



425200-Năsăud, str. George Coșbuc nr.147, România

ORC J06/5/1991, C.I.F. RO 575688

Banca Transilvania: RO72 BTRL 0060 1202 E469 1XX

Capital social: 3.580.858,60 LEI

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Current report

In accordance with Law No. 24/2017 republished and FSA Regulation No. 5/2018

Date of the report: **30 December 2025**

Company name: **SOMPLAST S.A.**

Registered office: **Năsăud, str. George Coșbuc, nr. 147, jud. Bistrița-Năsăud**

Telephone number: **0263/360032**

Tax Identification Number with Bistrița Trade Register Office: **RO 575688**

Trade Register Number: **J06/5/1991**

Subscribed and paid-up share capital: **RON 3.580.858,60 LEI**

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

Stock symbol: **SOPL**

Significant events to report:

Convening notice

Extraordinary General Meeting of Somplast S.A. Shareholders 02 February 2026

Pursuant to the provisions of article 113 and the following of the Companies' Law 31/1990, as currently amended, the Memorandum of Association, Law no. 24/2017 on issuers of financial instruments and market operations (republished), and the FSA Regulation no. 5/2018 regarding the securities issuers and operations, the **Board of Directors of SOMPLAST S.A. NĂSĂUD, registered with the Trade Register Office Bistrița-Năsăud under number J/06/5/1991, Tax Identification Number - RO 575688, subscribed and paid-up share capital: RON 3.580.858,60 LEI (The Company), in the session of 30th December 2025,**

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS, for the 02nd of February 2026, starting from 12:00 at the headquarters of SOMPLAST S.A. NĂSĂUD, located in the town of Năsăud, 147 George Coșbuc Street, Bistrița-Năsăud County, for all the shareholders registered in the Shareholder Register held by the Central Depository [Depozitarul Central S.A.], on the reference date of 23rd January 2026 (EGMS).

In the event the validity conditions are not met at the first notice to convene, the next Extraordinary General Meeting of Shareholders shall be convened for the **3rd of February 2026**, the agenda, time and place remaining the same.

The Extraordinary General Meeting of Shareholders will have the following

AGENDA:

- I. Approval of the amendment and update of the Company's Memorandum of Association, in order to align it with the legal provisions in force, as follows:

- 1) Article 8 of the Company's MoA, which currently reads as follows:

"Article 8 Shares. Rights and obligations arising from shares

The shares are nominative, issued in a dematerialised form, contain the elements provided by law and are freely tradable on the RASDAQ market. The record of the company's shares and shareholders is kept by one of the shareholder registers legally authorised by the C.N.V.M."

is amended and shall read as follows:

"Article 8 Shares. Rights and obligations arising from shares

The shares are nominative, issued in a dematerialised form, contain the elements provided by law and are freely tradable on the multilateral trading system of the Bucharest Stock Exchange, on the AeRO market, with the stock symbol SOPL. The records of the company's shares and shareholders are kept by Depozitarul Central S.A. [i.e. the Central Depository] Bucharest, in accordance with the provisions of Law No. 24/2017 on issuers of financial instruments and market operations. Proof of shareholder status in the company is provided by the Bank Statement issued by Depozitarul Central S.A. Bucharest, in accordance with the legal provisions."

- 2) Article 9 of the Company's Memorandum of Association, which currently reads as follows:

"Article 9 Each share entitles the holder to one vote at the general meeting of shareholders and to dividends proportional to each shareholder's ownership in the share capital, the right to elect and be elected to the company's management bodies, and the right to participate in the distribution of profits in accordance with the law and the company's Memorandum of Association.

The holding of shares implies adherence to the company's Memorandum of Association. The rights and obligations related to the shares, in the event of their transfer to other persons, follow the shares.

The company's assets may not be encumbered by debts or personal obligations of the shareholders."

is amended and shall read as follows:

"Article 9 Each share entitles the holder to one vote in the General Meeting of Shareholders and to dividends proportional to each shareholder's ownership in the share capital, the right to elect and be elected to the company's management bodies, and the right to participate in the distribution of profits in accordance with the law and the company's Memorandum of association.

The holding of shares implies adherence to the company's Memorandum of Association. The rights and obligations related to the shares, in the event of their transfer to other persons, follow the shares."

- 3) Article 15 paragraph 2 of the Company's Memorandum of Association, which currently reads as follows:

"Ordinary general meetings shall be held at least once a year, no later than 5 months after the end of the financial year, to examine the balance sheet and profit and loss account for the previous year and to establish the activity programme and budget for the following year."

is amended and shall read as follows:

"Ordinary general meetings shall be held at least once a year, no later than five months after the end of the financial year, to examine the balance sheet and profit and loss account for the previous year and to establish the activity programme and budget for the current year."

- 4) Article 15, paragraph 6 of the Company's Memorandum of Association, which currently reads as follows:

"The notice shall include the place and date of the meeting, as well as the agenda, with explicit mention of all issues that will be discussed at the meeting."

is amended and shall read as follows:

"The notice shall include the name of the Company, the place and date of the meeting, the agenda with explicit mention of all issues to be discussed at the meeting, the reference date used to identify shareholders who are entitled to participate in and vote at the GMS, as well as the date of the second convening of the GMS, the method of document distribution and information relating to the issues included on the GMS agenda, as well as the date from which they will be available, the method of obtaining the special authorisation form for representation at the GMS, the deadline and place where the specific powers of attorney will be submitted/received, as well as the proposal regarding the registration date.

The reference date is the calendar date used to identify the shareholders who are entitled to participate in the GMS and vote at it. The reference date must be prior to the GMS, at least 8 calendar days after publication of the convening notice and prior to the deadline for submitting powers of attorney. Furthermore, there must be a period of at least six days between the deadline for the second or subsequent convocation of the general meeting and the reference date. These two dates are not included in the calculation of this period."

- 5) A new paragraph shall be inserted in Article 16 of the Company's MoA, with the following content:

"The chair of the meeting may appoint one or more technical secretaries from among the company's employees. The technical secretary shall draw up the list of shareholders present, indicating the share capital represented by each, and the minutes certifying that all the formalities required by law and the Memorandum of Association for holding General Meetings have been fulfilled."

- 6) Article 17, paragraph 6, of the Company's Memorandum of Association, which currently reads as follows:

"The decisions of the general meetings of shareholders, reached in accordance with the law, are binding even on shareholders who are represented or absent."

is amended and shall read as follows:

"The decisions of the General Meetings of Shareholders, legally reached, are binding even on shareholders who are represented, absent, or who voted against."

- 7) Article 17 paragraph 8 of the Company's Memorandum of Association, which currently reads as follows:

"Specific powers of attorney shall be kept by the company in the shareholders' department."

is amended and shall read as follows:

"Powers of attorney shall be submitted to the company, in original form, at least 48 hours prior to the Meeting, under penalty of forfeiture of the right to vote at that meeting. Specific powers of attorney shall be kept by the company, in the shareholders' department, and shall be mentioned in the minutes."

8) Article 18 paragraph 10 sentence 1 of the Company's Memorandum of Association, which currently reads as follows:

"The meetings of the board of directors shall be presided by the Board chair and, in the chair's absence, by one of the directors appointed by the chair."

is amended and shall read as follows:

"The meetings of the board of directors shall be presided by the Board chair and, in the chair's absence, by one of the directors, appointed as chairperson of the meeting by the other Board members."

9) Article 18, paragraph 16 of the Company's Memorandum of Association, which currently reads as follows:

"In relations with third parties, the company shall be represented by the chair of the board or, in the chair's absence, by one of the directors appointed by the board."

is amended and shall read as follows:

"The Board of Directors shall represent the Company in its relations with the managers."

10) Article 18 paragraph 18 of the Company's Memorandum of Association, which currently reads as follows:

"The executive directors of the company may not be members of the board of directors."

shall be deleted.

11) Article 20.1 shall be inserted into the Company's Memorandum of Association with the following content:

"Article 20.1 Delegation of management to Managers.

The Board of Directors may delegate the management of the company to one or more managers, appointing one of them as general manager. The managers are appointed by the Board of Directors, which also establishes their rights and obligations."

- II. Approval for Somplast S.A. to contract a loan from Teraplast SA in the maximum amount of 13 million lei, which may be granted in tranches, upon request, depending on the liquidity needs of the borrowing company, this loan is necessary for Somplast SA to support its current activities and to carry out essential renovation work on the buildings owned by the company, located in Nasaud.
- III. Considering the intention of Teraplast SA to access an investment and working capital loan from Exim Banca Românească SA, of which an amount of up to 13 million lei is to be used to grant an intra-group loan to Somplast, in accordance with point II on the agenda, it is hereby approved, with express and limited title, the establishment by Somplast S.A., if and to the extent necessary, of a real estate security in the form of a mortgage on the building - industrial space with an administrative component located in the city of Năsăud, str. George Coșbuc no. 147, Bistrița-Năsăud county, registered

in CF no. 32126 Năsăud - in order to guarantee the obligations arising from the credit contracted by Teraplast SA.

- IV. Appointing the Board of Directors to negotiate and sign, on behalf of Somplast, all related documents, as well as to take, on behalf of and for the account of the Company, all necessary or useful actions and steps to implement points II and III herein.
- V. Appointing the Chair of the Extraordinary General Shareholders Meeting of Somplast S.A. to sign, on behalf of and for all shareholders present at the meeting, the EGM Resolution, as well as the minutes of the meeting.
- VI. Appointing the Chair of the Company's Board of Directors to sign, on behalf of and for all shareholders present at the meeting, the updated Memorandum of Association in accordance with point I of this Resolution.
- VII. Authorising the General Manager of the Company, Mr Bogdan Lucian Crăciunaș, to carry out all the formalities necessary for the registration and publication of the decisions reached at the EGM with the competent authorities, in accordance with the legal provisions in force. The authorised person has the right to appoint another person to carry out the aforementioned formalities.

Only such persons that are registered as shareholders in the Shareholder Register on the reference date have the right to participate and vote in the EGMS.

Access of the shareholders entitled to participate in the EGMS shall be permitted upon simple proof of their identity which is in case of natural persons their ID or, in case of legal entities, that of their legal representative, based on the power of attorney granted.

The capacity as a shareholder and, in case of shareholders who are legal entities or entities without legal personality, the capacity as legal representative shall be 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 dates other than the reference/registration dates, based on the following documents submitted to the issuer by the shareholder:

- a) the statement of account certifying the capacity as shareholder and the number of owned shares;
- b) documents attesting that the information on the legal representative is recorded in the central depository/ participants concerned.

However, if the shareholder has failed to inform the Central Depository in a timely manner of his/her legal representative or if such information is not mentioned in the shareholders list as of the reference date received by the Company from the Central Depository, then the capacity as a legal representative shall be justified by the Certificate of Incumbency, original or a certified copy thereof, issued by the Trade Register, or any other document, original or a certified true copy, issued by another competent authority of the State where the shareholder is legally registered, for the purpose of proving the existence of the legal person and the legal representative's name/ capacity, not older than 1 month as compared to the date of publication of the notice to convene.

The documents attesting the capacity of legal representative prepared in a foreign language, other than English, must be accompanied by a translation into Romanian or English made by a certified translator.

The above identification requirements shall be also accordingly applied in proving the capacity of legal representative of the shareholder who proposes new topics to be included on the General Meeting agenda, or puts questions to the issuer, related to the General Meeting agenda items.

One or more shareholders jointly or severally representing at least 5% of the share capital, have the right to:

- a) Enter items on the general meeting agenda, provided that each item be accompanied by a justification or a decision draft proposed to be adopted by the EGMS;
- b) Submit decision drafts for the items included or suggested to be included on the EGMS agenda.

The shareholders can exercise the rights set forth in a) and b) above only in writing, within not later than 15 calendar days from the date of publication of this convening notice in the Official Gazette of Romania, namely up to and including 16th January 2026 at the latest, 4:30 PM.

Each shareholder is entitled to ask questions concerning the topics of the general meeting agenda. The company can answer including through posting the response on its website, in a question-response format.

Any EGMS documents, informative materials and decision drafts concerning agenda items can be also viewed on the company website www.somplast.ro and/or the company headquarters, starting from 31st December 2025, during business days between 8:00 am to 16:30 pm.

The shareholders registered by the reference date can participate and vote in the general meeting directly, by correspondence (mail) or can be represented by persons other than shareholders, based on a special power of attorney or a general power of attorney.

The special POA forms can be obtained at the company headquarters starting from 31st December 2025 between 8:00 am to 16:30 pm or can be downloaded from the company website www.somplast.ro. General POAs must comply with the governing legal provisions in force. After completing them, the special powers of attorney and the general POAs, respectively, before being used for the first time, accompanied by the documents provided in art. 205 of the FSA Regulation no. 5/2018 shall be submitted at the company's headquarters not later than 48 hours before the first convening date (date of the reference number in case of documents filed, or the date of received mail in case of documents sent by mail, respectively), that is until the 31st of January 2026, 10:00 pm at the latest. The powers of attorney can also be sent, within the same delay, by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at somplast@somplast.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF 02/03 February 2026".

Special and general powers of attorney, before their first use, submitted after expiry if the above-mentioned deadline, as well as those that do not meet the legal requirements, shall be deemed null and void by operation of law.

The shareholders registered by the reference date can vote by mail, before the general meeting is held, by using the vote by mail form. The voting form can be obtained starting from 31st December 2025, between 8:00 am to 16:30 pm, at the company headquarters or on www.somplast.ro.

In the case of vote by mail, the voting form completed and signed, accompanied by a copy of the identity document (ID card in case of natural persons, and registration certificate in case of legal entities) under the handwritten signature of the holder, can be sent to the company headquarters, in a closed envelope bearing the mention "FOR THE EXTRAORDINARY GENERAL MEETING

OF 02/03 February 2026” not later than 48 hours before the first convening date, namely until 31st of January 2026, 10:00 pm (date of the reference number in case of documents filed, or the date of received mail in case of documents sent by mail, respectively). The voting bulletins can be sent by e-mail with the extended electronic signature included according to Law 455/2001 on electronic signature, at somplast@somplast.ro, mentioning in the subject: “FOR THE EXTRAORDINARY GENERAL MEETING OF 02/03 February 2026”.

Vote by mail can be cast by a representative of the shareholder, in case such representative has been entrusted by the shareholder with a special/general POA to be submitted at the Company’s headquarters in accordance with article 105 paragraph (14) of Law 24/2017 on the issuers of financial instruments and market operations or if the representative is a credit institution providing custodial services, in accordance with article 105 paragraph (11) of Law no. 24/2017.

When completing the special powers of attorney and the vote by mail ballots, the possibility of completing the EGMS agenda by new items shall be considered. In such event, the updated special powers of attorney and updated ballots can be obtained from the company’s registry office and on the company website www.somplast.ro, starting from 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 fulfilment of the requirements provided by the law and/or the Memorandum of Association for the general meeting convening, up to and including 22nd January 2026.

If the agenda is completed and shareholders do not send special powers of attorney and/or updated postal ballots, special proxies and postal ballots sent prior to completing the agenda will be considered only for items therein that are on the original agenda.

In accordance with the legal provisions in force, we note that the position of "*Abstaining*" adopted by a shareholder regarding the items on the agenda of the Assembly, does not represent an expressed vote.

On the convening date, the share capital of the Company is made up of 3.255.326 nominative shares, each giving the right to one vote. The company does not hold own shares, therefore the total number of voting rights as of the convening date is of 3.255.326 voting rights.

You can obtain additional information at the company headquarters or at 0263/360032, from 08:00 am to 16:30 pm.

Bogdan-Lucian Crăciunaș,
Chairman of the Board