

## Note on the cancellation of Promateris shares

By EGMS Resolution no. 1 of 25.04.2019 approval was given for *the acquisition by the Company of own shares, by takeover bid, carried out through an intermediary authorized to provide investment services and activities, based on a bid document, approved by the Financial Supervisory Authority, and empowerment of the Board of Directors of the Company to adopt the measures in order to fulfill all steps and formalities necessary to acquire own shares by takeover bid, for a maximum number of 1,707,238 shares representing maximum 10% of the Company's share capital, shares to be acquired during the period starting after the date of approval of the bid document by the Financial Supervisory Authority, but no more than 6 months of the date of publication in the Official Journal of Romania of this resolution of the Extraordinary General Meeting of shareholders, at a price to be determined according to the provisions of Article 58 of ASF Regulation No. 5/2018 on issuers and securities operations, which cannot be lower than RON 2/share and higher than RON 2.4/share. The value of own shares acquired by the Company in this way cannot exceed RON 4,097,371.2. The transaction may refer only to paid-up shares. The operation of acquiring own shares aims at reducing the share capital of the Company. The payment of shares acquired by the Company within the takeover bid will be made from the sources provided by the applicable legal provisions. The duration of the takeover bid will not be lower than 10 working days and will not exceed 50 working days*

Based on this resolution, the takeover bid was carried out. The bid document was approved by ASF on 12.06.2019 with the following characteristics:

- The number of shares subject to the bid is 1,707,238 shares representing 10% of the share capital
- Nominal value: RON 1/share
- The purchase price is RON 2.4/share
- Takeover bid period 20.06.2019 – 29.08.2019
- Intermediary of the bid SSIF IFB Finwest S.A.
- Subscription places: at the headquarters of IFB Finwest S.A. (Arad, 5 Dimitrie Bolintineanu Street, ap. 4-5) or at any of the authorized offices of IFB Finwest S.A., or at the headquarters of any intermediary authorized by CNVM/ASF.

Within the takeover bid, 9,090 shares were subscribed, representing 0.5324% of the number of shares subject to the bid and 0.0532% of the total share capital of the issuer. Within the takeover bid, 9,090 shares were purchased, at the price of RON 2.4/share, the total amount paid for the purchased shares being RON 21,816. The transaction related to the takeover bid was made on 30.08.2019 and was settled on 03.09.2019. Upon completion of the takeover bid, the bidder held 9,090 shares representing 0.0532% of the share capital of the issuer and its voting rights.

By EGMS Resolution no. 2/07.10.2019, approval was given for *the Company to acquire its own shares, by takeover bid, carried out through an intermediary authorized to provide investment services and activities, based on a bid document, approved by the Financial Supervisory Authority, and approval to empower the Board of Directors of the Company to adopt the measures in order to fulfill all steps and formalities necessary to acquire own shares by takeover bid, for a maximum number of 1,698,148 shares representing maximum 9.946% of the Company's share capital.*

Based on this resolution, the takeover bid was carried out. The bid document was approved by ASF on 15.01.2020 with the following characteristics:

The number of shares subject to the bid is 1,698,148 shares representing 9.946% of the share capital

- Nominal value: RON 1/share
- The purchase price is RON 2.52/share
- Takeover bid period 22.01.2020 – 04.03.2020
- Intermediary of the bid SSIF IFB Finwest S.A.
- Subscription places: at the headquarters of IFB Finwest S.A. (Arad, 5 Dimitrie Bolintineanu Street, ap. 4-5) or at any of the authorized offices of IFB Finwest S.A., or at the headquarters of any intermediary authorized by CNVM/ASF.

Within the takeover bid, 1,698,148 shares were subscribed, representing 100% of the number of shares covered by the bid and 9.946% of the total share capital of the issuer, at a price of RON 2.52/share, the total amount paid for the purchased shares being RON 4,279,332.96. The transaction related to the takeover bid was made on 05.03.2020. and was settled on 05.03.2020.

Therefore, as of 05.03.2020, Promateris holds 1,707,238 own shares, without voting right, purchased in order to reduce the share capital of the company.

In order to complete the operation of reducing the Company's share capital, in the EGMS convening notice for February 4/5, 2021, the Board of Directors proposed: *The approval to reduce the share capital of S.C. Promateris S.A., pursuant to Article 207(1)(c) of the Companies Act, from 30,406,541 shares to 28.699.303 shares, as a result of cancelling 1,707,238 own shares acquired by the company. After the reduction, the share capital of S.C. Promateris S.A. will have the value of RON 28,699,303, being divided into 28,699,303 shares with a value of RON 1/unit. Article 7 para. 1 of the Articles of Incorporation of the Company shall be amended as a result of reduction of the share capital and shall read as follows: "The share capital is RON 28,699,303, fully subscribed and paid up, split into 28,699,303 registered, ordinary and dematerialized shares, with a nominal value of RON 1 each".*