Vote by mail ballot

Extraordinary General Meeting of Shareholders Promateris S.A. of 14/15.09.2021, time 10 $^{\circ\circ}$ (10 $^{\circ\circ}$)

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 00 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			

	1 1 (1 0	, ,	1' ' ' ' '	T / 1		
_	the value of the Comp by the Company by cor			Law no. 24/2017 and		
				of the implementation	+	
		_		=		
			=	inimum limit provided TERIS will be reduced		
-						
-				y reducing the nominal		
	,			n is conditional on the		
		=		pital of the Company,		
•		-		41 shares to 28.699.303		
shares and v	vill operate according	to the Splitting Pr	roject. Specifically, if	no events of the nature		
described in	points 9 and 10 below	v take place, the v	alue of the Company	's subscribed and paid-		
up share caj	oital after the partial a	and symmetrical s	plit will be RON 2.8	69.930,30 divided into		
28.699.303	shares, each share h	aving a nominal	value of RON 0.1, h	neld by the Company's		
shareholder	s as follows:					
					_	
		Nominal share	Percentage of share capital	Share capital		
Shareholders	No. shares	value	(profit and	(RON)		
		(RON)	loss share)	(KON)		
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	3.290.930	RON 0.1	11.47%	329.093.00		
Alexandru	0.270.700			0=)10)0.00		
Other					 	
natural and	7.673.574	RON 0.1	26.74%	767.357.40		
natural and legal persons shareholders	7.673.574	RON 0.1	26.74%	767.357.40		
legal persons shareholders Total	28.699.303		100%	2.869.930,30	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by		and 10 below oc lifference between Division and in the	cur, the amount of n the total number of table above, and the will exercise their	2.869.930,30 the share capital of of Promateris shares he number of shares	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by th	28.699.303 escribed in points 9 will be equal to the c s shown in the Draft the Company from the ne nominal value of RO	and 10 below oc difference between Division and in the eshareholders wi DN 0.10 per share	too% cur, the amount of the total number of the table above, and tho will exercise their .	2.869.930,30 the share capital of of Promateris shares he number of shares		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second statement of the second stateme	28.699.303 escribed in points 9 will be equal to the c s shown in the Draft the Company from the nominal value of RC on the options that	and 10 below oc lifference between Division and in the e shareholders wi DN 0.10 per share may be expressed	too% cur, the amount of n the total number of table above, and the will exercise their the total by the Company's s	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal,	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shareholders. Information participation	28.699.303 escribed in points 9 will be equal to the 6 s shown in the Draft the Company from the nominal value of RO on the options that in in the partial division	and 10 below oc difference between Division and in the eshareholders with the shareholders with the share DN 0.10 per share the may be expressed on, the method of	too% cur, the amount of an the total number on the table above, and the will exercise their. by the Company's say validating the option	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal,	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second participation company's second participation company compan	28.699.303 escribed in points 9 will be equal to the 6 s shown in the Draft the Company from the nominal value of RO on the options that in in the partial division	and 10 below oc difference between Division and in the eshareholders with 20N 0.10 per share may be expressed on, the method of e after the cancell	too% cur, the amount of in the total number of the table above, and the total number of the table above, and the will exercise their the total	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second participation Company's expressed of	28.699.303 escribed in points 9 will be equal to the 6 s shown in the Draft the Company from the nominal value of RG on the options that in in the partial divisionshareholding structure	and 10 below oc difference between Division and in the shareholders with the shareholders with the expressed on, the method of eafter the cancell with the mechanism.	too% cur, the amount of in the total number of the table above, and the will exercise their the company's sevalidating the optionation of the shares as many provided for in the current of the shares as the current of the current of the current of the shares as the current of the curr	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second participation company's expressed of the second post of the second post of the second post of the second person of the se	28.699.303 escribed in points 9 will be equal to the of s shown in the Draft the Company from the nominal value of RO on the options that in in the partial division shareholding structure ptions, in accordance the withdrawal from the scribes of t	and 10 below oc difference between Division and in the shareholders with 20N 0.10 per share may be expressed on, the method of eafter the cancell with the mechanisthe Company of si	too% cur, the amount of in the total number of the table above, and the total number of the table above, and the will exercise their or the total table above, and the will exercise their or the total table above, and the table above, and table	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division to against the demerger	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second company's expressed of the Company of	28.699.303 escribed in points 9 will be equal to the os shown in the Draft the Company from the nominal value of RO on the options that in the partial divisionshareholding structure ptions, in accordance the withdrawal from the pany or who do not at	and 10 below oc lifference between Division and in the shareholders with DN 0.10 per share may be expressed on, the method of e after the cancell with the mechanisthe Company of stend the Extraord	too% cur, the amount of in the total number of the table above, and the will exercise their in the total number of the will exercise their in the total number of the shares a simprovided for in the thareholders who votinary General Meeti	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division to against the demerger and of Shareholders but	-	
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the statement of the Company's expressed of the Company's the the Company's the company th	28.699.303 escribed in points 9 will be equal to the of shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions shareholding structure ptions, in accordance of the withdrawal from the partial of the pa	and 10 below oc difference between Division and in the shareholders with 20 No.10 per share may be expressed on, the method of eafter the cancell with the mechanist the Company of stend the Extraord within 30 days fro	cur, the amount of in the total number of the table above, and the will exercise their in the Company's salidating the option ation of the shares a simprovided for in the hareholders who votinary General Meeting the date of the added in the date of the added in the total number of the shareholders.	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division the against the demerger against the demerger of Shareholders but option of the resolution		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second of the Company's expressed of the Company's express their of the General shareholders.	28.699.303 escribed in points 9 will be equal to the os shown in the Draft the Company from the nominal value of RO on the options that in in the partial divisionshareholding structure ptions, in accordance the withdrawal from the partial divisions of the withdrawal from the partial divisions and or option to withdrawal and Meeting, in accordance with the withdrawal from the partial Meeting, in accordance with the withdrawal from the partial Meeting, in accordance with the partial division of the	and 10 below oc difference between Division and in the shareholders with DN 0.10 per share may be expressed on, the method of eafter the cancell with the mechanisthe Company of sitend the Extraord within 30 days from the content of the provence with the provence with the provence of the division of the content of the co	cur, the amount of in the total number of the table above, and the will exercise their by the Company's validating the option ation of the shares as improvided for in the chareholders who votinary General Meetim the date of the additions of Article 8 of	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division the against the demerger ago of Shareholders but option of the resolution of the Demerger Plan		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second of the Company's expressed of the Company's express their of the General shareholders.	28.699.303 escribed in points 9 will be equal to the os shown in the Draft the Company from the nominal value of RO on the options that in in the partial divisionshareholding structure ptions, in accordance the withdrawal from the partial divisions of the withdrawal from the partial divisions and or option to withdrawal and Meeting, in accordance with the withdrawal from the partial Meeting, in accordance with the withdrawal from the partial Meeting, in accordance with the partial division of the	and 10 below oc difference between Division and in the shareholders with DN 0.10 per share may be expressed on, the method of eafter the cancell with the mechanisthe Company of sitend the Extraord within 30 days from the content of the provence with the provence with the provence of the division of the provence of th	cur, the amount of in the total number of the table above, and the will exercise their by the Company's validating the option ation of the shares as improvided for in the chareholders who votinary General Meetim the date of the additions of Article 8 of	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division the against the demerger against the demerger of Shareholders but option of the resolution		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the second of the Company's expressed of the Company's the company's the company's the company's expressed of the Company's the company the co	28.699.303 escribed in points 9 will be equal to the of s shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions shareholding structure ptions, in accordance of the withdrawal from the withdrawal from the partial divisions of the withdrawal from the	and 10 below oc lifference between Division and in the shareholders with DN 0.10 per share may be expressed on, the method of e after the cancell with the mechanist the Company of stend the Extraord within 30 days frow ance with the proventions.	cur, the amount of in the total number of the table above, and the will exercise their in the company's so validating the option action of the shares as improvided for in the hareholders who vot in the date of the addrissions of Article 8 of the result of the repurch	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division the against the demerger ago of Shareholders but option of the resolution of the Demerger Plan		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shares of the General Co. Approval of the Shares of the sh	28.699.303 escribed in points 9 will be equal to the of s shown in the Draft the Company from the nominal value of RO on the options that in in the partial divisions that had been been been on the withdrawal from the partial Meeting, in accordance of the reduction of the standard shareholders when the standard shareholder	and 10 below oc difference between Division and in the shareholders with 20 NO.10 per share may be expressed on, the method of the after the cancell with the mechanist the Company of sitend the Extraord within 30 days frow ance with the provision are not in favor	too% cur, the amount of in the total number of the table above, and the will exercise their in the total number of the will exercise their in the company's say validating the option lation of the shares as in provided for in the company of the addrisions of Article 8 of the address of the split and who of the split and who of the split and who in the total of the repurch of the split and who in the total of the split and who in the total of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and who in the total number of the split and the total number of the split and the total number of the split and the split and the total number of the split and the total number of the split and the split and the total number of the split and	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division the against the demerger against the demerger ng of Shareholders but option of the resolution of the Demerger Plan asse by the Company of		
legal persons shareholders Total If the events depromatricial post-division, a repurchased by multiplied by the shares of the right to the shares of their right to the shares of their right to the shares of the shares of the shares of their right to the shares of the sha	28.699.303 escribed in points 9 will be equal to the os shown in the Draft the Company from the nominal value of RO on the options that in in the partial divisionshareholding structure ptions, in accordance the withdrawal from the option to withdraw we all Meeting, in accordance of the reduction of the soft all shareholders who withdraw from the O withdraw from the O	and 10 below oc difference between Division and in the shareholders with 20N 0.10 per share may be expressed on, the method of eafter the cancell with the mechanist the Company of sitend the Extraord within 30 days from the capital as a so are not in favor company, at a price of the process of the company, at a price of the company, at a price of the set of the company, at a price of the company of the company, at a price of the company of	cur, the amount of in the total number of the table above, and the will exercise their by the Company's evalidating the optionation of the shares as improvided for in the chareholders who votinary General Meetim the date of the addrisions of Article 8 of result of the repurch of the split and whose of RON 4.8729/sh	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division to against the demergering of Shareholders but option of the resolution of the Demerger Plan ase by the Company of the have validly exercised		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shares of the General Co. Approval of the shares of their right to completed by the shares of their right to complete the shares of the shares of their right to complete the shares of the sh	28.699.303 escribed in points 9 will be equal to the of s shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions shareholding structure ptions, in accordance of the withdrawal from the withdrawal from the option to withdraw with all Meeting, in accordance of the reduction of the soft all shareholders where the withdraw from the Company of the Soft all shareholders where the withdraw from the Company of the shareholders where the shareholders whe	and 10 below oc lifference between Division and in the shareholders with the shareholders with the expressed on, the method of eafter the cancell with the mechanist the Company of stend the Extraord within 30 days from the capital as a stop of th	too% cur, the amount of in the total number of the table above, and the will exercise their in the total number of the will exercise their in the total number of the shares a simprovided for in the total number of the addrisions of Article 8 of the split and who see of RON 4.8729/shar accordance with the	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division to against the demerger against the demerger plan asse by the Company of a have validly exercised are, an operation to be a provisions of art. 207,		
legal persons shareholders Total If the events derivation, a repurchased by multiplied by the state of the Company's expressed of the Generation of the Generation of the Shares of their right to completed by para. 1, let. of the shares of the completed by para. 1, let. of the shares of the completed by para. 1, let. of the shares of their right to complete the para. 1, let. of the shares of their right to complete the para. 1, let. of the shares of their right to complete the para. 1, let. of the shares of their right to complete the para. 1, let. of the shares of the shares of their right to complete the para. 1, let. of the shares of the shares of the shares of their right to complete the para. 1, let. of the shares	28.699.303 escribed in points 9 will be equal to the of s shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions shareholding structure ptions, in accordance of the withdrawal from the withdrawal from the option to withdraw with all Meeting, in accordance of the reduction of the soft all shareholders where the withdraw from the Company of the Soft all shareholders where the withdraw from the Company of the shareholders where the shareholders whe	and 10 below oc lifference between Division and in the shareholders with the shareholders with the expressed on, the method of eafter the cancell with the mechanist the Company of stend the Extraord within 30 days from the capital as a stop of th	too% cur, the amount of in the total number of the table above, and the will exercise their in the total number of the will exercise their in the total number of the shares a simprovided for in the total number of the addrisions of Article 8 of the split and who see of RON 4.8729/shar accordance with the	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division the against the demerger ag of Shareholders but option of the resolution of the Demerger Plan asse by the Company of the have validly exercised are, an operation to be		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shares of the General to. Approval of the shares of their right to completed by para. 1, let. of court.	28.699.303 escribed in points 9 will be equal to the 6 s shown in the Draft of the Company from the nominal value of RC on the options that in in the partial divisions that the partial divisions that the partial divisions that the withdrawal from the withdrawal from the withdrawal from the company or who do not attern option to withdraw with the reduction of the set of all shareholders who withdraw from the Company of Law no. 31/1990, 31/19	and 10 below oc lifference between Division and in the shareholders with 20N 0.10 per share may be expressed on, the method of eafter the cancell with the mechanist the Company of standard within 30 days frow ance with the provision and the provision and the company, at a price of the standard price is thus acquired, in subject to the apprentice of the standard price is thus acquired, in subject to the apprentice of the standard price is thus acquired, in subject to the apprentice in the standard price is thus acquired, in subject to the apprentice in the standard price is the standard price in the standard price in the standard price is the standard price in the standard p	cur, the amount of in the total number of the table above, and the will exercise their in the will exercise the	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division to against the demerger against the demerger plan asse by the Company of the have validly exercised are, an operation to be a provisions of art. 207, ration by the competent		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shares of the General Company's expressed of the General Company's the shares of the right to completed the para. 1, let. Court.	28.699.303 escribed in points 9 will be equal to the of shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions that in the partial	and 10 below oc difference between Division and in the shareholders with 20N 0.10 per share may be expressed on, the method of eafter the cancell with the mechanist the Company of stend the Extraord within 30 days from ance with the provision cance with the provision are not in favor company, at a price sthus acquired, in subject to the appropriate of Obor Developmon Division and the Company of the subject to the appropriate of Obor Developmon of Obor Developmon and in the company of Obor Developmon of Obor Developmon and in the company of Obor Developmon of Obor Developmon and in the company of Obor Developmon of	cur, the amount of in the total number of the table above, and tho will exercise their in the total number of the will exercise their in the total number of the shares a sm provided for in the hareholders who votinary General Meeting the date of the address of Article 8 of the split and who are of RON 4.8729/sh in accordance with the roval of the split operment S.A., a companyment S.A., a companyment S.A., a companyment S.A., a companyment stable above.	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division against the demergering of Shareholders but option of the resolution of the Demerger Plan asse by the Company of the have validly exercised are, an operation to be the provisions of art. 207, ration by the competent by to be established as a		
legal persons shareholders Total If the events derivation, a repurchased by multiplied by the sexpressed of the Company's expressed of the General Company's the shares of their right to court. In Approval of result of the court of the Company's the company's the company's the company's expressed of the Company's e	28.699.303 escribed in points 9 will be equal to the os shown in the Draft the Company from the nominal value of RO on the options that in in the partial divisions hareholding structure ptions, in accordance the withdrawal from the option to withdraw with a man and the reduction of the standard th	and 10 below oc difference between Division and in the eshareholders with DN 0.10 per share may be expressed on, the method of eafter the cancell with the mechanist the Company of sitend the Extraord within 30 days from the earen of the reaches are not in favor company, at a price is thus acquired, in subject to the appropriate of Obor Development the name reservation.	too% cur, the amount of in the total number of the table above, and the will exercise their in the total number of the will exercise their in the total provided for in the thareholders who votal in the total of the additions of Article 8 of the split and who are of RON 4.8729/sh in accordance with the toval of the split operation no. 478132/25.	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division the against the demerger against the demerger of Shareholders but option of the resolution the Demerger Plan asse by the Company of the have validly exercised are, an operation to be a provisions of art. 207, ration by the competent by to be established as a 4.06.2021, issued by the		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shares of the General to. Approval of the Shares of their right to court. 11. Approval of result of the National Training shareholders and the shares of the court.	28.699.303 escribed in points 9 will be equal to the of s shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions shareholding structure ptions, in accordance of the withdrawal from the withdrawal from the option to withdraw word Meeting, in accordance of the reduction of the set of all shareholders where the option of the set of the withdraw from the Company of the shareholders where the option of the set of the shareholders where the office of the withdraw from the Company of the shareholders where the division, as stated in the de Registry Office, where the option of the state	and 10 below oc lifference between Division and in the shareholders with the shareholders with the cancell with the mechanist the Company of stend the Extraord within 30 days frow ance with the providence with the providence and in favor Company, at a price is thus acquired, in subject to the appropriate to the approve the name reservations main activity.	cur, the amount of in the total number of the table above, and the will exercise their in the shares as an provided for in the hareholders who votinary General Meeting the date of the addrisions of Article 8 of the split and who we of RON 4.8729/share accordance with the royal of the split operation no. 478132/25. will be NACE Code 6.	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division to against the demerger against the demerger plan asse by the Company of a have validly exercised are, an operation to be a provisions of art. 207, ration by the competent by to be established as a 1.06.2021, issued by the 420 - Holding activities		
legal persons shareholders Total If the events d PROMATERIS post-division, a repurchased by multiplied by the shares of the General Company's expressed of the General Company's the shares of their right to completed by para. 1, let. Court. Approval of result of the National Train and which v	28.699.303 escribed in points 9 will be equal to the of shown in the Draft of the Company from the nominal value of RO on the options that in in the partial divisions shareholding structure ptions, in accordance of the withdrawal from the withdrawal from the option to withdraw word Meeting, in accordance of the reduction of the sof all shareholders where the withdraw from the Constant of the shareholders where the control of the shareholders where the control of the shareholders where the division, as stated in the Registry Office, where the will have its registered	and 10 below oc lifference between Division and in the shareholders with the shareholders with the expressed on, the method of eafter the cancell with the mechanist the Company of stend the Extraord within 30 days from the capital as a stop of the expression of the expression of the extraord within 30 days from the expression of the e	cur, the amount of in the total number of the table above, and the will exercise their in the total number of the will exercise their in the total number of the shares a simprovided for in the hareholders who votinary General Meeting the date of the addrisions of Article 8 of the split and who are of RON 4.8729/ship accordance with the roval of the split operation no. 478132/25. will be NACE Code 6 st, Str. Icoanei no. 20	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly the Draft Division to against the demergering of Shareholders but option of the resolution of the Demerger Plan asse by the Company of the have validly exercised are, an operation to be the provisions of art. 207, ration by the competent by to be established as a a 106.2021, issued by the 420 - Holding activities to, parter, camera no. 2,		
legal persons shareholders Total If the events derivation, a repurchased by multiplied by the sexpressed of the Company's express their of the Generation of the Generation of the shares of their right to completed be para. 1, let. of court. 11. Approval of result of the National Traind which we share sector 2, Ro	28.699.303 escribed in points 9 will be equal to the os shown in the Draft of the Company from the ne nominal value of RO on the options that in in the partial divisions hareholding structure ptions, in accordance of the withdrawal from the withdrawal from the option to withdraw with the reduction of the soft all shareholders who withdraw from the O option to withdraw from the O option that will have its registered mania, (ii) appointment of the stablishment of	and 10 below oc difference between Division and in the eshareholders with DN 0.10 per share may be expressed on, the method of eafter the cancell with the mechanist the Company of sitend the Extraord within 30 days from the are represented in the appropriate to the appropriate of Obor Development the name reservations main activity office in Buchares and so are administrated for the subject to the appropriate of the subject to the appropriate o	too% cur, the amount of in the total number on the table above, and the will exercise their in the total number of the will exercise their in the total provided for in the thareholders who votal in the total of the addition of the split and who is the split and who is the provided for in the total of the split and who is the provided for in the provided for in the total of the split and who is the provided for the split and who is the provided for the split and who is the provided for the split operation of the split oper	2.869.930,30 the share capital of of Promateris shares he number of shares right of withdrawal, shareholders regarding and establishing the according to the validly are Draft Division to against the demerger against the demerger plan asse by the Company of a have validly exercised are, an operation to be a provisions of art. 207, ration by the competent by to be established as a 1.06.2021, issued by the 420 - Holding activities		

PROJECT ADVISOR						
		-		istered office in Mun.		
Moreni, Str. Democr	ratiei, no. 20, Dar	nbovita County,	registered at the Tra	ade Register under no.		
J15/1507/2018, with	h sole registration	code (SRC) no.	. 40200865 represe	nted by Mr. Duduman		
Alexandru - George,	, and (iii) approva	al of the share ca	pital and the sharel	nolder structure of the		
Beneficiary Compar	ny, which, in the	event that no e	vents of the nature	of those presented in		
points 9 and 10 abov	ve take place, will	be as follows:				
Shareholders	No. shares	No. shares value of share capital		Share capital (RON)		
		(RON)	(profit and loss share)	(KON)		
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		
Total	28.699.303		100%	25.829.372,70	1	
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 and in the newly est		=	al and profit and los	s both in the Company		
Approval of the articolor of the Extraordinary			_	ched to the resolution		
3. In the case of appro	val of item 1 on the	he agenda, appr	oval of the amendm	ent to Art. 7 para. 1 of		
the articles of associ	ciation of PROM	ATERIS S.A., t	ipon the completio	n of the operation of		
splitting the Company, as follows:						
"Article 7						
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"						
		_		433, Art. 244 para. (1)		
				36 of Law 31/1990.		
Consequently, the ra	atification of the	renunciation by	the Board of Direct	ors of the Company of		
), d) and e), possibility		
offered to the sharel	holders by the pro	ovisions of art. 2	436 of Law 31/1990			
5. Approval of the man	ndate of the sole	director of the	Ranaficiary Compar		i	1
			beneficiary compar	y to sign in the name		
	the shareholders	of the Benefic	ciary Company, the	y to sign in the name e updated articles of gal 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)