

## 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: **27.06.2024**

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:**

On June 27, 2024, starting with 10:00 AM, at Company's headquarters, as well as by participation by electronic means, took place the Extraordinary General Meeting of Shareholders, which was legally and statutory constituted at first convocation.

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

#### **DECISION no. 1 dated 27.06.2024**

#### **of the Extraordinary General Meeting of Shareholders of TERAPLAST S.A.**

In pursuance of art. 113 and the following of Companies Law 31/1990 as amended to date, of the Articles of Association of TERAPLAST S.A. (the "**Company**"), of Law no. 24/2017, and the ASF Regulation no. 5/2018, the Extraordinary General Meeting of Shareholders ("**EGMS**") of the Company, headquartered in village Sărățel, commune Șieu-Magheruș, 1 Teraplast Way, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, held on 27.06.2024, at the Company's headquarters, as well as by participating by electronic means, at

10:00 (Romania time), in a total quorum of **71,772539%** of the total 2.179.000.358 voting rights corresponding to the 2.179.000.358 shares issued by TERAPLAST S.A.,

**DECIDES**

**On the items of the agenda as follows:**

- 1. Approve 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..

**Voting structure:** With a participation of 1.563.923.888 voting rights for this item on the agenda, corresponding to a number of 1.563.923.888 shares representing 71,772539% of the Company's total number of voting rights, Item 1 of the agenda has been approved as follows: 1.559.068.090 votes for, representing 99,689512% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 71,549694% of the Company's total number of voting rights; 3.403.275 votes against, representing 0,217611% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,156185% of the Company's total number of voting rights; 36.725 abstentions; 1.415.798 unexpressed votes.

**2. Approve the 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."

**Voting structure:** With a participation of 1.563.923.888 voting rights for this item on the agenda, corresponding to a number of 1.563.923.888 shares representing 71,772539% of the Company's total number of voting rights, Item 2 of the agenda has been approved as follows: 1.559.087.495 votes for, representing 99,690753% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 71,550585% of the Company's total number of voting rights; 1.158.025 votes against, representing 0,074046% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,053145% of the Company's total number of voting rights; 2.297.520 abstentions; 1.380.848 unexpressed votes.

**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.**

**Voting structure:** With a participation of 1.563.923.888 voting rights for this item on the agenda, corresponding to a number of 1.563.923.888 shares representing 71,772539% of the Company's total number of voting rights, Item 3 of the agenda has been approved as follows: 1.561.879.370 votes for,

representing 99,869270% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 71,678711% of the Company's total number of voting rights; 658.025 votes against, representing 0,042075% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,030198% of the Company's total number of voting rights; 6.895 abstentions; 1.379.598 unexpressed votes.

**4. Authorises the Company's legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the EGM recording with the Trade Register Office attached to Bistrita-Nasaud Court and its publication in the Official Gazette of Romania, Part IV.**

**Voting structure:** With a participation of 1.563.923.888 voting rights for this item on the agenda, corresponding to a number of 1.563.923.888 shares representing 71,772539% of the Company's total number of voting rights, Item 4 of the agenda has been approved as follows: 1.561.857.548 votes for, representing 99,867875% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 71,677710% of the Company's total number of voting rights; 677.675 votes against, representing 0,043332% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,031100% of the Company's total number of voting rights; 9.067 abstentions; 1.379.598 unexpressed votes.

Chairman of the meeting,

Alexandru Stănean

**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.**