**SHAREHOLDER'S STATEMENT – VOTING SHEET**

1. for the resolution proposal of the General Meeting of PFNonwovens a.s.
2. outside its meeting (*per rollam*) in written form published on 26 January 2021

**(forced passage of participation securities)**

**This voting sheet form is intended for proxies and share administrators who will represent multiple shareholders during the *per rollam* decision-making.** We kindly ask shareholders voting on their own behalf and their agents to use the ballot form which is available on the website of **PFNonwovens a.s.**, with its registered office at Hradčanské náměstí 67/8, Hradčany, 118 00 Prague 1, ID No.: 067 11 537, registered in the Commercial Register maintained by the Municipal Court in Prague under File No. B 23154 (hereinafter the "**Company**") at www.pfnonwovens.cz in the *Investoři a média/Valná hromada/Per rollam 2021* section.

In order to exercise the voting right, it is necessary to fill in the table under the proposed resolution the required information about the shareholder which you represent and tick the "FOR" (in Czech: "PRO") or "AGAINST" (in Czech: "PROTI") box based on how you intend to vote on behalf of the individual shareholders, then fill in the required information on the last page of this voting in the "Information about the proxy or share administrator", sign the voting sheet with official certification of the signature, and **deliver this filled-in and signed voting sheet to the Company in one of the following ways by 10 February 2021 at 11:59:59 p.m. (CET) at the latest**:

1. to the mailing address of the Company’s registered office in person (or in representation) or through a postal service operator. In such a case, the signature of the person authorized to sign the voting sheet must be certified; or
2. electronically to the e-mail address valnahromada@pfnonwovens.com. In such a case, the signature of the person authorized to sign the voting sheet must be certified and the filled-out voting sheet must be delivered in an authorized conversion pursuant to Section 22 (1) (a) of Act No. 300/2008 of Coll., on Electronic Transactions and Authorized Conversion of Documents; or
3. electronically to the Company’s databox (databox ID: crhxrez). In such a case the signature of the person authorized to sign the voting sheet must be certified and the filled-out voting sheet must be delivered in an authorized conversion pursuant to Section 22 (1) (a) of Act No. 300/2008 of Coll., on Electronic Transactions and Authorized Conversion of Documents.

**Shareholders for whom no voting sheet will be delivered to the Company (or who will not deliver a ballot themselves or for whom one will not be delivered on their behalf) are deemed not to agree with the proposed resolution. Therefore, it is possible to also vote AGAINST on behalf of a certain shareholder by not filling out and not delivering the voting sheet with respect to this shareholder to the Company.**

The Announcement of decision-making outside the General Meeting (*per rollam*) in writing which was published in the Commercial Gazette on 6 January 2021 and posted on the Company's website at www.pfnonwovens.cz in the *Investoři a média/Valná hromada/Per rollam 2021* section on the same day **sets out the documents, including the formal requirements for them, which must be delivered to the Company in addition to this voting sheet for a proper exercise of the voting right**.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Approval of the forced passage of participation securities of the Company to the principal shareholder | | | | |
| **PROPOSED RESOLUTION:**  *The General Meeting*   1. *determines that the principal shareholder of the Company within the meaning of Section 375 of Act. No. 90/2012 of Coll., on Business Companies and Cooperatives (Business Corporations Act), is PFNonwovens Holding s.r.o., a limited liability company incorporated and existing pursuant to laws of the Czech Republic, with its registered office at Hradčanské náměstí 67/8, Hradčany, 118 00 Prague 1, Czech Republic, Identification no.: 046 07 341, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, Insert 250660 (hereinafter the "Principal Shareholder"). As at the day of submission of the request for convocation of the General Meeting by the Principal Shareholder (i.e. as at 4 January 2021) and as at the Record Date for the General Meeting’s decision-making per rollam in writing, the Principal Shareholder holds 7,887,497 registered book-entry shares issued by the Company, the aggregate nominal value of which corresponds to 90.000027% of the registered capital of the Company and to which a 90.000027% share in the voting rights in the Company is attached;* 2. *decides on the passage of the ownership right to all the participation securities, which were issued by the Company and are held by participation security holders other than the Principal Shareholder, to the Principal Shareholder (the "Passage of Participation Securities"). The Passage of Participation Securities will come into effect one month after the registration of this resolution in the Commercial Register was published (the "Effective Date"). The Board of Directors of the Company will request, without undue delay following the Effective Date, the registration of the ownership right of the Principal Shareholder to all the participation securities originally held by other holders of the Company’s participation securities in the relevant records of securities;* 3. *determines that the Principal Shareholder will provide the other holders of the Company’s participation securities with consideration for their participation securities, the ownership right to which will pass to the Principal Shareholder as part of the Passage of Participation Securities, in the amount of CZK 719.50 (in words: seven hundred and nineteen Czech Crowns and fifty hellers) per participation security. Each original holder of the participation securities will notify the Principal Shareholder’s agent, i.e. Česká spořitelna, a.s., with its registered office at Prague 4, Olbrachtova 1929/62, zip code: 14000, Czech Republic, Identification no.: 452 44 782, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert 1171 (the "Agent"), of the following details within 14 days of the Effective Date:*    1. *in the case that the holder of the participation securities is a natural person residing in the Czech Republic: name, surname, birth certificate number (or similar identifier (such as NID) or date of birth, if not assigned), bank account number and code of bank;*    2. *in the case that the holder of the participation securities is a natural person residing outside the Czech Republic, who wishes to receive the consideration to a bank account maintained by a financial institution in the Czech Republic: name, surname, birth number (or similar identifier (such as NID) or date of birth, if not assigned), bank account number and code of bank;*    3. *in the case that the holder of the participation securities is a natural person residing outside the Czech Republic, who wishes to receive the consideration to a bank account maintained by a financial institution outside the Czech Republic: name, surname, birth number (or similar identifier (such as NID) or date of birth, if not assigned), permanent residence address, bank account number (IBAN), code of bank/BIC, name of the financial institution maintaining the bank account and its address, name and surname of the owner of the bank account;*    4. *in the case that the holder of the participation securities is a legal entity having its registered office in the Czech Republic: name of the legal entity, identification number, bank account number, code of bank;*    5. *in the case of the holder of the participation securities is a legal entity having its registered office outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution in the Czech Republic: name of the legal entity, identification number (or similar number), bank account number, code of bank; and*    6. *in the case that the holder of the participation securities is a legal entity having its registered office outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution outside the Czech Republic: name of the legal entity, identification number (or similar number), registered office, bank account number (IBAN), code of bank/BIC, name of the financial institution maintaining the bank account and its address, name of the bank account;*   *by using the relevant form for a natural person or a legal entity (residing/with registered office in or outside the Czech Republic, as applicable), which will be available on the Company’s website to be downloaded, or in a similar form (hereinafter the "Bank Account Notification"). The signature of the original holder of the participation securities on the Bank Account Notification must be certified and the Bank Account Notification must be delivered to the address: Česká spořitelna, a.s., CEN 8430 Back Office investičních produktů, Budějovická 1518/13b, 140 00 Prague 4, Czech Republic, by standard mail, registered mail or courier service, while the upper left corner of the respective envelope must in each case state the following: "PFNonwovens," The following documents must be attached to the Bank Account Notification: (i) if the Bank Account Notification is signed by the agent of the original holder of the participation securities, the original or a certified copy of the power of attorney with a certified signature authorizing such the agent to act on behalf of the holder of the participation securities dated on or before the date of signing of the Bank Account Notification; (ii) if the original holder of the participation securities and/or its agent is a legal entity, the original or a certified copy of an extract from the relevant register of the original holder of the participation securities and/or its agent (as appropriate) or of another official document which confirms that the person who signed the Bank Account Notification, or, as the case may be, the power of attorney under (i) above, is authorized to act on behalf of the original holder of the participation securities and/or its agent (as appropriate), issued on or before the date of signing of the power of attorney under letter (i) above (applicable to the extract of the owner of the participation securities) and on or before the date of signing of the Bank Account Notification (applicable to the extract of the owner of the participation securities as well as to the extract of the proxy), but not earlier than 3 months before the date of the Bank Account Notification. All documents must be in the Czech, Slovak or English language. Documents in other languages must be accompanied with a simple translation into any of the above languages; and*   1. *determines that the consideration in the amount specified in Paragraph III above (potentially increased by the interest as prescribed by the applicable laws) will be provided by the Principal Shareholder via its agent to each original holder of the participation securities without undue delay following the registration of the ownership right of the Principal Shareholder to the participation securities, which passed as part of the Passage of Participation Securities to the Principal Shareholder, in the relevant records of securities and, at the latest, within 5 days of the date of such registration. The agent will provide the consideration to the holders of the participation securities of the Company as at the Effective Date, unless the pledge over these participation securities is proven to be established, in which case the consideration will be provided to the pledgee; this is not applicable if the holder proves that the pledge ceased to exist prior to the passage of the ownership right. In case a pledge over the participation securities is established as at the Effective Date, the holder of these participation securities as at the Effective Date will ensure that the pledgee provides the agent with the details and documents pursuant to Paragraph III by the deadline and in the manner specified therein. The agent will be pay the consideration for a period of 3 months from the Effective Date. After this period, the details pursuant to Paragraph III above will be communicated in writing directly to the Principal Shareholder in the manner specified in Paragraph III above to the address of the registered office of the Principal Shareholder.* | | | | |
| **First name and last name / corporate name of the shareholder:** | **Date of birth / identification number of the shareholder:** | **Residence / registered office of the shareholder:** | On behalf of this shareholder, I am voting on this resolution as follows: | |
|  |  |  | FOR   **Number of votes: \***  \_\_\_\_\_\_\_\_\_ | AGAINST   **Number of votes: \***  \_\_\_\_\_\_\_\_\_ |
|  |  |  | FOR   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ | AGAINST   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ |
|  |  |  | FOR   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ | AGAINST   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ |
|  |  |  | FOR   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ | AGAINST   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ |
|  |  |  | FOR   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ | AGAINST   **Number of votes: \*** \_\_\_\_\_\_\_\_\_ |

## *\* In case you will not state the number of votes with which you vote on behalf of the respective shareholder, the Company will assume that you vote for the selected option with all their votes.*

*\*\* If you represent a larger number of shareholders, add additional rows to the table above as needed.*

***Justification of the proposed resolution****:*

*On 4 January 2021, the Company's Board of Directors received a request from PFNonwovens Holding s.r.o., as the Principal Shareholder of the Company, dated 4 January 2021, to convene a General Meeting of the Company and to submit a draft decision for the passage of all other participation securities of the Company to PFNonwovens Holding s.r.o. pursuant to Section 375 of the Business Corporations Act (hereinafter the "New Request"). Based on the New Request, PFNonwovens Holding s.r.o. proposes consideration for the passage of all other shares of the Company to PFNonwovens Holding s.r.o. in the amount of CZK 719,50 (in words: seven hundred and nineteen Czech Crowns and fifty hellers) per share of the Company (hereinafter the "Consideration Amount"). In the New Request, PFNonwovens Holding s.r.o. asked to decide on the draft decision per rollam in writing due to the current epidemiological situation in the Czech Republic, which prevents the holding of a regular General Meeting of the Company on 8 January 2021.*

*PFNonwovens Holding s.r.o has proven that it is the Principal Shareholder of the Company pursuant to Section 375 of the Business Corporations Act, and thus has right to request the convocation of the General Meeting of the Company for the purposes of approving the forced passage of participation securities of the Company to PFNonwovens Holding s.r.o., i.e. registered book-entry shares issued by the Company with a nominal value of EUR 1.24 each, ISIN: LU0275164910, pursuant to Sec. 375 et seq. of the Business Corporations Act.*

*Since the New Request included, among other things, a draft decision concerning the forced passage of participation of securities of the Company to PFNonwovens Holding s.r.o., the required information and documentation were delivered to the Company together with the New Request, the New Request met also other essentials required by generally binding legal regulations and the Company's Articles of Association and PFNonwovens Holding s.r.o. asked to pass the draft decision per rollam in writing, the Board of Directors proposes that the General Meeting decide on the draft decision per rollam in writing. The preliminary draft decision of the General Meeting per rollam in writing is submitted in the wording of the New Request as delivered by PFNonwovens Holding s.r.o. to the Company.*

*In the case that the General Meeting approves the draft decision proposed by PFNonwovens Holding s.r.o., the Company's Board of Directors will submit, in accordance with Section 384 of the Business Corporations Act, a proposal for registration of this passed decision in the Commercial Register. The ownership right to the shares of the Company will pass onto PFNonwovens Holding s.r.o. one (1) month after the registration of the passed decision in the Commercial Register is published. PFNonwovens Holding s.r.o. will provide the Consideration Amount to entitled entities by means of the agent (as defined in the text of the preliminary draft decision) by the deadline specified in the text of the preliminary draft decision. Information regarding the payout of the Consideration Amount will be posted on the Company’s website.*

1. Further conditions of the *per rollam* decision-making are set out inthe **Announcement of decision-making outside the General Meeting (*per rollam*) in writing** which was published in the Commercial Gazette on 6 January 2021 and posted on the Company's website at www.pfnonwovens.cz in the *Investoři a média/Valná hromada/Per rollam 2021* section on the same day. Justification of the consideration amount of the principal shareholder and the decision of the Czech National Bank on granting its prior consent to pass the Company’s General Meeting’s resolution concerning the passage of all other participation securities to the principal shareholder, which came into legal effect on 23 October 2020, are also posted on the Company's website at www.pfnonwovens.cz in the *Investoři a média/Valná hromada/Per rollam 2021*. All the documents above (i.e., the Announcement of decision-making outside the General Meeting (*per rollam*) in writing, the justification of the consideration amount of the principal shareholder and the decision of the Czech National Bank) have been attached to the resolution proposal for the **Company's General Meeting outside its meeting (*per rollam*) in writing which was published in the Commercial Gazette on 26 January 2021 and posted on the Company's website** at www.pfnonwovens.cz in the *Investoři a média/Valná hromada/Per rollam 2021* section on the same day.

**INFORMATION ABOUT THE PROXY OR SHARE ADMINISTRATOR**

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| --- | --- |
| **First name and last name / corporate name of the agent:** |  |
| **Date of birth / identification number of the agent:** |  |
| **Residence / registered office of the agent:** | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

Fill the signature(s) of the proxy or share administrator into this signature field. ***The signature(s) must be officially certified!***

**SIGNATURE FIELD**