



SOMPLAST

425200-Năsăud, str. George Coșbuc nr.147, România

ORC J06/5/1991, C.I.F. RO 575688

Banca Transilvania RO72 BTRL 0060 1202 E469 01XX

Share capital social: 3,580,858.60 LEI

Telephone: +40 263 360032; Fax: +40 263 360941 ; E-mail: somplast@somplast.ro; Web: www.somplast.ro

Current report

In accordance with Law No. 24/2017 republished and FSA Regulation No. 5/2018

Date of the report: **February 02, 2026**

Company name: **SOMPLAST S.A.**

Registered office: **Năsăud, str. George Coșbuc, nr. 147, jud. Bistrița-Năsăud**

Telephone number: **0263/360032**

Tax Identification Number with Bistrița Trade Register Office: **RO 575688**

Trade Register Number: **J06/5/1991**

Subscribed and paid-up share capital: **RON 3.580.858,60 LEI**

Regulated market for shares admitted to trading: **Bucharest Stock Exchange, AeRO market**

Stock symbol: **SOPL**

Significant events to report:

On February 02, 2026, starting at 12:00, at the headquarters of Somplast S.A. took place the meeting of the Extraordinary General Meeting of Shareholders, which was legally and statutorily constituted at the first convocation. During this meeting, the shareholders registered in the Shareholder's Register kept by the Central Depository participated, on 23.01.2026, set as the reference date, the quorum met being 78,7620% of the total of 3.255.326 voting rights related to the 3.255.326 shares issued by the Company.

In order to ensure a complete and correct information of the shareholders and potential investors, we reproduce the content of the decisions taken by the Extraordinary General Meeting of Shareholders of SOMPLAST S.A.

DECISION NO. 104 OF February 02, 2026 OF THE EXTRAORDINARY GENERAL MEETING OF SHARHOLDERS OF THE COMPANY SOMPLAST S.A.

Pursuant to art.113 et seq. of Law 31/1990 regarding the companies with up-to-date amendments, of the provisions of the Articles of Incorporation of the company Somplast S.A. (*the Company*), of the provisions of Law no. 24/2017 as well as the A.S.F. Regulation no. 5/2018, Extraordinary General Meeting of Shareholders of SOMPLAST S.A., based in Năsăud, str. George Coșbuc, nr. 147, jud. Bistrița-Năsăud, registered with the Trade Register Office under no. J06/5/1991, having CUI RO 575688, meeting statutorily on February 02, 2026, at 12:00, at the Company's headquarters, in a quorum of 78,7620% of the total of 3.255.326 voting rights related to the 3.255.326 shares issued by Somplast S.A., which represents a total of 2,563,960 valid votes expressed,

DECIDES

On the items of the agenda, as follows:

- I. Approves the amendment and update of the Company's Memorandum of Association, in order to align it with the legal provisions in force, as follows:

- 1) Article 8 of the Company's MoA, which currently reads as follows:

"Article 8 Shares. Rights and obligations arising from shares

The shares are nominative, issued in a dematerialised form, contain the elements provided by law and are freely tradable on the RASDAQ market. The record of the company's shares and shareholders is kept by one of the shareholder registers legally authorised by the C.N.V.M."

is amended and shall read as follows:

"Article 8 Shares. Rights and obligations arising from shares

The shares are nominative, issued in a dematerialised form, contain the elements provided by law and are freely tradable on the multilateral trading system of the Bucharest Stock Exchange, on the AeRO market, with the stock symbol SOPL. The records of the company's shares and shareholders are kept by Depozitarul Central S.A. [i.e. the Central Depository] Bucharest, in accordance with the provisions of Law No. 24/2017 on issuers of financial instruments and market operations. Proof of shareholder status in the company is provided by the Bank Statement issued by Depozitarul Central S.A. Bucharest, in accordance with the legal provisions."

- 2) Article 9 of the Company's Memorandum of Association, which currently reads as follows:

"Article 9 Each share entitles the holder to one vote at the general meeting of shareholders and to dividends proportional to each shareholder's ownership in the share capital, the right to elect and be elected to the company's management bodies, and the right to participate in the distribution of profits in accordance with the law and the company's Memorandum of Association.

The holding of shares implies adherence to the company's Memorandum of Association. The rights and obligations related to the shares, in the event of their transfer to other persons, follow the shares.

The company's assets may not be encumbered by debts or personal obligations of the shareholders."

is amended and shall read as follows:

"Article 9 Each share entitles the holder to one vote in the General Meeting of Shareholders and to dividends proportional to each shareholder's ownership in the share capital, the right to elect and be elected to the company's management bodies, and the right to participate in the distribution of profits in accordance with the law and the company's Memorandum of association.

The holding of shares implies adherence to the company's Memorandum of Association. The rights and obligations related to the shares, in the event of their transfer to other persons, follow the shares."

- 3) Article 15 paragraph 2 of the Company's Memorandum of Association, which currently reads as follows:

"Ordinary general meetings shall be held at least once a year, no later than 5 months after the end of the financial year, to examine the balance sheet and profit and loss account for the previous year and to establish the activity programme and budget for the following year."

is amended and shall read as follows:

"Ordinary general meetings shall be held at least once a year, no later than five months after the end of the financial year, to examine the balance sheet and profit and loss account for the previous year and to establish the activity programme and budget for the current year."

- 4) Article 15, paragraph 6 of the Company's Memorandum of Association, which currently reads as follows:

"The notice shall include the place and date of the meeting, as well as the agenda, with explicit mention of all issues that will be discussed at the meeting."

is amended and shall read as follows:

"The notice shall include the name of the Company, the place and date of the meeting, the agenda with explicit mention of all issues to be discussed at the meeting, the reference date used to identify shareholders

who are entitled to participate in and vote at the GMS, as well as the date of the second convening of the GMS, the method of document distribution and information relating to the issues included on the GMS agenda, as well as the date from which they will be available, the method of obtaining the special authorisation form for representation at the GMS, the deadline and place where the specific powers of attorney will be submitted/received, as well as the proposal regarding the registration date.

The reference date is the calendar date used to identify the shareholders who are entitled to participate in the GMS and vote at it. The reference date must be prior to the GMS, at least 8 calendar days after publication of the convening notice and prior to the deadline for submitting powers of attorney. Furthermore, there must be a period of at least six days between the deadline for the second or subsequent convocation of the general meeting and the reference date. These two dates are not included in the calculation of this period."

5) A new paragraph shall be inserted in Article 16 of the Company's MoA, with the following content:
"The chair of the meeting may appoint one or more technical secretaries from among the company's employees. The technical secretary shall draw up the list of shareholders present, indicating the share capital represented by each, and the minutes certifying that all the formalities required by law and the Memorandum of Association for holding General Meetings have been fulfilled."

6) Article 17, paragraph 6, of the Company's Memorandum of Association, which currently reads as follows:

"The decisions of the general meetings of shareholders, reached in accordance with the law, are binding even on shareholders who are represented or absent."

is amended and shall read as follows:

"The decisions of the General Meetings of Shareholders, legally reached, are binding even on shareholders who are represented, absent, or who voted against."

7) Article 17 paragraph 8 of the Company's Memorandum of Association, which currently reads as follows:

"Specific powers of attorney shall be kept by the company in the shareholders' department."

is amended and shall read as follows:

"Powers of attorney shall be submitted to the company, in original form, at least 48 hours prior to the Meeting, under penalty of forfeiture of the right to vote at that meeting. Specific powers of attorney shall be kept by the company, in the shareholders' department, and shall be mentioned in the minutes."

8) Article 18 paragraph 10 sentence 1 of the Company's Memorandum of Association, which currently reads as follows:

"The meetings of the board of directors shall be presided by the Board chair and, in the chair's absence, by one of the directors appointed by the chair."

is amended and shall read as follows:

"The meetings of the board of directors shall be presided by the Board chair and, in the chair's absence, by one of the directors, appointed as chairperson of the meeting by the other Board members."

9) Article 18, paragraph 16 of the Company's Memorandum of Association, which currently reads as follows:

"In relations with third parties, the company shall be represented by the chair of the board or, in the chair's absence, by one of the directors appointed by the board."

is amended and shall read as follows:

"The Board of Directors shall represent the Company in its relations with the managers."

10) Article 18 paragraph 18 of the Company's Memorandum of Association, which currently reads as follows:

"The executive directors of the company may not be members of the board of directors."
shall be deleted.

11) Article 20.1 shall be inserted into the Company's Memorandum of Association with the following content:

"Article 20.1 Delegation of management to Managers.

The Board of Directors may delegate the management of the company to one or more managers, appointing one of them as general manager. The managers are appointed by the Board of Directors, which also establishes their rights and obligations."

Structure of the vote: 89,8290% for, from the votes held by the shareholders who attended the meeting, 10,1710% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

- II.** Approves for Somplast S.A. to contract a loan from Teraplast SA in the maximum amount of 13 million lei, which may be granted in tranches, upon request, depending on the liquidity needs of the borrowing company, this loan is necessary for Somplast SA to support its current activities and to carry out essential renovation work on the buildings owned by the company, located in Nasaud.

Structure of the vote: 89,8290% for, from the votes held by the shareholders who attended the meeting, 10,1710% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

- III.** Considering the intention of Teraplast SA to access an investment and working capital loan from Exim Banca Romaneasca SA, of which an amount of up to 13 million lei is to be used to grant an intra-group loan to Somplast, in accordance with point II on the agenda, it is hereby approved, with express and limited title, the establishment by Somplast S.A., if and to the extent necessary, of a real estate security in the form of a mortgage on the building - industrial space with an administrative component located in the city of Nasaud, str. George Cosbuc no. 147, Bistrita-Nasaud county, registered in CF no. 32126 Nasaud - in order to guarantee the obligations arising from the credit contracted by Teraplast SA.

Structure of the vote: 89,8290% for, from the votes held by the shareholders who attended the meeting, 10,1710% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

- IV.** Appointing the Board of Directors to negotiate and sign, on behalf of Somplast, all related documents, as well as to take, on behalf of and for the account of the Company, all necessary or useful actions and steps to implement points II and III herein.

Structure of the vote: 89,8290% for, from the votes held by the shareholders who attended the meeting, 10,1710% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

- V.** Appointing the Chair of the Extraordinary General Shareholders Meeting of Somplast S.A. to sign, on behalf of and for all shareholders present at the meeting, the EGM Resolution, as well as the minutes of the meeting.

Structure of the vote: 100% for, from the votes held by the shareholders who attended the meeting, 0% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

VI. Appointing the Chair of the Company's Board of Directors to sign, on behalf of and for all shareholders present at the meeting, the updated Memorandum of Association in accordance with point I of this Resolution.

Structure of the vote: 89,8290% for, from the votes held by the shareholders who attended the meeting, 10,1710% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

VII. Authorising the General Manager of the Company, Mr Bogdan Lucian Craciunas, to carry out all the formalities necessary for the registration and publication of the decisions reached at the EGM with the competent authorities, in accordance with the legal provisions in force. The authorised person has the right to appoint another person to carry out the aforementioned formalities.

Structure of the vote: 100% for, from the votes held by the shareholders who attended the meeting, 0% against, from the votes held by the shareholders who attended the meeting, 0% abstentions, from the votes held by the shareholders who attended the meeting.

This resolution has been executed and signed today, February 02, 2026.

Chairman of the Board of Directors
Crăciunaș Bogdan-Lucian,