

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of TeraPlast SA reports to the Board of Directors and has an advisory role regarding the nomination of candidates for the management structure (Board of Directors and executive management), the elaboration and implementation of the remuneration policy of the management structure.

The Nomination and Remuneration Committee has the following responsibilities:

- provides support to the Board of Directors in identifying and / or selecting candidates for a position in the management structure;
- makes proposals on the requirements for a position in the executive management;
- performs the evaluation of the candidates in order to ensure the fulfillment of the requirements / criteria specific to the position in the executive management, if applicable;
- prepares a regular evaluation of the performance of the members of the management structure;
- develops the remuneration policy of the management structure, taking into account the long-term interests of the shareholders, the strategy, the business plan and the performance of the Company, as well as the best market practices, which will be submitted to the Board of Directors and further to the General Meeting of Shareholders, for approval;
- periodically reviews / updates the remuneration policy, also preparing a description and explanation of all significant policy changes as well as a report from the last vote of the General Meeting of Shareholders on the remuneration policy;
- reviews the annual remuneration report, which sets out how the remuneration policy for members of the management structure was implemented during the reference period;
- evaluates the fulfilment of the performance criteria established by the remuneration policy;
- makes proposals on the implementation of grant of shares and/or stock options programs.

The members of the Nomination and Remuneration Committee are:

- Lucian Claudiu Anghel – Chairman
- Dorel Goia – Member
- Vlad Nicolae Neacșu – Member
- Magda Eugenia Palfi – Member

The term of the Nomination and Remuneration Committee of TeraPlast SA is 1 year starting May 20, 2021, and its members can be re-elected.

The members of the Nomination and Remuneration Committee shall not disclose to unauthorized persons any confidential information of which they become aware in the performance of their duties, and at the request of the Board of Directors, the Committee may provide support in other matters related to its role, benefiting from the expertise and experience of its members.