

## 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: **26.04.2024**

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 April 26, 2024, starting with 10:00 AM, respectively 10:30 AM, at Company's headquarters, as well as by participation by electronic means, took place the Ordinary and 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 Ordinary and Extraordinary General Meeting of Shareholders of the Company TERAPLAST S.A:

### **DECISION no. 1 dated 26.04.2024**

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

In pursuance of art. 111 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 Ordinary General Meeting of Shareholders ("**OGMS**") of the Company, headquartered in village Sărățel, commune Șieu-Magheruș, 1 Teraplast Way, Bistrita-Nasaud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, legal and statutory held on 26.04.2024, at the Company's headquarters, as well as by participating by electronic means, at 10:00 (Romania time), in the personal presence, by representative as

well as by expressing votes by correspondence of a number of shareholders holding **73,419959%** of the total of 2.179.000.358 voting rights related to the 2.179.000.358 shares issued by the Company,

## DECIDES

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

**1. Approves the individual financial statements corresponding to fiscal year 2023, based on the Company's Board Report and the financial auditor's Report.**

Voting structure: With a number of 1.599.338.141 validly expressed votes for this item on the agenda, corresponding to a number of 1.599.338.141 shares representing 73,397792% of the Company's share capital, Item 1 of the agenda has been approved as follows: 1.599.335.841 votes for, representing 99,999856% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 73,397686% of the total number of voting rights of the Company; 2.300 votes against, representing 0,000144% of the votes cast by shareholders who were present or represented or who voted by correspondence, namely 0,000106% of the total number of voting rights of the Company; 21.450 abstentions;

**2. Approves the proposal for the allocation of the net profit related to the 2023 financial year, as follows:**

- **Net profit achieved: RON 25,463,947;**
- **Legal reserves: RON 1,456,513;**
- **Other reserves, reinvested profit: RON 6,347,245;**
- **Retained earnings: RON 17,660,189;**

Voting structure: With a number of 1.596.871.571 validly expressed votes for this item on the agenda, corresponding to a number of 1.596.871.571 shares representing 73,284594% of the Company's share capital, Item 2 of the agenda has been approved as follows: 1.596.523.805 votes for, representing 99,978222% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 73,268634% of the total number of voting rights of the Company, 347.766 votes against, representing 0,021778% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,015960% of the total number of voting rights of the Company; 477.568 abstentions;

**3. Approves the consolidated financial statements corresponding to fiscal year 2023, based on the Board Report and the financial auditor's Report.**

Voting structure: With a number of 1.599.324.007 validly expressed votes for this item on the agenda, corresponding to a number of 1.599.324.007 shares representing 73,397143% of the Company's share capital, Item 3 of the agenda has been approved as follows: 1.599.321.707 votes for, representing 99,999856% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 73,397037% of the total number of voting rights of the Company, 2.300 votes against, representing 0,000144% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,000106% of the total number of voting rights of the Company; 35.584 abstentions;

#### **4. Approves the updated Remuneration Policy.**

Voting structure: With a number of 1.596.000.506 validly expressed votes for this item on the agenda, corresponding to a number of 1.596.000.506 shares representing 73,244619% of the Company's share capital, Item 4 of the agenda has been approved as follows: 1.521.518.590 votes for, representing 95,333215% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 69,826450% of the total number of voting rights of the Company; 74.481.916 votes against, representing 4,666785% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 3,418169% of the total number of voting rights of the Company; 3.359.085 abstentions;

#### **5. Approves the remuneration report of the members of the Board of Directors and the executive managers of the Company, for the year 2023, subject to the consultative vote of the OGSM.**

Voting structure: With a number of 1.598.313.489 validly expressed votes for this item on the agenda, corresponding to a number of 1.598.313.489 shares representing 73,350768% of the Company's share capital, Item 5 of the agenda has been approved as follows: 1.584.399.758 votes for, representing 99,129474% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 72,712230% of the total number of voting rights of the Company, 13.913.731 votes against, representing 0,870526% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,638537% of the total number of voting rights of the Company; 1.046.102 abstentions;

#### **6. Approves the discharge from administration of the Company's Board of Directors for financial year 2023.**

Voting structure: With a number of 576.114.764 validly expressed votes for this item on the agenda, corresponding to a number of 576.114.764 shares representing 26,439407% of the Company's share capital, Item 6 of the agenda has been approved as follows: 574.425.247 votes for, representing 99,706740% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 26,361870% of the total number of voting rights of the Company; 1.689.517 votes against, representing 0,293260% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,077536% of the total number of voting rights of the Company; 1.023.242.527 abstentions;

*Of the 1.023.242.527 abstentions, 1.023.095.613 are given by the company's directors who also have the quality of shareholders*

#### **7. Approves the Income and Expenses Budget corresponding to the fiscal year 2024.**

Voting structure: With a number of 1.599.329.592 validly expressed votes for this item on the agenda, corresponding to a number of 1.599.329.592 shares representing 73,397399% of the Company's share capital, Item 7 of the agenda has been approved as follows: 1.585.178.812 votes for, representing 99,115206% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely

72,747983% of the total number of voting rights of the Company; 14.150.780 votes against, representing 0,884794% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,649416% of the total number of voting rights of the Company; 29.999 abstentions;

**8. Approves the Investment Program corresponding to the fiscal year 2024.**

Voting structure: With a number of 1.599.200.091 validly expressed votes for this item on the agenda, corresponding to a number of 1.599.200.091 shares representing 73,391456% of the Company's share capital, Item 8 of the agenda has been approved as follows: 1.585.059.311 votes for, representing 99,115759% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 72,742499% of the total number of voting rights of the Company, 14.140.780 votes against, representing 0,884241% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,648957% of the total number of voting rights of the Company; 159.500 abstentions;

**9. Approves the remuneration level for the members of the Board of Directors for the ongoing year and the general limit for additional remunerations of the Board members:**

- 1. Net compensation of 2,500 euros/month;**
- 2. Remuneration for participation in the Consultative Committees of the Board of Directors:**
  - Chairman of the Consultative Committee: 2,250 euros net/month;**
  - Members of the Consultative Committees: 250 euros net/month.**

**The remuneration for participation in the Committees cannot exceed 100% of the fixed annual allowance and cannot be in the form of shares.**

Voting structure: With a number of 1.595.971.724 validly expressed votes for this item on the agenda, corresponding to a number of 1.595.971.724 shares representing 73,243298% of the Company's share capital, Item 9 of the agenda has been approved as follows: 1.320.095.284 votes for, representing 82,714203% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 60,582610% of the total number of voting rights of the Company; 275.876.440 votes against, representing 17,285797% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 12,660688% of the total number of voting rights of the Company; 3.369.735 abstentions;

**10. Approves the election as an internal auditor of the Company of MAZARS ROMANIA S.R.L., for a term of 1 year from the date of adoption of the OGMS decision, with a remuneration of max. 5.000 Euros per annum.**

Voting structure: With a number of 1.595.355.716 validly expressed votes for this item on the agenda, corresponding to a number of 1.595.355.716 shares representing 73,215028% of the Company's share capital, Item 10 of the agenda has been approved as follows: 1.536.245.720 votes for, representing 96,294870% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely

70,502316% of the total number of voting rights of the Company; 59.109.996 votes against, representing 3,705130% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 2,712712% of the total number of voting rights of the Company; 3.994.875 abstentions;

**11. Entrusting the Board of Directors with the fulfilment of the decisions adopted by the Ordinary General Meeting of Shareholders.**

Voting structure: With a number of 1.599.316.316 validly expressed votes for this item on the agenda, corresponding to a number of 1.599.316.316 shares representing 73,396790% of the Company's share capital, Item 11 of the agenda has been approved as follows: 1.599.142.016 votes for, representing 99,989102% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 73,388791% of the total number of voting rights of the Company; 174.300 votes against, representing 0,010898% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,007999% of the total number of voting rights of the Company; 52.650 abstentions;

**12. Appointing the Chairman of the Ordinary General Meeting of Teraplast S.A. to sign the OGM Resolution on behalf and in the name of all the attending shareholders.**

Voting structure: With a number of 1.599.364.166 validly expressed votes for this item on the agenda, corresponding to a number of 1.599.364.166 shares representing 73,398986% of the Company's share capital, Item 12 of the agenda has been approved as follows: 1.599.236.866 votes for, representing 99,992041% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 73,393144% of the total number of voting rights of the Company; 127.300 votes against, representing 0,007959% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 0,005842% of the total number of voting rights of the Company; 4.300 abstentions;

**13. Appointing the Company's legal counsel, Mrs. Kinga Vaida, to carry out all formalities concerning the OGM 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 number of 1.597.322.314 validly expressed votes for this item on the agenda, corresponding to a number of 1.597.322.314 shares representing 73,305280% of the Company's share capital, Item 13 of the agenda has been approved as follows: 1.597.322.314 votes for, representing 100% of the votes cast by the shareholders who were present or represented or who voted by correspondence, namely 73,305280% of the total number of voting rights of the Company; 0 votes against; 33.300 abstentions;



**DECISION no. 1 dated 26.04.2024**

**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, Bistrița-Năsăud County, registered at the Trade Register under no. J06/735/1992, VAT no. 3094980, legal and statutory held on 26.04.2024, at the Company's headquarters, as well as by participating by electronic means, at 10:30 (Romania time), in the personal presence, by representative as well as by expressing votes by correspondence of a number of shareholders holding **73,231470%** of the total of 2.179.000.358 voting rights related to the 2.179.000.358 shares issued by the Company,

### DECIDES

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

**1. Approves the total value of 300.000.000 lei maximum limit of indebtedness the company can contract during the period from 28.04.2024 to 28.04.2025 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.**

Voting structure: With a participation of 1.595.714.003 valid votes for this item on the agenda, corresponding to a number of 1.595.714.003 shares representing 73,231470% of the Company's share capital, Item 1 of the agenda has been approved as follows: 1.580.755.582 votes for, representing 99,062588% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 72,544990% of the Company's total number of voting rights; 14.287.980 votes against, representing 0,895397% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,655713% of the Company's total number of voting rights; 424.659 abstentions; 245.782 unexpressed votes.

**2. Approves the supplementation of the maximum limit of indebtedness that the company may contract between 28.04.2024 - 28.04.2025 with the amount of 135.000.000 lei, which will be used (if that should be the case) only to secure the loans of subsidiaries and approving the securing of credit and/or lease agreements to be accessed by subsidiaries, 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.**

Voting structure: With a participation of 1.595.714.003 valid votes for this item on the agenda, corresponding to a number of 1.595.714.003 shares representing 73,231470% of the Company's share capital, Item 2 of the agenda has been approved as follows: 1.580.451.483 votes for, representing 99,043530% of the votes held

by the shareholders who were present or represented or who voted by correspondence, namely 72,531034% of the Company's total number of voting rights; 14.515.145 votes against, representing 0,909633% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,666138% of the Company's total number of voting rights; 463.795 abstentions; 283.580 unexpressed votes.

**3. Authorises the Board of Directors to take, for and on behalf of the Company, all the actions and steps required or useful for the enforcement of item 1 and 2 of this decision, up to the maximum agreed limit of indebtedness.** In this respect, the Board of Directors shall issue decisions on:

- access to bank loans, entering into loan/lease agreements, extending the accessed bank loan/lease agreements, establishing the structure of guarantees related to the loan/lease agreements accessed or extended, restructuring/refinancing the granted loans, changing the structure of the guarantees for outstanding credits, authorising the persons who will sign on behalf of and for TERAPLAST S.A. the loan/lease agreements or guarantee agreements/addenda to loan or lease agreements, as well as any other documents or instruments that are ancillary to, related to or referred to in the loan/lease agreements, guarantee agreements or any other documents, and sign any other forms, requests that may be required or useful relative to such bank transactions.

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

Voting structure: With a participation of 1.595.714.003 valid votes for this item on the agenda, corresponding to a number of 1.595.714.003 shares representing 73,231470% of the Company's share capital, Item 3 of the agenda has been approved as follows: 1.594.321.410 votes for, representing 99,912729% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,167561% of the Company's total number of voting rights; 1.027.300 votes against, representing 0,064379% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,047145% of the Company's total number of voting rights; 81.713 abstentions; 283.580 unexpressed votes.

**4. Confirmation and ratification of the Board's Decision No. 7 of 15 March 2024 and of the Board's Decision No. 25 of 6 October 2023, by which the contracting by Teraplast S.A. of loans from Banca Transilvania S.A., and the establishment of guarantees related to such loans within the maximum indebtedness limit approved by the Extraordinary General Meeting (EGM) Decision No. 1 of 28 April 2023 was approved.**

Voting structure: With a participation of 1.595.714.003 valid votes for this item on the agenda, corresponding to a number of 1.595.714.003 shares representing 73,231470% of the Company's share capital, Item 4 of the agenda has been approved as follows: 1.594.377.224 votes for, representing 99,916227% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,170122% of the Company's total number of voting rights; 1.000.000 votes against, representing 0,062668% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,045893% of the Company's total number of voting rights; 71.574 abstentions; 265.205 unexpressed votes.

**5. Authorize the Chairman of the Extraordinary General Meeting of Shareholders to sign the EGM Resolution on behalf and in the name of all the attending shareholders.**

Voting structure: With a participation of 1.595.714.003 valid votes for this item on the agenda, corresponding to a number of 1.595.714.003 shares representing 73,231470% of the Company's share capital, Item 5 of the agenda has been approved as follows: 1.595.221.922 votes for, representing 99,969162% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,208888% of the Company's total number of voting rights; 125.000 votes against, representing 0,007833% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,005737% of the Company's total number of voting rights; 64.375 abstentions; 302.706 unexpressed votes.

**6. Authorize 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 1.595.714.003 valid votes for this item on the agenda, corresponding to a number of 1.595.714.003 shares representing 73,231470% of the Company's share capital, Item 6 of the agenda has been approved as follows: 1.593.323.652 votes for, representing 99,850202% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 73,121771% of the Company's total number of voting rights; 20.000 votes against, representing 0,001253% of the votes held by the shareholders who were present or represented or who voted by correspondence, namely 0,000918% of the Company's total number of voting rights; 82.074 abstentions; 2.288.277 unexpressed votes.

**Chairman of the meeting,**

**Alexandru Stănean**

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