

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee of TeraPlast SA reports to the Board of Directors, which appoints the members of the Committee and has an advisory role with regard to the nomination of candidates for the management structure (Board of Directors and executive management), the development and implementation of the remuneration policy of the management structure.

### Duties of the Nomination and Remuneration Committee:

- ✓ provides support to the Board of Directors in identifying and/or selecting candidates for a position in the management structure;
- ✓ establishes the criteria/requirements for filling an executive management position and develops the procedure for selection and recruitment;
- ✓ coordinates the selection process of the members of the executive team;
- ✓ carries out the assessment of candidates to ensure that the specific requirements/criteria for the position in the executive management are met, if applicable;
- ✓ prepares regular performance appraisals of members of the management structure;
- ✓ develops the remuneration policy for the management structure, taking into account the long-term interests of the shareholders, the Company's strategy, business plan and performance, as well as best market practices, to be submitted to the Board of Directors and, subsequently, to the General Meeting of Shareholders for approval;
- ✓ periodically reviews/updates the remuneration policy, also preparing a description and explanation of any significant changes to the policy as well as a report since 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 has been implemented during the reporting period;
- ✓ assesses the fulfilment of the performance criteria set out in the remuneration policy and prepares an annual report on the remunerations and other benefits granted to directors and officers during the financial year;
- ✓ makes proposals on the implementation of share and/or stock option programmes.
- ✓ self-assesses its own performance at least annually and prepares an activity plan for the following year, which it shall submit to the Board of Directors for approval.

## Composition of the Nomination and Remuneration Committee

The Committee will be composed of an even number of members of the Board of Directors. The composition of the Nomination and Remuneration Committee will be published on the Teraplast website and will be subject to the following conditions:

- ✓ all members must be non-executive directors;
- ✓ a majority of the members should be independent directors, one of whom will be Chairman of the Committee;
- ✓ Termination of committee membership shall take place by revocation, by resignation and in all cases where the term of office of a director ends;
- ✓ In the event of termination of membership/chairmanship of the Nomination and Remuneration Committee, the Board of Directors shall appoint another director to fill the vacancy.

The members of the Remuneration Committee are:

Lucian Claudiu Anghel - President;  
Dorel Goia - Member;  
Vlad Nicolae Neacșu - Member;  
Vasile Pușcaș - Member.

- ✓ The terms of office of the members of TeraPlast SA's Remuneration Committee is valid until 27 September 2027.
- ✓ The members of the Remuneration Committee shall not disclose to unauthorised persons any information of a confidential nature which comes to their knowledge in the course of their duties and, at the request of the Board of Directors, the Committee may also provide support in other matters related to its role, benefiting from the expertise and experience of its members.

## Meetings of the Nomination and Remuneration Committee

- ✓ The Committee will meet at least four times a year, and exceptionally if necessary. Committee members are required to attend and participate in all meetings.
- ✓ The meetings shall be held by convening notice issued by the Chairman of the Committee, at the Company's office or by teleconference, prior to the Board meeting scheduled for that month, to allow for timely preparation of reports to the Board.
- ✓ The Committee shall adopt recommendations or decisions by a simple majority of the votes of the members present. In the event of a tie, the deciding vote shall belong to the Chairman of the Committee.
- ✓ Company employees may also be invited to attend meetings of the Committee and submit written or oral documents or information in relation to matters requested by the Committee.

- ✓ The Company will publish on its website the nomination and remuneration policy resulting from the work of the Committee.