

## CURRENT REPORT

According to Law no. 24/2017 and FSA Regulation no.5/2018

Date of the report: **29.10.2021**

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

Registered office: **Saratel village, Sieu-Magherus commune, DN 15A, KM 45+500, Bistrita-Nasaud county**

Phone/Fax: **0263/238.202; 0263/231.221**

Trade Register Office Number: **J06/735/1992**

VAT Number: **3094980**

Subscribed and paid-up capital: **RON 217.900.035,80**

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

Market symbol: **TRP**

### Important events to report:

### CONVENING NOTICE

#### EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TERAPLAST S.A.

**December 3, 2021**

Pursuant to the provisions of **Article 113** and **Article 117** from **Companies' Law 31/1990**, as currently amended, the provisions of the Articles of Association, the Capital Market Law no. 24/2017 regarding the issuers of financial instruments and market operations (Republished), and of the NSC Regulation no. 5/2018 regarding issuers and operations with securities, **the Board of Directors of the Company TERAPLAST SA**, headquartered in village Sărățel, Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, registered with the Trade Register under no. J06/735/1992, VAT no. 3094980, convenes in the session of **October 28, 2021** the **Extraordinary General Meeting of Shareholders**, to be held on **December 3, 2021** at the company's headquarters in village Sărățel, Șieu-Magheruș, DN 15A, km 45+500, Bistrita-Nasaud County, **at 10:00 am (Romania time)** ("GMS" or "Meeting"). All shareholders registered in the Shareholder Register are entitled to participate and vote in such General Meetings of Shareholders by the end of **November 23, 2021**, set as reference date.

**The Extraordinary General Meeting of Shareholders will have the following:**

**AGENDA:**

1. Approval to amend the Extraordinary General Meeting of the Company's Shareholders Decision no. 1 dated August 24, 2020, as subsequently amended by the Extraordinary General Meeting Decision no. 1 dated June 25, 2021, approving the *repurchase of a maximum number of 5.500.000 shares with a par value of 0.1 lei/share at a minimum price equal to the BVB market price at the time of purchase and a maximum price of 1 leu/share*, as follows:

- increasing the maximum purchase price of the repurchased shares, from 1.00 leu/share to 2 lei/share;
- supplementing the number of shares to be repurchased (bought back) by 2.000.000 shares; a maximum number of 7.500.000 shares are to be thus repurchased;
- the own shares repurchased by the Company shall be offered for free to the employees, the senior employees of the member companies of Teraplast Group and the directors of the company, within a stock option plan program.

2. Entrusting the Board of Directors with the fulfilment of the resolution adopted by the Extraordinary General Meeting of Shareholders.

3. Appointing the Chairman of the Extraordinary General Meeting of Shareholders to sign the GMS Resolution on behalf and in the name of all the attending shareholders.

4. Appointing the Company's legal counsel, Ms. 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.

**Considering the Romanian public authorities' latest recommendations in relation to prevention / limitation of the spread of COVID-19, Teraplast strongly recommends to its shareholders, to the extent possible:**

- **to access the supporting materials for OGMS and EGMS in electronic format, available on the company's website, rather than in hardcopy at the Correspondence Entry;**
- **to vote by correspondence by using the ballot paper for the vote by correspondence;**

➤ to use, as communication means, the e-mail having attached an extended electronic signature, rather than the mail or courier at the Correspondence Entry, when submitting (i) proposals with respect to adding new items on the OGMS/EGMS agenda, (ii) draft resolutions, (iii) written questions before OGMS/EGMS, (iv) the powers of attorney for representation in the OGMS/EGMS or (v) the Voting Bulletins for voting by correspondence.

*The company recommends participation and distance voting of its shareholders in the convened General Meeting by electronic means.*

*The shareholders registered in the Shareholder Register on the Reference Date can participate in the Meeting convened by this Notice to Convene including by using the tele/video conference system for the Meeting, through the Evote platform made available by the Company, by accessing the link <https://trp.evote.ro>. The participation procedure and electronic voting in the convened Meeting shall be made available to the shareholders on the company's website: [www.teraplast.ro](http://www.teraplast.ro), Category "Investors", Section "General Meeting of the Shareholders" starting with November 2, 2021.*

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

(2) Any of the rights stipulated in paragraph (1) above may only be exercised in written, and the documents shall be submitted in a closed envelope at the company's headquarter, 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021", or sent by messenger delivery or electronic means, with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021".

(3) The shareholders can exercise the rights stipulated in paragraph (1) letters (i) and (ii) within maximum 15 calendar days following the date of publication of this convening notice, namely no later than **November 18, 2021 inclusively**. Each shareholder shall be entitled to address questions regarding the items on the General Meeting's agenda, and the company shall reply to the shareholders' questions during such meeting. The questions shall be submitted in a closed envelope at the company's headquarter, 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021”, or sent by messenger delivery or electronic means, with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021”, on or **December 2, 2021 inclusively**.

The shareholders can participate in person or they can be represented in the General Meetings of Shareholders either by their legal representatives or by other agents authorised by a special power of attorney or a general power of attorney, as provided by Article 105 of Law 24/2017 on the issuers of financial instruments and market operations (republished).

Shareholders' access shall be permitted upon proof of their identity, consisting in case of shareholders, who are natural persons, of their ID card or, in case of legal entities, legal representative.

Shareholders can appoint a representative by a general power of attorney (authorisation) valid for no more than three years, authorising the appointed representative to vote in any matter subject to discussions of the General Meetings of Shareholders, provided such power of attorney (authorisation) be given by the shareholder, as customer, to an intermediary defined as per Article 2 paragraph (1) item 19 of Law 24/2017 on the issuers of financial instruments and market operations (republished), or to a lawyer.

The shareholders cannot be represented in the General Meeting of Shareholders based on a general power of attorney (authorisation) by a person subject to a conflict of interests, pursuant to Article 105 paragraph (15) of Law 24/2017 on the issuers of financial instruments and market operations (republished).

General powers of attorney (authorisations) 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 **December 1, 2021**, 08:00 am (Romania time), in copy, including the mention “Certified to be a true copy of the original” signed by the representative. The powers of attorney can also be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021”.

The quality of shareholder and, in case of shareholders, who are legal entities, or entities without legal personality, the quality of 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 different reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

a) the statement of account certifying the quality of shareholder and the number of owned shares;

b) documents certifying that the details of the legal representative are recorded at 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 list of shareholders from the reference date received by the Company from the Central Depository, then the proof of the representative status will be with the Company Statement, or a certified copy of the original, issued by the Trade Registry or any other document, in original or in a copy conforming to the original, issued by another similar authority in the State in which the shareholder is legally registered, for the purpose of proving the existence of the legal person and the legal representative's name / quality, with a maximum of 1 month validity reported on the date of publication of the convocation of the general meeting.

The documents attesting the quality of legal representative elaborated in a foreign language other than English must be accompanied by a translation done into Romanian or English by a certified translator.

The identification criteria referred above shall be accordingly applied also in case the need arises to prove that the shareholder, suggesting for new items to be included in the General Meeting of Shareholders' agenda, or directing questions to the issuer related to the items included in the General Meeting of Shareholders' agenda, is a legal representative.

Pursuant to Article 200 paragraph (4) of the NSC Regulation no. 5/2018 of financial instruments and market operations issuers, a shareholder can appoint only one representative in a certain General Meeting. However, if a shareholder holds shares of a company in several security accounts, such restriction shall not prevent such shareholder to appoint separate representatives 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 NSC Regulation no. 5/2018.

Pursuant to Article 200 paragraph (5) of the NSC Regulation no. 5/2018, 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.

The shareholders can cast their votes for the items noted in the agenda by mail, and the vote application form, accurately filled out and signed, shall be sent in a sealed envelope to the company's headquarter, which should arrive at the company's headquarter no later than **December 1, 2021**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters „FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021”. The voting bulletins can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021”.

A representative can cast his/her vote by mail only when such representative has received from the shareholder a special/general power of attorney which will be submitted to the issuer pursuant to Article 105 par. (14) of Law 24/2017 on the issuers of financial instruments and market operations.

Special power of attorney forms to be used for voting by representative, the forms to be used for voting by mail, as well the Procedure for participation and electronic voting at the general meeting of shareholders shall be made available for shareholders both in Romanian and in English, at the company's headquarter from **8:00 am to 4:30 pm** and on the company website: [www.teraplast.ro](http://www.teraplast.ro), heading "Investors", Section "General Meeting of Shareholders", starting with **November 2, 2021**.

The special powers of attorney and the voting bulletins by mail shall be submitted in Romanian or English originals at the company's headquarter, or sent by any type of mail or fast delivery with acknowledgment of receipt, not later than **December 1, 2021**, 08:00 am (Romania time), the envelope bearing a clear note written in capital letters „ FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021”, or can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on the electronic signature, at the following e-mail [secretariatCA@teraplast.ro](mailto:secretariatCA@teraplast.ro), mentioning at subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 3/6.12.2021".

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.

When completing the special powers of attorney and the voting bulletins by mail, the possibility of completing the G.M.S. 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 Record Office and the company's website [www.teraplast.ro](http://www.teraplast.ro), Heading "Investors", Section "General Meeting of Shareholders", as of 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 fulfillment of the requirements provided by the law and / or by the articles of incorporation for convening the general meeting, at least 10 days before the general meeting, respectively until November 22, 2021, inclusive.

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

Any informative documents and materials, and also the decision drafts related to the matters listed in the agenda of the General Meeting of Shareholders shall be made available to the shareholders both in Romanian and in English, at the company's headquarters, during business days, from **8 am to 4:30 pm**,

and also on the company's website: [www.teraplast.ro](http://www.teraplast.ro), heading „Investors”, Section „General Meeting of Shareholders”, starting with **November 2, 2021**.

In the event the validity conditions are not met at the first call to convene, the next General Meeting of Shareholders shall be convened for the date of **December 6, 2021**, the agenda, time and place being the same.

On the convening date, the share capital of the Company is made up of 2.179.000.358 nominative shares, out of which 2.541 share are owned by the Company, thus the total number of voting rights as of the convening date is of 2.178.997.817 voting rights.

**Chairman of the meeting,  
Alexandru Stanean**

For additional information please contact us at the phone number +4 0741 270 439, e-mail: [alexandra.sica@teraplast.ro](mailto:alexandra.sica@teraplast.ro), contact person Alexandra Şica – Manager PR.