

CURRENT REPORT

In accordance with Law no. 24/2017 republished and ASF (Financial Supervisory Authority) Regulation no. 5/2018

Date of report: **08.07.2024**

Name of the 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:

DECISION

THE BOARD OF DIRECTORS OF TERAPLAST S.A.

No. 19 of July 5 2024

- In accordance with the provisions of the Memorandum of Association, the Companies Law 31/1990, Law no. 24/2017 on issuers of financial instruments and market operations (republished) and the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations,
- Considering the resolution of the general meeting of shareholders no. 1 dated 27.06.2024 ("**EGMS Resolution**"), whereby:
 1. it was approved the increase of the share capital by cash contributions, with the maximum amount of RON 22,220,000, from the current value of RON 217,900,035.80 to the maximum value of RON 240,120,035.80, by issuing a maximum number of 222,200,000 new ordinary, registered, dematerialised shares with a nominal value of RON 0.1/share, by granting preferential rights to Teraplast shareholders registered in the shareholders' register on the Registration Date.
 2. the Board of Directors has been authorised to take all necessary measures, undertake all actions and fulfil all formalities required to carry out the EGMS Resolution.

The **Board of Directors of TERAPLAST S.A.**, with its registered office address Sărațel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postal code 427301, registered at the Trade Register Office attached to Bistrița-Năsăud Court under no. J06/735/1992, VAT identification number 3094980, convened in its meeting of **July 5, 2024** as set forth in Art. 18.4 of the Memorandum of Association,

Decides unanimously, in the presence of all members of the Board of Directors,
the following:

1. Approves the stages of the capital increase as follows:
 - 2.1 The exercise of preferential rights associated with the newly issued shares within the share capital increase by the persons registered in the TERAPLAST S.A. shareholders' register as of the Registration Date, within a period of 30 calendar days, starting from the third working day after the publication date of the Offering Prospectus, established as Preference Period.

According to the EGMS Resolution, the key dates for the capital increase, the stage of the exercise of preferential rights, are:

Registration date: July 16, 2024

Ex Date: July 15, 2024

Payment Date: July 17, 2024

The preferential rights exercise period will follow the Registration date of July 16, 2024.

Preference rights are not tradable.

- 2.2 The newly issued shares that remain unsubscribed during the Preference Period will be offered for subscription within a private placement, based on one or more exemptions from the obligation to publish a public offer prospectus, pursuant to Article 1, paragraph (4) of Regulation (EU) 2017/1129 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market ("**Private Placement**"). The Private Placement will be conducted over a maximum period of 4 working days from the close of the Preference Period.

The Board will decide, as necessary, on the early closing of the Private Placement in accordance with applicable law, taking into account prevailing market conditions.

2. The New Shares that will not be subscribed or will not be validly subscribed during the Preference Period and, respectively, under the Private Placement up to the maximum number approved by the

EGMS Resolution (i.e. 222,200,000 new shares) will be cancelled by the Board decision, which determines the final results of the capital increase approved by the EGMS Resolution.

3. The issue price for a newly issued share, validly subscribed within the Preference Period by individuals registered in the TERAPLAST S.A.'s shareholder register as shareholders as of July 16, 2024 (the Registration date) (the "**Entitled Shareholders**") will be set as follows:
 - (a) The maximum price at which the Entitled Shareholders will be able to exercise their preference rights (the "**Maximum Price**") will be mentioned in the prospectus for the issue of preference rights corresponding to shares issued within the capital increase which will be submitted for approval to the Financial Supervisory Authority (the "**Prospectus**").
 - (b) The final issue price for a newly issued share subscribed within the exercise of preference rights will be announced after the expiration of the Preference Period (the "**Final Price for Entitled Shareholders**") and will be equal to or less than the offer price of a newly issued share issued under the Private Placement. The Final Price for Entitled Shareholders will be approved by a decision of the Board of Directors. If the Final Price for Entitled Shareholders is less than the Maximum Price, persons having validly subscribed during the Preference Period shall be returned the amounts representing the difference between the Maximum Price and the Final Price for Entitled Shareholders, within the deadline provided by the applicable regulations.
4. The issue price for the newly issued shares remaining unsubscribed during the Preference Period and which will be offered for sale under the Private Placement will be determined through a book building process, depending on the interest of the investors to whom the Private Placement is addressed to (the "**Private Placement Price**") and will be approved by decision of the Board of Directors.
5. The difference between the Final Price for Entitled Shareholders, respectively the Private Placement Price, if applicable, and the nominal value of a new share shall be considered as an issue premium.
6. Details regarding the subscription procedure, the actual subscription period, the subscription price, the subscription procedure and method of payment, the validation of the subscription, the subscription form, etc. with respect to the New Shares within the Preference Period will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the offering of the New Shares in the exercise of the preference rights related to the Share Capital Increase (the "**Prospectus**").
7. Mandate Mr Dorel Goia – Chairman of the Board and Mr Alexandru Stănean – Director, to sign, in the name and on behalf of all the directors, the decision adopted by the Board of Directors in the meeting of today, July 5, 2024.

This Decision was adopted today July 5, 2024 and drawn up in 2 (two) copies.

Dorel Goia
Chairman of the Board

Alexandru Stănean
member of the Board of Directors

For additional information you can reach us at

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