

## 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: **21.02.2023**

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: Informative document on free share award to employees, members of the management of Teraplast Group companies, directors and executives of the Company**

We inform you that, on the basis of the Extraordinary General Shareholders' Meetings from 28.04.2022, a number of 2.670.000 TRP shares will be allocated to the personnel of the Teraplast Group, for free, within a stock option plan program.

Offering free shares (within a Stock Option Plan programme) is part of the Group's compensation system of the employees, members of the management of Teraplast Group companies, directors and executives of the Company and their loyalty strategy. We note that the allocated shares, which are the subject of this report, are granted following the performance analysis of the period 2020-2021. They also reflect the record results recorded in 2021, and are in line with the Group's strategy regarding the retention of key personnel. According to remuneration policy of Teraplast, the actual allocation of the shares takes place after 12 months from the end of the period for which they are granted.

We attach to the present the Information document drafted in accordance with the applicable law.

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**ALEXANDRU STÂNEAN**

**CEO of TeraPlast S.A.**

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

**Information document on free share award to employees, members of the management of Teraplast Group companies, directors and executives of the Company amounting to 2.670.000 shares**

(Informative document according to Regulation (EU) 2017/1129 and  
ASF Regulation no. 5/2018)

## 1. Responsible persons

### **1.1. Name and position of the natural persons and name and registered office of the legal entities responsible for the information included in the presentation document:**

TERAPLAST S.A. – with the head office in Sărațel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postal code 427301, tel/fax. 0374/461.529, 0263/231.221, registered with the Trade Register Office attached to Bistrita-Nasaud Court under no. J06/735/1992, VAT number 3094980, represented by Mr. Alexandru STÂNEAN – its CEO;

### **1.2. Statements of responsible persons mentioned in 1.1. from which it should result that the information included in the presentation document is, to the best of their knowledge, in accordance with reality:**

Having checked the content of this informative document, Teraplast SA represented by Alexandru Stânean – its CEO – accepts responsibility for the content thereof and confirms that, to the best of its knowledge, the information provided herein is in accordance with reality and does not contain any omission or false statement liable to significantly affect the content of the informative document.

## 2. Information on the issuer

### **2.1. Name, registered office, VAT number and registration number in the Trade Register Office:**

*Name of issuer:* TERAPLAST S.A.;

*Issuer's address:* Sărațel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postal code 427301;

*Company registration:* registered at the Trade Register Office attached to Bistrița-Năsăud Court under number J06/735/1992, with Tax Identification Number (VAT No.) RO 3094980;

### **2.2. Share capital:**

- *subscribed and paid-up share capital:* RON 217.900.035,80;

- *number of issued shares:* 2.179.000.358 shares;

- *par value of one share:* RON 0,10;

## 3. Information on offering or allotting shares to employees, members of the management of Teraplast Group companies, directors and executives of the Company

### **3.1. Decisional documents by which the offering or allotting shares to employees, members of the management of Teraplast Group companies, directors and executives of the Company was decided:**

By the Board's Decision No. 2 of 17 February 2022, it was decided that a maximum number of 2,670,000 shares to be purchased under the Stock Option Plan program, to be offered for free to employees, members of the management of Teraplast Group companies, directors and executives of the Company, and approved

the list of people who will benefit from the Stock Option Plan program as well as the eligibility criteria that must be met by them.

By the EGM [Romanian A.G.E.A.] Decision No. 1 of 28 April 2022 (published in the Official Gazette of Romania No. 2140 from 20.05.2022), was approved the buyback of a maximum number of 2.760.000 shares with a par value of RON 0,1/share, at a minimum price equal to the Bucharest Stock Exchange price at the time of the purchase and a maximum price of RON 2/share, within the limit of a RON 5.520.000 budget, for a maximum period of 18 months from the date of publishing the EGM Decision in the Official Gazette of Romania Part IV, within a stock option plan program, in order to implement a compensation system for employees, members of the management of Teraplast Group companies, directors and executives of the Company, to ensure compliance with the principle of long-term performance and a loyalty program personnel ("SOP"), respectively the granting of a mandate to the Board of Directors, for the implementation of this decision.

Within the Stock Option Plan, the Company has bought back until the date of this document, a number of 2.667.459 shares, which, together with the 2.541 shares which entered the Company's account following application of the algorithm and rounding the results to the lower integer as a result of the processing of the share capital increase, will be distributed for free to employees, members of the management of Teraplast Group companies, directors and executives of the Company ("SOP beneficiaries").

By the Board's Decision No. 3 of 20 February 2023, the allocation of free shares will take place on February 22<sup>nd</sup>, 2023 to the SOP beneficiaries, who on this date meet the eligibility conditions related to the Stock Option Plan program, in such amount as determined by the application of the eligibility criteria.

The transfer of the ownership right over the shares from the company to the SOP beneficiaries shall happen after this document and the transfer-related documents are sent to the Central Depository according to the applicable laws.

*In case we deal with a share capital increase – **Not applicable***

### **3.2. Describing the share capital increase:**

- reason for the share capital increase;
- the amount the share capital increase was decided for;
- number of shares issued for the share capital increase;
- number of shares offered to the current of former executive staff member or employees.

***Not applicable***

### **3.3. Describing the operation: the reason for offering the shares, total number of offered shares, number of securities offered individually by types of investors**

The operation consists in the acquisition by the company of its own shares, with the aim of allocating a number of 2.670.000 shares (symbol TRP) in order to implement a compensation system for employees, members of the management of Teraplast Group companies, directors and executives of the Company, which should ensure the compliance with the principle of long-term performance reward and provide an employee loyalty programme.

Pursuant to the Board's Decision No. 2 of 17 February 2022 and the Board's Decision No. 3 of 20 February 2023, a number of maximum 2.670.000 shares shall be freely distributed to the employees, members of the management of Teraplast Group companies, directors and executives of the Company. The distributed shares

are granted following the performance analysis of the period 2020-2021, reflecting also the record performances recorded in 2021. They are also in line with the Group's strategy regarding the retention of key personnel. According to remuneration policy of Teraplast, the actual allocation of the shares takes place after 12 months from the end of the period for which they are granted.

#### **3.4. Describing the type and category of securities offered or allotted**

The securities offered are dematerialised nominative shares, traded in the Standard category on the Bucharest Stock Exchange, stock symbol TRP.

#### **3.5. Period for share subscription:**

The transfer of the ownership right over the shares from the company to the employees, members of the management of Teraplast Group companies, directors and executives of the Company shall happen after this document and the transfer-related documents are sent according to the applicable laws to the Central Depository.

#### **3.6. Subscription price**

By the Board's Decision No. 2 of 17 February 2022 and the Board's Decision No. 3 of 20 February 2023, it was decided to allocate the 2.670.000 shares for free to the employees, members of the management of Teraplast Group companies, directors and executives of the Company, within the limit determined by the application the eligibility criteria related to the Stock Option Plan program.

#### **3.7. Intermediary helping the issuer to draw up the presentation document**

**Not applicable**

#### **3.8. Any other information considered important by the issuer or the A.S.F.**

In accordance with the Regulation (EU) 2017/1129, Article 1 paragraph 4 (i), "the obligation to draw up and publish a prospectus shall not apply to the admission to trading on a regulated market of any of the following: [...] securities offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment;"

Issuer:

**TERAPLAST SA**

ALEXANDRU STÂNEAN, CEO