

CURRENT REPORT

In accordance with Law No. 24/2017 on issuers of financial instruments and market operations (republished) and Regulation No. 5/2018 of the Financial Supervisory Authority (FSA)

Date of report: **24 March 2026**

Name of issuing company: **TERAPLAST S.A.**

Registered office: **Saratel village, Sieu-Magherus commune, 1 Teraplast Way, Bistrita-Nasaud 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: **300.150.044,80 lei**

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

Stock symbol: **TRP**

Significant events to report:

CONVENING NOTICE FOR

TERAPLAST S.A. ANNUAL GENERAL MEETINGS

Ordinary and Extraordinary

29 April 2026

In accordance with item 111, item 113 and item 117 of the Companies Law 31/1990, as amended to date, the provisions of the **Memorandum of Association** of Incorporation, Law no. 24/2017 on issuers of financial instruments and market operations (republished) and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, the **Board of Directors** of **TERAPLAST SA**, with registered office at Sărățel, comuna Șieu-Măgheruș, Calea Teraplast, nr. 1, județul Bistrita-Năsăud [Sărățel, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county], registered with the Trade Register Office of the Bistrița-Năsăud Court under no. J06/735/1992, having TIN 3094980, convenes at its meeting of **24 March 2026 the General Meetings of Shareholders – Ordinary and Extraordinary ("OGMS" and "EGMS")**, for **29 April 2026**, which will be held at the company's

registered office located at comuna Șieu-Măgheruș, Calea Teraplast, nr. 1, județul Bistrița-Năsăud, postal code 427301, starting at **10.30 a.m. (Romania time) for the Ordinary General Meeting, and at 11.15 a.m. (Romania time) for the Extraordinary General Meeting, respectively**. All shareholders registered in the Shareholder Register at the end of **17 April 2026**, set as the reference date, are entitled to attend and vote at the Ordinary and Extraordinary General Meetings.

I. The Ordinary General Meeting will have the following

AGENDA

1. Approving the individual financial statements for the financial year 2025, based on the Report of the Company's Board of Directors and the financial auditor's Report.
2. Approving the consolidated financial statements for the financial year 2025, based on the Company's Board of Directors Report and the financial auditor's Report.
3. Approving the Annual Report for the financial year ending 31 December 2025.
4. Approving the Board of Directors' proposal regarding the distribution of net profit for the financial year 2025, namely approving of the total amount of gross dividends and the gross dividend per share, as set forth in the Note* presented to shareholders, as well as approving of June 5, 2026, as the Payment Date for the payment of dividends.

**The Note regarding the Board of Directors' proposal will be available to shareholders along with the rest of the documents and informational materials, starting March 27, 2026, on the company's website: www.teraplast.ro, "Investors" category, "General Meeting of Shareholders" section, OGMS & EGMS 29.04.2026.*

5. Approving the updated Remuneration Policy.
6. Submitting the Remuneration Report of the board of directors members and executive managers of the Company for the year 2025 to the consultative vote of the OGMS.
7. Discharging the directors for the financial year 2025.
8. Approving the Income and Expenses Budget for the financial year 2026.
9. Approving the Investment Programme for the financial year 2026.
10. Setting the remuneration level of the board of directors members for the current year and the general limit of additional remuneration of the board of directors members.

Remunerations thus established shall be valid until the date of the next ordinary general meeting in which the amount of the directors' allowances and/or additional remunerations shall be approved.

11. Approving the appointment of the Company's financial auditor for the financial statements audit, the duration of the auditing services agreement and the remuneration of the financial auditor.

12. Approving the appointment of the Company's auditor for the purpose of carrying out sustainability reporting / sustainability declaration assurance services, the duration of the contract for sustainability reporting assurance services and the remuneration for these services.
13. Approving the **18 May 2026 as Record Date** (the date used to identify the shareholders on whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be reflected) and the **15 May 2026 as "ex date"** (the date prior to the record date on which the financial instruments subject to the resolutions of the company bodies are traded without the rights deriving from the resolution).
14. Appointing the Board of Directors to implement the resolutions adopted by the Ordinary General Meeting of Shareholders.
15. Appointing the Chairman of the Ordinary General Meeting of the Shareholders of Teraplast S.A. to sign, in the name and on behalf of all the shareholders present at the meeting, the OGMS Resolution.
16. Appointing the company's legal advisor, Mrs Kinga Vaida, to carry out all formalities regarding the registration of the OGMS Resolution at the Trade Register Office attached to Bistrița-Năsăud Court and its publication in the Official Journal of Romania, Part IV.

II. The Extraordinary General Meeting of Shareholders will have the following:

AGENDA:

1. Approval of the maximum limit of indebtedness the company may contract during the period 29.04.2026 – 29.04.2027 and approving the guarantee for the credit and/or lease agreements to be accessed within the set limit, by real estate collaterals/securities, assignment of present and future debt rights, assignments related to current and future availabilities resulting from current accounts, and assignments of rights resulting from insurance policies. The Board of Directors proposal is that this debt limit should be set at a maximum of 350,000,000 lei.
2. Approval of the increase in the maximum limit of indebtedness, set out at item 1 above, which the Company may contract during the period 29.04.2026 – 29.04.2027 by 200,000,000 lei, to be used (if that should be the case) only to secure the loans of subsidiaries and approve the guarantee for the credit and/or lease agreements to be accessed by the subsidiaries, within the set limit, by real estate collaterals/securities, assignment of present and future debt rights, assignments related to current and future cash availabilities arising from current accounts and assignments of rights arising from insurance policies.

3. Appointing the Board of Directors to carry out, up to the maximum approved limit of indebtedness, for and on behalf of the Company, all actions and steps required or useful in order to fulfil what has been approved according to items 1 and 2 above. In this respect, the Board of Directors shall issue decisions on:

- access to bank loans, signing loan/lease agreements, extending the accessed bank credit/leasing agreements, establishing the structure of guarantees related to loan/lease agreements accessed or extended, restructuring/new maturity dates for the granted loans, changing the structure of guarantees of outstanding loans, authorising the persons who will sign for and on behalf of TERAPLAST S.A. the loan/lease agreements/guarantee agreements/addenda to the loan/lease agreements, as well as any other documents or instruments that are ancillary, related or referred to in the loan/lease agreements, guarantee agreements or any other documents, and to sign any other forms, applications that may be necessary or useful in connection with such bank transactions.

- guaranteeing the access by company's subsidiaries to bank loans and/or loan/lease agreements, establishing/changing the structure of the related guarantees, authorising the persons who will sign for and on behalf of TERAPLAST S.A. the guarantee contracts/ addenda, as well as any other documents or instruments that are ancillary, related to or referred to in the guarantee agreements, and to sign any other forms, applications that may be necessary or useful in connection with such transactions.

4. Authorising the acquisition by Teraplast S.A., through a buyback programme carried out through transactions on the BVB regulated market, in accordance with the applicable legal provisions, of a maximum number of 2,111,908 own shares with a nominal value of RON 0.1/share at a minimum price equal to the market price on the BVB at the time of the acquisition and a maximum price equal to the higher of the price of the last independent transaction and the highest price at the respective time of the independent purchase offer on the BVB, which shall not exceed RON 1,00/share, for a period of maximum 18 months from the date of registration of the EGMS resolution in the Trade Register. The own shares thus acquired will be offered under the stock option plan ("SOP") programme, based on the remuneration scheme for employees, members of the management of Teraplast Group companies and executive managers of the Company, which reinforces compliance with the principle of long-term performance and promotes employee loyalty. The nominal value of the own shares thus repurchased may not, together with any other own shares held by Teraplast S.A., exceed the threshold of 10% of the subscribed share capital of Teraplast S.A.

The payment of the repurchased shares shall be made out of the distributable profit or available company reserves, as entered in the last approved annual financial statement, with the exception of legal reserves, as provided in Art. 103 (1) of Law 31/1990, updated.

5. Appointing the Company's Board of Directors to put into practice and carry out the resolution to repurchase shares in accordance with item 4 on the EGMS agenda, as well as to implement the SOP programme.
6. Appointing the Chairman of the Extraordinary General Meeting of Shareholders to sign the EGMS Resolution for and on behalf of all attending shareholders.
7. Appointing the Company's legal counsel, Mrs Kinga Vaida, to carry out all formalities concerning the EGMS Resolution recording with the Trade Register Office of the Bistrița-Năsăud Court and its publication in the Official Gazette of Romania, Part IV.

The documents and information materials, draft resolutions concerning the items on the agenda of the General Meetings of Shareholders (GMS), the special power of attorney forms to be used for voting by representative, the forms to be used for voting by correspondence, as well as the procedure for participation and electronic voting at the convened meetings will be available to shareholders both in Romanian and in English, at the company's registered office, during working days, between **08:00 - 16:30** and on the company's website: www.teraplast.ro, Category "Investors", Section "General Meeting of Shareholders" OGMS & EGMS 29.04.2026, as from **27 March 2026**.

The right to add new items to the agenda and to submit draft resolutions regarding items included or proposed for inclusion on the agenda; The right to submit written questions regarding the items on the GMS agenda

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

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in writing, and the documents shall be submitted in a sealed 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 GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026" or by electronic means, with extended electronic signature incorporated according to Law 455/2001 on electronic signature, to email address secretariatCA@teraplast.ro, mentioning in the subject line:

“FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026”.

(3) The shareholders can exercise the rights set forth in paragraph (1) (i) and (ii) no later than **4:30 PM on April 13, 2026**.

(4) Each shareholder is entitled to put questions regarding the items on the General Meeting of Shareholders agenda. The questions shall be submitted in a sealed 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 GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026” or sent by courier services or electronic means, with extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signature, to secretariatCA@teraplast.ro , mentioning in the subject line: "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026", until **24th April 2026, 04:30 PM**.

The company may formulate a general answer to questions with the same content. The answer shall be deemed to have been given if the relevant information is available on the Company's website, www.teraplast.ro , under "*Investors*" Category, Section "*General Meeting of Shareholders*", in a question/ answer format.

Participation in the GMS

The shareholders can participate in person (physically or online) or they can be represented in the General Meetings either by their legal representatives or by other agents authorised by special power of attorney or general power of attorney, as provided by Article 105 of Law 24/2017 on 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 EGMS 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 sworn statement, signed by the credit institution's legal representative, stating (i) the name of the shareholder, written clearly, for whom the credit institution participates and votes in the General Meeting, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The original said sworn statement shall be submitted to the Company Record Office or sent by any type of mail or courier services with acknowledgement of receipt, 48 hours before the general meeting, that is, no later than **27th April 2026, 08:30 AM** (Romania time) for the Ordinary General Meeting, and **09:15 AM** (Romania time) for the Extraordinary General Meeting. The statements can also be sent, within the same deadline, by email with extended electronic signature included according to Law 455/2001 on electronic signature, to secretariatCA@teraplast.ro

, mentioning in the subject line: "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026".

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, unless the parties have expressly agreed on a longer period, authorising the appointed representative to vote in any matter subject to the General Meetings debates, including disposal acts, provided that such power of attorney (authorisation) is given by the shareholder, as customer, to an intermediary defined as per Article 2 paragraph (1) item 19 of Law 24/2017 on issuers of financial instruments and market operations (republished), or to a lawyer.

The general power of attorney must contain at least the information specified in Article 202 of FSA Regulation No. 5/2018 on issuers of financial instruments and market operations.

The shareholders may not be represented in the General Meeting of Shareholders based on a general power of attorney by a person subject to a conflict of interests, which may arise in particular if the person in question is:

- a) a majority shareholder of the Company, or another person controlled by that shareholder;
- b) a member of a management or executive body of the Company, of a majority shareholder, or of a controlled person, in accordance with the provisions of subparagraph a);
- c) an employee or auditor of the Company or of a majority shareholder or a controlled entity, in accordance with the provisions of subparagraph a);
- d) the spouse, relative, or in-law up to and including the fourth degree of kinship of any of the natural persons referred to in subparagraphs a) – c).

The general power of attorney shall be valid without any additional documents regarding the shareholder, if it is signed by the shareholder in question and is accompanied by an original sworn statement, signed and, where applicable, stamped, by the legal representative of the intermediary or by the attorney who has been granted the power of representation through the general power of attorney, stating that: • the power of attorney is granted by the shareholder, in their capacity as a client, to the intermediary or, where applicable, to the attorney; • the general power of attorney is signed by the shareholder, including by attachment of an advanced electronic signature, if applicable.

General powers of attorney 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 **27th April 2026**, 08:30 AM (Romania time) for the Ordinary General Meeting, and 09:15 AM (Romania time) for the Extraordinary General Meeting, in copy, including the mention "Certified as true copy of the original" signed by the representative. The powers of attorney can also be sent, within the same period, by email with extended electronic signature included according to Law 455/2001 on electronic signature, to secretariatCA@teraplast.ro, mentioning in the subject line: "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026".

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) a 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 with 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 shareholders list as at the reference date received by the Company from the Central Depository, then the proof of the representative status shall be made by the Certificate of Incumbency, original or a certified copy thereof, issued by the Trade Register, or any other document, original or 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 entity and the legal representative's name/capacity, not older than 1 month as from 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 of Shareholders agenda, or directing questions to the issuer, related to items of the General Meeting of Shareholders agenda.

The special power of attorney must contain the information specified in the special power of attorney form provided by the Company, specifying the vote for each item on the agenda.

Pursuant to Article 200 paragraph (4) of the FSA Regulation no. 5/2018 on issuers of financial instruments and market 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 distinct 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 on issuers of financial instruments and market operations, 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 correspondence, 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 **27th April 2026**, 08:30 AM (Romania time) for the Ordinary General Meeting, and 09:15 AM (Romania time) for the Extraordinary General Meeting, the envelope bearing a clear note written in capital letters "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026". The voting bulletins can be sent by email with extended electronic signature included according to Law 455/2001 on electronic signature, to secretariatCA@teraplast.ro, mentioning in the subject line: "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026".

A representative can cast their vote by correspondence 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 issuers of financial instruments and market operations.

The special powers of attorney and the vote by correspondence 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 service with acknowledgment of receipt no later than **27th April 2026**, 08:30 AM (Romania time) for the Ordinary General Meeting, and 09:15 AM (Romania time) for the Extraordinary General Meeting, the envelope bearing a clear note written in capital letters "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026", or can be sent by email with the extended

electronic signature included according to Law 455/2001 on electronic signature, to secretariatCA@teraplast.ro, mentioning in the subject line: "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 29/30.04.2026".

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.

If a shareholder who cast a vote by mail attends the General Meeting of Shareholders in person or through a representative, the vote cast by mail for that General Meeting of Shareholders is invalidated. In this case, only the vote cast in person or through a representative is taken into account. If the person representing the shareholder by attending the GMS in person is different from the one who cast the vote by mail, then, for the vote to be valid, that person must present at the GMS a written revocation of the vote by mail, signed by the shareholder or the representative who cast the vote by mail. This is not required if the shareholder or their legal representative is present at the general meeting.

Under Article 197 of Regulation no. 5/2018, the Company shareholders registered as at the Reference Date in the shareholders register kept by the Depozitarul Central S.A. [Central Depository] may also vote prior to the GMS session by electronic means through the eVOTE platform/eVotePRO platform for professional investors as defined by Law no. 126/2018 on markets in financial instruments.

Upon receipt of the shareholders register on the Reference Date from the Central Depository, the Company will issue a current report announcing the availability of the electronic voting option for this GM. **Electronic voting** (before or during the GMS) can be used by accessing the link <https://trp.evotepro.ro> from any internet connected device. For professional shareholders who choose to exercise their voting rights via the eVotePRO platform, electronic voting can be carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal identification requirements specified in section b) below.

Shareholders should note that, before exercising their voting rights via the eVote platform/eVotePRO platform, they must complete the registration process described below and their voting account must be validated by the Company.

Shareholders who are natural persons need to complete the registration process only once and update their information/details whenever necessary. Shareholders who are legal persons/entities without legal personality must complete it for each GMS session, with the exception of professional shareholders voting via the eVotePRO platform, whose identification documents have been

previously validated remain valid (within 12 months from the date of issuance) and have not been modified and/or replaced by new documents.

In the event that the identification process reveals discrepancies between the data provided by the shareholder and the data in the Register of Shareholders on the reference date, the shareholder will be notified and will be directed to contact the Company at secretariatCA@teraplast.ro or telephone 0757.101.686.

For identification and access to the electronic voting platform before the GMS, shareholders must provide the following information:

a) Natural persons:

- Name, Surname, Personal Numerical Code (CNP), Email address, Copy of identity document (identity card, ID card, passport, residence permit)*, Telephone number (optional)

Or

- Access credentials generated following identification through the Investor Enrolment Platform developed by Depozitarul Central SA <https://www.roclear.ro/Inrolare-Investitori>

b) For legal entity shareholders, including professional shareholders / entities without legal personality:

- Legal entity name

- Unique registration code (CUI) i.e. VAT Number

- Legal representative's Name and Forename

- Personal Numerical Code (CNP) of legal representative

- Email address

- Identity document of legal representative (ID card, identity card, passport, residence permit)*

- Copy of the certificate of incumbency issued by the trade register or any equivalent document issued by a competent authority in the state where the shareholder is a legal entity legally registered, submitted as original or a certified true copy. The documents proving the legal representative status of the legal entity shareholder shall be issued no later than 60 days before the reference date*

- Telephone number (optional)

Documents submitted in a language other than English must be accompanied by their translation into Romanian or English, made by a certified translator.

**the electronic copy of the above mentioned documents shall be uploaded online in the dedicated fields. Uploadable files can have one of the following extensions: .jpg, .pdf, .png.*

Electronic voting forms may be submitted at any time from the start of the voting until the live session of the general meeting of shareholders or cast/re-cast directly in the live session of the meeting, the last voting option submitted being the one recorded.

The platforms contain voting options for each and every item on the agenda. You can vote electronically by ticking one of 'for' or 'against' or 'abstain' voting options, followed by pressing the 'cast your vote' button. Votes marked in the platform without pressing the 'cast your vote' button will not be counted.

When completing the special powers of attorney and the vote by mail ballots, **the possibility of completing the GMS 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's Record Office and the company's website www.teraplast.ro, "Investors" Category, 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, up to and including **16th April 2026**.

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

If the validity conditions are not met at the first notice to convene, the next General Meeting shall be convened for the **30th April 2026**, the agenda, time and place remaining the same.

In accordance with the legal provisions in force, we note that the position "*Abstaining*" adopted by a shareholder regarding any item on the meeting agenda does not represent an expressed vote.

On the convening date, the Company's share capital consists of 3,001,500,448 registered shares, of which 3,523 shares are held by the Company, therefore the total number of voting rights as of the convening date is 3,001,496,925 voting rights.

Dorel Goia,
Chairman of the Board of Directors

For further information please contact us at

e-mail: investor.relations@teraplast.ro or by phone at +40 741 270 439 – Contact person: Alexandra Herișanu.