below.

The vote-by-mail/e-voting application forms can be sent by e-mail up to the deadline mentioned above, by a document signed by extended electronic signature, according to Law no. 455/2001 on electronic signatures – at: [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro).

The vote-by-mail application forms sent as originals or by email under the above conditions shall be accompanied by documents supporting the capacity of shareholder, namely:

- a) in the case of natural person shareholders: a true copy of the original of the identity document (identity paper, identity card, passport, residence permit).
- b) in the case of legal entity shareholders: Tax Identification Number as true copy of the original, a true copy of the original of the identity document of the legal representative (identity paper, identity card, passport, residence permit). The capacity of legal representative is stated on the basis of the shareholder list on the reference date, received by the issuer from the Central Depository. However, if the shareholder has not notified on time the Central Depository relative to their legal representative or this information is not mentioned in the shareholder list as of the reference date received from the Central Depository, then the proof of the capacity of legal representative shall be made by a Confirmation of Company Details form issued by the Trade Register or any equivalent document issued by a competent authority in the country where the legal entity shareholder is legally registered, submitted as an original or a true copy of the original. Documents attesting the capacity of legal representative of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the notice to convene. Documents submitted in a language other than English shall be accompanied by their translation into Romanian/English made by a certified translator.

The vote-by-mail application forms can be sent electronically by electronic voting means according to Article 197 of the ASF Regulation on issuers of financial instruments and market operations. You can identify and express your electronic voting by accessing the link: <https://trp.evot.ro>.

E-voting application forms can be sent at any time from the start of the vote casting until the live session of the General Meeting, the latter voting option sent being the one that is recorded.

In case the shareholder who has expressed a vote by correspondence attends the General meeting personally or by proxy (provided that a special/general power of attorney has been sent under the conditions mentioned in this Notice to convene), the vote-by-mail cast for that general meeting shall remain valid unless the shareholder expresses personally or by representative another voting option.

If the person representing the shareholder by personal participation in the General Meeting is other than the one who cast the vote by mail, then for the vote to be valid they will submit in the meeting a written note revoking the vote cast by correspondence, signed by the shareholder or the proxy who cast the vote by mail.