

CURRENT REPORT

In accordance with Law no. 24/2017 republished and ASF (Financial Supervisory Authority) Regulation no. 5/2018

Date of report: **18.09.2024**

Name of the 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: **RON 217,900,035.80**

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

Stock symbol: **TRP**

Significant events to report:

DECISION

of the Board of Directors

of TERAPLAST S.A. - J06/735/1992, RO 3094980

No. 26 of September 18th, 2024

Pursuant to Article 153²⁰ and subsequent provisions of Law 31/1990 regarding companies, with updated amendments, the provisions of Law 24/2017 regarding issuers of financial instruments and

market operations (republished), and the ASF (Financial Supervisory Authority) Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of the Articles of Association of TERAPLAST S.A., with headquarters in Sărătel village, Șieu-Măgheruș commune, 1 Teraplast Way, Bistrița-Năsăud county, postal code 427301, registered with the Trade Register under no. J06/735/1992, CUI 3094980 ("the Company" or "TeraPlast"), during the meeting held on September 18th, 2024, with all members of the Board of Directors present, namely: Mr. Dorel Goia, Mr. Vlad-Nicoale Neacșu, Mr. Lucian Claudiu Anghel, Mr. Vasile Pușcaș and Mr. Alexandru Stânean,

Considering the following:

- a. The decision of the General Meeting of Shareholders No. 1 from June 27th, 2024 ("AGEA Decision"), whereby:
 - The **capital increase** by cash contributions was approved, with a maximum amount of RON 22,220,000, from the current value of RON 217,900,035.80 to a maximum value of RON 240,120,035.80, by issuing a maximum number of 222,200,000 new ordinary shares, nominative, in dematerialized form, with a nominal value of RON 0.1/share, by granting preference rights to the shareholders of TeraPlast registered in the shareholders' register on the registration date;
 - The Board of Directors was authorized to take all necessary or recommended measures, actions, and formalities to implement the AGEA Decision;
- b. The decision of the Board of Directors of TeraPlast S.A. no. 19 from July 5th, 2024 ("Board Decision"), which approved the details of the capital increase in accordance with the AGEA Decision;
- c. The Board of Directors' Decision No. 24 dated September 11th, 2024 ("Board Decision of September 11th, 2024"), through which:

- the conclusion of the first stage of the capital increase operation (Preference Period) was noted, during which the entitled shareholders validly subscribed a total of 190,763,160 new shares issued by Teraplast out of the total number of 222,200,000 newly issued shares,

- it was approved that a number of **31,436,840 shares** would be offered for subscription in a Private Placement, to take place between 12.09.2024 – 17.09.2024, with the possibility to close in advance. The minimum subscription price in the Private Placement was set at 0.45 RON per newly issued share, with the final price at which the shares will be sold in the Private Placement ("Final Price in Private Placement") to be determined through a bookbuilding process, based on investor interest.

d. The Board of Directors' Decision No. 25 dated September 12th, 2024 (**"Board Decision of September 12th, 2024"**), through which:

- Approves the closure in advance of the Private Placement.
- Approves the Final Price in the Private Placement, established through the bookbuilding process, of RON 0.45 per newly issued share. This price represents the final issuance price, applicable both to the new shares subscribed by eligible shareholders during the Preference Period and the new shares subscribed in the Private Placement, the cumulative subscriptions exceeding the total number of shares offered in the Private Placement (oversubscription).

e. The Board of Directors hereby intends to approve (i) the acknowledgment of the Private Placement results, (ii) the recognition and validation of the results of the capital increase; (iii) the Company's updated Articles of Association (the "Articles of Association"), and (iv) the granting of powers,

The Board of Directors, with the affirmative vote of all its members,

DECIDES:

1. Takes note that following the completion of the Private Placement, a total of 31,436,840 new shares were sold, each with a nominal value of RON 0.1 and a total nominal value of RON 3,143,684 at an offer price of RON 0.45 per newly issued share.
2. Recognizes and validates, based on the new share subscriptions carried out within the capital increase, the following results:

- *a number of 190,763,160 new ordinary shares, nominative, in dematerialized form, with a nominal value of RON 0.1 each and a total nominal value of RON 19,076,316 were subscribed during the Preference Period; and*
- *a number of 31,436,840 new ordinary shares, nominative, in dematerialized form, with a nominal value of RON 0.1 each and a total nominal value of RON 3,143,684 was allocated in the Private Placement;*

Therefore,

The capital increase was fully subscribed. The Company's share capital is increased from RON 217,900,035.80 to RON 240,120,035.80 by issuing 222,200,000 new ordinary shares, nominative, in dematerialized form, with a nominal value of RON 0.1 per share.

The amount of RON 77,770,000, representing the difference between (i) the final issue price, i.e., RON 0.45, multiplied by the total number of shares issued within the capital increase, i.e., RON 99,990,000 and (ii) the total nominal value of the new shares issued within the capital increase, i.e., RON 22,220,000, is considered as issue premium.

3. Approves the amendment and updating of the Company's Articles of Association, in accordance with item 2 above, as follows:

Article 7 of the Company's Articles of Association which currently reads as follows:

"Art.7. The subscribed and paid-up share capital.

(1) The subscribed and paid-up share capital of TERAPLAST S.A. is of RON 217,900,035.80 divided into 2,179,000,358 registered shares with a nominal value of RON 0.1 each."

is amended and shall read as follows:

"Art.7. The subscribed and paid-up share capital.

(1) The subscribed and paid-up share capital of TERAPLAST S.A. is of RON 240,120,035.80 divided into 2,401,200,358 registered shares with a nominal value of RON 0.1 each."

4. Mandates Mr. Alexandru Stâanean - General Manager, to represent the company before all competent authorities, institutions and registers for the achievement of the capital increase, including: Trade Register Office, Financial Supervisory Authority, Central Depository S.A., Bucharest Stock Exchange S.A. The Agent may sub-delegate any and all of the powers the Agent was granted hereunder, as the Agent may consider appropriate.

5. Mandates Mr. Vlad-Nicolae Neacșu and Mr. Alexandru Stâanean – Director, to sign, on behalf of and for all directors, this Board of Directors' Decision.

Director

Vlad-Nicolae Neacșu

Director

Alexandru Stâanean

For additional information you can reach us at

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