

Vote by mail ballot

Extraordinary General Meeting of Shareholders Promateris S.A. of 14/15.09.2021, time 10<sup>00</sup> (10<sup>00</sup>)

SURNAME AND FIRST NAME / NAME \_\_\_\_\_

LEGAL REPRESENTATIVE (legal entity) \_\_\_\_\_

PNC (Romanian natural person shareholder or legal representative) \_\_\_\_\_

PASSPORT NUMBER (foreign natural person shareholder or legal representative) \_\_\_\_\_

SOLE REGISTRATION CODE (legal person) \_\_\_\_\_

NUMBER OF SHARES HELD \_\_\_\_\_  
(registered in the Register of Shareholders of Promateris SA on 1.09.2021)

Agenda	For	Against	Abstention
1. Approval of the partial and symmetrical split of PROMATERIS S.A., according to the split project approved by the Board of Directors of the Company on 28.06.2021, published in the Official Gazette no. 2707 of 02.07.2021, Part IV (hereinafter referred to as the "Split Project").			
2. Approval of the Partial and Symmetrical Splitting Project of PROMATERIS S.A., in the interest of the shareholders, according to art. 2501 letter a) of Law no. 31/1990, as it has been drafted, signed, filed and published in the Official Gazette, by the Board of Directors of the Company and the express ratification of all actions of the Company and of the Board of Directors, taken in connection with the actions envisaged by the split operation and any resolution prior to the adoption of this resolution, these actions to be approved, confirmed and authorized.			
3. Approval that the division of the Company be carried out on the basis of the financial statements prepared for 31.12.2020 and audited by Deloitte Audit S.R.L., representing the reference date of the partial division according to the Draft of Division and in accordance with the legal provisions.			
4. Approval of the transfer in the interest of the shareholders of a part of the assets of the Company, representing the assets and liabilities of PROMATERIS S.A. to Obor Development S.A., a company to be established as a result of the split, as evidenced by the name reservation no. 478132/25.06.2021, issued by the National Trade Registry Office ("the Beneficiary Company"), pursuant to art. 2501 in conjunction with 238 et seq. of Law 31/1990 and approval of the effects of the split, according to the Split Project. For clarity, Division by demerger does not have the effect of dissolving the Company. It will continue to exist after the division, the company elements (e.g. legal form, registered office, object of activity, etc.). remaining unchanged, including the main object of activity.			
5. Approval of the effective date of the division as the date of registration at the Trade Register of the new company (the Beneficiary Company) established as a result of the division, in accordance with the provisions of art. 249 lit. (a) of the Companies Law			
6. Approval of the price to be paid by the Company to the shareholders exercising their right to withdraw under the terms of Article 134 of Law no. 31/1990, namely the amount of RON 4.8729 /share established in accordance with ANEVAR National Standards by the valuation report no. 547/24.06.2021 by the valuation expert DARIAN DRS S.A. identified with ANEVAR ID no. 0027/01.01.2021, registered in the ASF register under no. PJR16EVPJ/120011 appointed by resolution no. 18074 /11.06.2021 pronounced by ORCT Ilfov in file no. 63226/10.06.2021 for			

estimating the value of the Company's shares according to art. 91 of Law no. 24/2017 and contracted by the Company by contract no. 83/08.03.2021.							
7. Approval of the reduction of the share capital of the Company as a result of the implementation of the demerger, by reducing the nominal value of the shares up to the minimum limit provided by the law, namely RON 0.1 / share. Thus, the share capital of PROMATERIS will be reduced by RON 25.829.372,70, from RON 28.699.303 to RON 2.869.930,30, by reducing the nominal value of a share from RON 1/share to RON 0,10/share. The reduction is conditional on the approval by ORCT Ilfov of the operation of reduction of the share capital of the Company, pursuant to art. 207 para. (1) let. c of the Companies Law, from 30.406.541 shares to 28.699.303 shares and will operate according to the Splitting Project. Specifically, if no events of the nature described in points 9 and 10 below take place, the value of the Company's subscribed and paid-up share capital after the partial and symmetrical split will be RON 2.869.930,30 divided into 28.699.303 shares, each share having a nominal value of RON 0.1, held by the Company's shareholders as follows:							
Shareholders	No. shares	Nominal share value (RON)	Percentage of share capital (profit and loss share)	Share capital (RON)			
Pogonaru Florin Ion	11.608.228	RON 0.1	40.45%	1.160.822,80			
NORD S.A	6.126.571	RON 0.1	21.35%	612.657.10			
Georgescu Tudor Alexandru	3.290.930	RON 0.1	11.47%	329.093.00			
Other natural and legal persons shareholders	7.673.574	RON 0.1	26.74%	767.357.40			
<b>Total</b>	<b>28.699.303</b>		<b>100%</b>	<b>2.869.930,30</b>			
If the events described in points 9 and 10 below occur, the amount of the share capital of PROMATERIS will be equal to the difference between the total number of Promateris shares post-division, as shown in the Draft Division and in the table above, and the number of shares repurchased by the Company from the shareholders who will exercise their right of withdrawal, multiplied by the nominal value of RON 0.10 per share.							
8. Information on the options that may be expressed by the Company's shareholders regarding participation in the partial division, the method of validating the options and establishing the Company's shareholding structure after the cancellation of the shares according to the validly expressed options, in accordance with the mechanism provided for in the Draft Division							
9. Approval of the withdrawal from the Company of shareholders who vote against the demerger of the Company or who do not attend the Extraordinary General Meeting of Shareholders but express their option to withdraw within 30 days from the date of the adoption of the resolution of the General Meeting, in accordance with the provisions of Article 8 of the Demerger Plan							
10. Approval of the reduction of the share capital as a result of the repurchase by the Company of the shares of all shareholders who are not in favor of the split and who have validly exercised their right to withdraw from the Company, at a price of RON 4.8729/share, an operation to be completed by cancelling the shares thus acquired, in accordance with the provisions of art. 207, para. 1, let. c) of Law no. 31/1990, subject to the approval of the split operation by the competent court.							
11. Approval of (i) the establishment of Obor Development S.A., a company to be established as a result of the division, as stated in the name reservation no. 478132/25.06.2021, issued by the National Trade Registry Office, whose main activity will be NACE Code 6420 - Holding activities and which will have its registered office in Bucharest, Str. Icoanei no. 20, parter, camera no. 2, sector 2, Romania, (ii) appointment as sole administrator of Obor Development S.A. for a term of 5 (five) years from the date of the establishment of the Beneficiary Company of THALEDA							

PROJECT ADVISORY S.R.L., a limited liability company having its registered office in Mun. Moreni, Str. Democratiei, no. 20, Dambovit County, registered at the Trade Register under no. J15/1507/2018, with sole registration code (SRC) no. 40200865 represented by Mr. Duduman Alexandru - George, and (iii) approval of the share capital and the shareholder structure of the Beneficiary Company, which, in the event that no events of the nature of those presented in points 9 and 10 above take place, will be as follows:							
Shareholders	No. shares	Nominal share value (RON)	Percentage of share capital (profit and loss share)	Share capital (RON)			
Pogonaru Florin Ion	11.608.228	RON 0.9	40.45%	10.447.405,20			
NORD S.A	6.126.571	RON 0.9	21.35%	5.513.913,90			
Georgescu Tudor Alexandru	3.290.930	RON 0.9	11.47%	2.961.837,00			
Other natural and legal persons shareholders	7.673.574	RON 0.9	26.74%	6.906.216,60			
<b>Total</b>	<b>28.699.303</b>		<b>100%</b>	<b>25.829.372,70</b>			
<p>If the events described in paragraphs 9 and 10 above occur, according to the Division Project and taking into account the symmetrical nature of the division operation, the amount of the share capital of the Beneficiary Company will be equal to the number of shares not purchased by the Company from the shareholders who will exercise their right of withdrawal, multiplied by the nominal value of RON 0.90 of one share in the Beneficiary Company, and the shareholding structure will be updated accordingly according to the withdrawal options expressed.</p> <p>For the sake of clarity, none of the shareholders of the Company will achieve any profit or loss from the operation of partial division, neither from an accounting nor from a tax point of view, the share of profit and loss of each shareholder is directly proportional to the percentage held in the value of the share capital, all shareholders keeping, after the partial and symmetrical division, the shares of participation in the share capital and profit and loss both in the Company and in the newly established Beneficiary Company.</p>							
12. Approval of the articles of association of Obor Development S.A., as attached to the resolution of the Extraordinary General Meeting of Shareholders.							
13. In the case of approval of item 1 on the agenda, approval of the amendment to Art. 7 para. 1 of the articles of association of PROMATERIS S.A., upon the completion of the operation of splitting the Company, as follows: <i>"Article 7</i> <i>The share capital is [fill in the number resulting at the end of the split] RON, fully subscribed and paid up, divided into [fill in the number resulting at the end of the split] registered, ordinary, dematerialized shares with a nominal value of RON 0.1 each.."</i>							
14. Confirmation of the waiver of all actions provided for in Art. 2432, Art. 2433, Art. 244 para. (1) letters b), d) and e), in accordance with the provisions of art. 2436 of Law 31/1990. Consequently, the ratification of the renunciation by the Board of Directors of the Company of all the shares mentioned in art. 2432, art. 2433, art. 244 para. (1) letters b), d) and e), possibility offered to the shareholders by the provisions of art. 2436 of Law 31/1990.							
15. Approval of the mandate of the sole director of the Beneficiary Company to sign in the name and on behalf of the shareholders of the Beneficiary Company, the updated articles of association of the Beneficiary Company, as well as to carry out all legal formalities for the							

	enforceability and execution of the resolutions adopted by the Extraordinary General Meeting of Shareholders, including but not limited to, to sign the contract for the closing of the registered office of the Beneficiary Company, to file, take over documents and sign for this purpose on behalf of the Beneficiary Company, in relation to the Trade Register, the Ilfov Court as well as any other public or private entities involved so that the purpose of the Splitting Project and of the present Resolution of the Extraordinary General Meeting of Shareholders is fulfilled.			
16.	Mandate the Board of Directors to identify opportunities and enter into transactions for new investments to support the company's development strategy and its position as a regional leader in Central and Eastern Europe (CEE). Investment projects and/or acquisition of shareholdings in companies having a similar or complementary object of activity to the main object of activity of Promateris will be considered, within the limit of an own contribution of 25.000.000 EUR (twenty five million euros), cumulatively, until 31.12.2025.			
17.	Approval of the Registration Date according to Article 86 paragraph 1 of Law 24/2017. The Registration Date of the shareholders on whom the effects of the Extraordinary Meeting Resolution that will decide on the division of the Company, date to be determined by the general meeting, will be transferred is 29.09.2021. Setting the ex-date as 28.09.2021. Since the adoption of a decision that involves making payments to shareholders is not proposed, the shareholders do not decide on the payment date.			
18.	Approval of the mandate of the Managing Director of the Company, Mr. TUDOR ALEXANDRU GEORGESCU, to sign in the name and on behalf of the shareholders the resolution of the Extraordinary General Meeting of Shareholders, the updated articles of association of the Company and any other necessary documents and to carry out all legal formalities for the registration, publicity, enforceability and execution of the resolutions adopted by the resolution of the Extraordinary General Meeting of Shareholders, to file, take documents and sign for this purpose on behalf of the Company, in relation to the Trade Register, ASF, BVB, Central Depository and any other public or private entities involved so that the purpose of the Division Project and of this Resolution of the Extraordinary General Meeting of Shareholders is fulfilled.			

Signature of the natural person shareholder

or the legal representative of the shareholder legal entity \_\_\_\_\_

Place for the stamp  
(shareholder legal entity)