

CURRENT REPORT

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

Date of the Report: **17.05.2024**

Name of 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:

CONVENING NOTICE

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

27 June 2024

Pursuant to the provisions of articles 113 and 117 from Companies' Law 31/1990, as currently amended, of the **Memorandum of Association**, the Law no. 24/2017 on issuers of financial instruments and market operations (republished), and of the FSA Regulation no. 5/2018 regarding the securities issuers and operations, the **Board of Directors of TERAPLAST S.A.**, headquartered in Sărățel, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postcode 427301, registered with the Trade Register attached to Bistrița-Năsăud court under no. J06/735/1992, VAT no. 3094980, convenes in the session of **May 17, 2024** the **Extraordinary General Meeting of Shareholders ("EGSM")**, for **June 27, 2024**, which will be conducting its works at the company's headquarters of Sărățel, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, starting at **10.00 am (Romania time)**. All shareholders registered in the Shareholders' Register at the end of **June 14, 2024**, established as the reference date, are entitled to attend and vote at the EGSM.

The Extraordinary General Meeting will have the following:

AGENDA

1. Approval of the share capital increase of Teraplast S.A. with the following characteristics:
 - 1.1 the share capital increase will be carried out through cash contributions with a maximum amount of 22,220,000 RON, from the current nominal value of 217,900,035.80 RON to the maximum nominal value of 240,120,035.80 RON, by issuing a maximum number of 222,200,000 new ordinary, nominative shares, issued in book entry form, with a nominal value of 0.1 RON/share;
 - 1.2 the purpose of the capital increase is to finance the company's development plans and current needs;
 - 1.3 the share capital increase will be carried out by observing the pre-emption rights of the company's shareholders registered in the shareholders' register kept by Depozitarul Central S.A. on the record date. The period during which the newly issued shares may be subscribed by exercising pre-emption rights will be of one month from the date set out in the prospectus approved by the Financial Supervisory Authority, date which will be subsequent to the record date and to the date of publication of the EGSM resolution in the Official Gazette of Romania ("**Pre-emption Period**"). The number of pre-emption rights issued is equal to the number of shares registered in the shareholders' register on the record date. A number of 9.806482259225923 pre-emption rights are required for the subscription of a newly issued share. A shareholder registered in the Company's shareholder register on the record date may subscribe a maximum number of new shares calculated by dividing the number of pre-emption rights held by that shareholder by the number of pre-emption rights required to subscribe a new share (i.e. 9.806482259225923). If the maximum number of shares resulting from the calculation referred to above is not an integer, the maximum number of new shares that can be subscribed will be rounded down to the nearest integer, in accordance with art. 418 para. (3) of the Central Depository Code;
 - 1.4 the newly issued shares that will not be subscribed or will not be validly subscribed within the Pre-emption Period by the entitled persons (i.e. the shareholders from the record date or, in the case of the pre-emption rights are traded, the shareholders from the record date who did not dispose of their pre-emption rights and the persons who acquired the pre-emption rights, respectively) will be offered to investors or will be cancelled, according to the decision of the Board of Directors;
 - 1.5 the subscription price of the newly issued shares by the entitled shareholders during the Pre-emption Period and the offer price of the newly issued shares sold after the Pre-emption Period, if applicable, will be determined by the Board of Directors depending on the market conditions and interest investors;
 - 1.6 The key dates for the share capital increase, the pre-emption right stage, are as follows:
 - 1.6.1 Record Date: 16 July 2024
 - 1.6.2 Ex Date: 15 July 2024

- 1.6.3 Payment Date: 17 July 2024
- 1.7 empowering the Board of Directors to take all measures, to undertake all actions and to complete all necessary or recommended formalities in order to carry out the resolution on the increase of the share capital, including but not limited to the following:
- 1.7.1 determining the details of the share capital increase, such as: the final number of new shares to be issued, including the issuance of a lower number of shares than the maximum number provided for in point 1.1, the cancellation, as the case may be, of the new shares not subscribed during the Pre-emption Period or after the Pre-emption Period, the subscription period for the exercise of the pre-emption rights in compliance with the term set out in 1.3 above, the method of placing new shares not subscribed during the Pre-emption Period, i.e. public offer or private placement, the offer period as well as the early closing of the public offering, if applicable, the subscription price within the Pre-emption Period and the issue price in private placement/public offering in accordance with point 1.3 above, as the case may be, the tradability of the pre-emption rights;
 - 1.7.2 drawing up and approval of the offer prospectus for the pre-emption rights and, if applicable, for the public offer and the admission of the new shares to trading on the regulated market, in accordance with the relevant legislation;
 - 1.7.3 approving the results of the pre-emption rights exercise and, if applicable, the private placement/public offer of shares, approving the final amount by which the share capital will be increased, the issue premium and the final number of shares to be issued;
 - 1.7.4 fulfilling all the formalities for the implementation of the increase, including issuing any documents, decisions, statements and requests and representing the company in front of all competent authorities, institutions and registries for the implementation of the increase, including: Trade Register Office, Financial Supervision Authority, Depozitarul Central S.A., Bursa de Valori București S.A..
2. Amendment of Art. 7 of the Company's articles of association and mandating the chairman of the Extraordinary General Meeting of the Shareholders to sign the updated version of the articles of association, upon completion of the capital increase operation provided at point 1 of the agenda, based on the decision confirming the results of the increase adopted by the Board of Directors, as follows:

"Art. 7 The subscribed and paid-up share capital

(1) The subscribed and paid-up share capital of TERAPLAST S.A. is [*to be filled in based on the results of the share capital increase*], divided into a number of [*to be filled in based on the results of the share capital increase*] nominative shares, with a nominal value of 0.1 lei each."

3. Authorising 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 EGSM resolutions.
4. To authorize the Company's legal adviser, Mrs. Kinga Vaida, to do everything that is necessary as to record the EGSM resolutions at the Trade Register of Bistrita-Nasaud Court, and to publish such resolutions in the Official Gazette of Romania, part IV.

(1) One or more shareholders jointly or severally representing at least 5% of the share capital, have the right to (i) introduce items on the EGSM agenda, provided that each item is accompanied by an explanation or a decision draft submitted for adoption to the EGSM; (ii) submit decision drafts for the items included or suggested to be included on the EGSM.

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in writing, and the documents shall be submitted in a closed envelope at the company's headquarters, or sent by any type of mail or fast delivery with acknowledgment of receipt, the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024" or sent by courier or electronic means, with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024".

(3) The shareholders can exercise the rights set forth in paragraph (1) (i) and (ii) within maximum 15 calendar days following the date of publication of this convening notice, namely up to and including **June 7, 2024**. Each shareholder is entitled to put questions regarding the items on the EGSM agenda, and the company will reply to the shareholders' questions during such meeting. The questions shall be submitted in a closed envelope at the company's headquarters, or sent by any mail or fast courier with acknowledgement of receipt, the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024" or sent by electronic means, with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024", up to and including **June 26, 2024 inclusively**.

The shareholders can participate in person or they can be represented in the EGSM either by their legal representatives or by other agents authorised by a special power of attorney or a general power of attorney, as provided by Article 105 of Law 24/2017 on the issuers of financial instruments and market operations (republished).

If a shareholder is represented by a credit institution rendering custodian services, the latter may participate and vote in the EGSM based on and within the limits of the voting instructions received by electronic means, without it being necessary for the shareholder to draw up a special or general power of attorney for this purpose, provided that the said custodian credit institution submits to the Company a statement on its own liability, signed by the

credit institution's legal representative, stating (i) the name of the shareholder, written clearly, for which the credit institution participates and votes in the EGSM, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The original said own liability statement should be submitted to the Company Record Office or sent by any type of mail or courier with acknowledgement of receipt, 48 hours before the EGSM, namely no later than **June 25, 2024**, 08:00 am (Romania time). The declarations can also be sent, within the same delay, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024".

The shareholders can also participate in the Meeting convened by this Notice to Convene by using the tele/video conference system for the Meeting, through the Evote platform made available by the Company, by accessing the link <https://trp.evote.ro>. The participation procedure and electronic voting in the convened Meeting shall be made available to the shareholders on the company's website: www.teraplast.ro, heading "Investors", Section "General Meeting of the Shareholders" starting from May 24, 2024.

Shareholders can also be identified through the Investor Registration Platform developed by Depozitarul Central S.A. (Central Depository), by accessing the link <https://roclear.ro/Inrolare-Investitori>.

Shareholders' access shall be permitted upon simple proof of their identity, which is, in case of shareholders who are natural persons their ID or, in case of legal entities, that of their legal representative.

Shareholders can appoint a representative by a general power of attorney (authorisation) valid for no more than three years, authorising the appointed representative to vote in any matter subject to discussions of the General Meetings of Shareholders, provided such power of attorney (authorisation) be given by the shareholder, as customer, to an intermediary defined as per Article 2 paragraph (1) item 19 of Law 24/2017 on the issuers of financial instruments and market operations (republished), or to a lawyer.

The shareholders may not be represented in the General Meeting based on a general power of attorney (authorisation) by a person subject to a conflict of interests, pursuant to Article 105 paragraph (15) of Law 24/2017 on the issuers of financial instruments and market operations (republished).

General powers of attorney (authorisations) should be submitted to the Company Record Office or sent by any type of mail or courier with acknowledgement of receipt, 48 hours before the general meeting, namely no later than **June 25, 2024**, 08:00 am (Romania time), in copy, including the mention "Certified to be a true copy of the original" signed by the representative. The powers of attorney can also be sent, within the same delay, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024".

The capacity as a shareholder and, in case of shareholders who are legal entities or entities without legal personality, the capacity as legal representative is ascertained based on the list of shareholders as of the

reference/registration date, received by the issuer from the Central Depository or, accordingly, in case of dates other than the reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

- a) the statement of account certifying the capacity as shareholder and the number of owned shares;
- b) documents certifying that the information on the legal representative is recorded at the Central Depository/ participants concerned.

However, if the Shareholder did not inform the Central Depository in a timely manner of its legal representative or if this information is not mentioned in the list of shareholders from the reference date received by the Company from the Central Depository, then the proof of the representative status will be made by the Certificate of Incumbency, original or a certified copy thereof, issued by the Trade Register, or any other document, original or a certified true copy, issued by another similar authority in the State where the shareholder is legally registered, for the purpose of proving the existence of the legal person and the legal representative's name/ capacity, not older than 1 month as compared to the date of publication of the notice to convene.

The documents attesting the capacity of legal representative prepared in a foreign language, other than English, must be accompanied by a translation into Romanian or English made by a certified translator.

The above identification criteria shall be also accordingly applied in proving the capacity of legal representative of the shareholder who proposes new items to be included in the General Meeting agenda, or directing questions to the issuer, related to items of the General Meeting agenda.

Pursuant to Article 200 paragraph (4) of the FSA Regulation no. 5/2018 regarding the securities issuers and operations, a shareholder can appoint a single person to represent them in a certain General Meeting. However, if a shareholder holds shares of a company in several security accounts, such restriction shall not prevent the shareholder to appoint a distinctive representative for the shares held in each security account, for a certain General Meeting. Such provision is not detrimental to the provisions of paragraph (6) of Article 200 of the FSA Regulation no. 5/2018.

Pursuant to Article 200 paragraph (5) of the FSA Regulation no. 5/2018, a shareholder can appoint by power of attorney one or several deputy representatives for a general meeting, in the event the representative appointed as per paragraph (4) above is unable to attend. Where several deputy representatives are appointed by power of attorney, the order in which they will act shall be established as well.

The shareholders can also cast their votes for the agenda items by mail, and the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the company's headquarters, and should arrive at the headquarters no later than **June 25, 2024**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024". The voting bulletins can be sent by e-mail with the extended electronic signature included

according to Law 455/2001 on electronic signature, at secretariatCA@teraplast.ro , mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024".

A representative can cast their vote by mail only when such representative has received from the shareholder a special/general power of attorney that will be submitted to the issuer pursuant to Article 105 par. (14) of Law 24/2017 on the issuers of financial instruments and market operations.

Special power of attorney forms to be used for voting by representative, the forms to be used for voting by mail, as well the Procedure for electronic participation and voting in the general meeting of shareholders shall be made available for shareholders both in Romanian and in English, at the company's headquarters, from **8:00 am to 4:30 pm** during business days and on the company's website: www.teraplast.ro , heading "Investors", Section "General Meeting of Shareholders", starting from **May 24, 2024**.

The special powers of attorney and the vote by mail forms shall be submitted as originals, in either Romanian or English, at the company's headquarters, or sent by any type of mail or fast delivery with acknowledgment of receipt, no later than **June 25, 2024**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024", or can be sent by e-mail with extended electronic signature included according to Law 455/2001 on electronic signature at secretariatCA@teraplast.ro , mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28.06.2024".

One copy shall be handed over to the representative, one shall be kept by the company, and the third copy shall be kept by the shareholder.

When completing the special powers of attorney and the vote by mail ballots, the possibility of completing the EGMS agenda by new items shall be considered. In such event, the updated special powers of attorney and updated ballots, both in Romanian and in English, can be obtained from the Company Record Office and the company's website www.teraplast.ro , Heading "Investors", Section "General Meeting of Shareholders", starting from the date of publishing the completed agenda.

If the agenda is completed, the agenda completed with the items proposed by the shareholders will be published with the fulfilment of the requirements provided by the law and/or the Memorandum of Association for the general meeting convening, at least 10 days before the general meeting, namely up to and including June 13, 2024.

In case the agenda is completed and the shareholders do not send updated special powers of attorney and/or their ballots by mail, the special powers of attorney and/or ballots by mail sent before completing the agenda shall be taken into account only for such items that are also found in the initial agenda.

Any informative documents and materials, as well as decision drafts concerning the matters listed in the agenda of the General Meeting of Shareholders shall be made available to the shareholders both in Romanian and in English, at the company's headquarters, during business days, from **8:00 am to 4:30 pm** and also on the

company's website: www.teraplast.ro, heading „Investors”, Section „General Meeting of Shareholders”, starting from **May 24, 2024**.

In the event the validity conditions are not met at the first notice to convene, the next Extraordinary General Meeting shall be convened for the **June 28, 2024**, the agenda, time and place and the reference date remaining the same.

In accordance with the legal provisions in force, we are mentioning that the “*abstention*” position adopted by a shareholder concerning the items on the Meeting Agenda does not represent an expressed vote.

On the convening date, the share capital of the Company is made up of 2.179.000.358 nominative shares, each share giving the right to one vote. The company does not hold its own shares, therefore the total number of voting rights as of the convening date is of 2.179.000.358 voting rights.

Chairman of the Board of Directors

Dorel Goia

Should you need any further information, we are at your service via e-mail at investor.relations@teraplast.ro or by phone at +40 741 270 439 – Contact person: Alexandra Sica.