



RULEBOOK ON MEETINGS

Table of Contents

1. Objective	3
2. Applicable rules	3
3. Definitions	3
4. Shareholders' rights and obligations	3
5. Call	4
6. Competence	5
7. Notice of attendance	6
8. Documents/Material	7
9. Representation	7
10. Authorities	7
11. Meeting Presidency. Voting. Majorities.	8
12. Directors' and Controllers' nomination and election	9
13. Meeting minutes. Signatories.	9
14. Authorization for subsequent procedures or compliance with subsequent duties	9

Rulebook on Meetings

1. Objective. Application.

This Rulebook develops and complements what is established in the applicable rules (item 2) and the Corporative Governance current best practices as regards the Shareholders' General Meetings.

This Rulebook applies to the Shareholders' General Meetings as a body, shareholders individually considered, authorities, managers and any other actors being related to the Shareholders' General Meetings. All of them shall have the obligation to know, comply with and enforce this Rulebook.

2. Applicable rules

The applicable rules for this Rulebook are detailed below:

- Companies General Act (No. 19,550 and modifications)
- Capital Markets Act (No. 26,831 and modifications)
- Rules of the National Securities Commission (CNV, *for its acronym in Spanish*), as long as applicable
- Rules of the Province of Santa Fe General Office of Legal Entities
- Rules of the Rosario Public Registry (Province of Santa Fe)
- Corporate by-law

3. Definitions

- Corporate Governance Code: CGC
- National Securities Commission: CNV, *for its acronym in Spanish*
- Matba Rofex S. A.: MtR or the Company
- Serial number: number assigned to the shareholder at the time of giving notice of attendance to the Meeting for identification purposes
- Company web page: web site (www.matbarofex.com.ar)

4. Shareholders' rights and obligations

The shareholders' rights and obligations are stated in the current rules and detailed in the Company CGC, including but not limited to the following:

4.1. Rights:

- fair treatment
- access to information
- participation in informative meetings
- free transfer of shares
- free communication
- in-person voting or proxy voting
- attendance to meetings, either in-person or remotely

- profit-sharing
- 4.2. Obligations:**
- to notify of any modifications in their possessed shares
 - to record their signature and give notice of their e-mail address and, if appropriate, to give notice with the character of an affidavit of any modifications of the data duly informed to the Company
 - if a Meeting has been called, to proceed as per what is established in this Rulebook and the applicable rules
 - to act according to the general principles of good faith and avoid one's own interests countering with the Company's
 - to respect the Board of Directors' and the Auditing Committee's performance, by assessing it at the due Meetings
 - to preserve the Company's image by avoiding spreading false and erroneous information which may damage the prestige and/or interrupt the regular development of business
 - when the shareholders or their representatives have, for their own account or for others', an interest which is contrary to the Company's, they have the obligation to abstain from voting the agreements related to it during Meetings
 - in the case of shareholders with possessions equal to or higher than 2%, to inform the CNV of any changes in their possessions, as per the procedure and the scopes stated by the rules of such body
 - to comply with the obligations stated in the Transparency Regime of the CNV rules

5. Calls

5.1. Opportunity

Regular and Extraordinary Meetings shall be called for by the Board of Directors or the Auditing Committee in the cases stated by law (as per item 6) when any of them deems it necessary or when they are required by shareholders representing at least the 5% of the corporate capital. In the latter case, the request shall indicate the topics to be dealt with, and the Board of Directors or the Auditing Committee shall call for the Meeting to be held within a maximum deadline of 40 days upon the request reception.

If the Board of Directors or the Auditing Committee omits to do so, the Meeting may be called for by the inspection authority or by other legal means.

5.2. Regular and Extraordinary Meetings

5.2.1. Call

5.2.1.1. First Call. Ordinary Meetings may be called for simultaneously on the first and second call; the latter must be held on the same date one hour later than the former. The call, in which the agenda topics shall be detailed as per item 5.2.4., shall be published in the Province of Santa Fe Official Bulletin, in one of the most widely spread national newspapers and shall be submitted to the CNV by means of the system established ad hoc and to the Market(s) where the Company shares

are listed, with an anticipation between 20 and 45 consecutive days as of its occurrence.

Within the same period, all the information related to the Meeting as well as the documents to be considered during it, the Board of Directors' proposals and other elements detailed in item 8 shall be available for shareholders at the Head Office and on the Company web page.

5.1.1.2. Second call. If both calls have not been done simultaneously and for the same date, the Regular Meeting shall be held within the following 30 days as of the failure of the first one. The call shall be published by the same means as the first one, at least for 3 days with an 8-day anticipation as of the date on which it shall be held.

5.2.2. Quorum

5.2.2.1. First Call. The Regular Meeting shall be customarily constituted with the presence of shareholders who represent the majority of the voting shares. The Extraordinary Meeting shall be held with the presence of shareholders who represent the 60% of the voting shares.

5.1.2.2. Second Call. The Regular Meeting shall be constituted regardless the number of present shareholders, whereas the Extraordinary Meeting shall be held with at least the 20% of the voting shares.

5.2.3. Adjournment

A meeting may adjourn for once in order to continue within the following 30 days after it was held. However, only the shareholders who gave notice of and recorded their attendance may participate in the Meeting.

5.2.4. Agenda

The Meetings shall deliberate on the items stated in the agenda. Any decisions about other topics not included therein shall be null, except that the total capital is present and the decision is unanimously made by the voting shares.

6. Competence

6.1. Regular Meetings:

6.1.1. Balance sheet, profit and loss statement, profit distribution, report by the Auditing Committee and any other measures related to the Company management which must be solved as per law and the by-law, or which is subjected to its decision by the Board of Directors or the Auditing Committee.

6.1.2. Appointment and removal of Directors and Controllers; setting of their payment.

6.1.3. Directors' and Controllers' liability.

6.1.4. Unlimited increase of the corporate capital without the need for a by-law reform.

6.1.5. The availability or levy of all the Company assets or a substantial part of them when it is not done during the regular course of the Company business.

6.1.6. The signature of contracts about the Company's administration or management. The same applies to the approval of any other agreement by which the goods or services received by the Company are partially or totally remunerated with a percentage of the Company's incomes, earnings or profits, if the resulting amount is considerable in view of the Company's business and the estate status.

6.2. Extraordinary Meetings:

6.2.1. Modification of the corporate by-law.

6.2.2. Capital reduction and repayment.

6.2.3. Redemption, reimbursement and depreciation of shares.

6.2.4. The Company merger, transformation and dissolution; appointment, removal and payment of liquidators; split; consideration of the accounts and other matters related to their management in the corporate settlement which must be the object of a definite approving resolution.

6.2.5. Limitation or suspension of the preference right in the subscription of new shares.

6.2.6. Issue of negotiable obligations and their conversion into shares.

6.2.7. Issue of bonds.

7. Notice of attendance

7.1. Shareholders must give notice of their attendance to the Meetings at least 3 business days in advance of the date fixed for the Meeting; this deadline shall finish at 5:00 p.m. on its expiration day.

7.2. The notice of attendance to the Meeting shall be made by e-mail or the web means stated in the Call. As long as the Company keeps a record of the book-entry shares, the shareholders must only inform their full name and surname, corporate name and individual taxpayer identification number, individual labor identification number or identification number (CUIT, CUIL or CDI, *for their respective acronyms in Spanish*) so as to comply with the notice. The Company shall send an acknowledgement of receipt electronically to the shareholders who may have registered as per the manner indicated in each case.

7.3. At least 48 business hours in advance before the Meeting is held, the shareholders shall receive by e-mail or through the web page where they have given notice of their attendance a receipt with their serial number and the table assigned for the access to the Meeting, as well as instructions for their participation.

7.4. The bearer of the receipt shall appear with his/her ID card, a letter of attorney and/or a power of attorney granted by a notary public or documents accrediting his/her legal status, except that they have been previously submitted and recorded before the Company. In that case, only the proof of his/her identity shall be enough.

7.5. The shareholders' or their representatives' attendance to Meetings shall be recorded in the Record of Attendance to Meetings, where there shall be conclusive proof of the information required by the applicable rules.

8. Documents/Material

8.1. All the documents to be dealt with during the Meeting shall be available for the shareholders on the web site and at the Head Office before the Meeting is held, so that they can deliberate on the agenda items. At each Meeting (item 5.2.), the Corporation shall make available the following information/documents, including but not limited to the following:

8.1.1. Call for Meeting

8.1.2. Relevant information to deal with the items mentioned in the Call

8.1.3. E-mail or web page to give notice of attendance to the Meeting

8.1.4. A sample of letter of attorney for those shareholders who cannot attend the Meeting and would like another person to attend on their behalf

9. Representation

9.1. At the Meetings, the shareholders may be represented by other shareholders or by third parties, duly authorized by means of a public instrument or a mandate legalized in a private instrument and with their authenticated signature in a legal, notarial or banking manner, except the signature is recorded before the Corporation.

9.2. Any shareholders being represented by more than one proxy holding a joint mandate must unify the representation by means of a letter of attorney made available on the web page.

9.3. The directors, controllers, managers and other Company employees cannot be mandate holders.

9.4. The Corporation may record the Meeting by electronic means and request that they are verified by a notary public.

9.5. Any other person who is not a shareholder may attend the Meetings as long as they are not officers of the inspection authority or of the market(s) where the Corporation shares are listed (observers); financial, accounting or legal external advisors; and any other person who, due to their profession or role, may have implication in the Meeting.

10. Authorities

10.1. The directors, controllers and general managers have the right and obligation to attend and speak at all the Meetings.

10.2. The directors, controllers and general managers cannot vote in the decisions related to the approval of their management acts. Likewise,

they cannot do so in the resolutions pertaining to their responsibility or just removal.

11. Meeting Presidency. Voting. Majorities.

11.1. The Board of Directors' President or his/her replacement shall preside over the Meetings.

11.2. *Appointment to have the floor.* Once an agenda item has been treated, the Corporation secretary shall authorize the order of the shareholders' floor who request so by raising their hands. They must identify themselves by their serial number and name/corporate name when they act on their account or identify the name of the shareholder they represent when they act on their behalf.

If several shareholders would simultaneously like to have the floor, the secretary shall establish the order of statements by ensuring the proper deliberation and participation of all the shareholders and may request that their expositions be concrete and brief, not longer than 5 minutes. The secretary may also ask them to finish their statements by granting them two final minutes to do so, a power to be used considering the right to deliberation.

11.3. *Motion.* If there is more than one approved motion (a proposal), all the others related to the same matter which are incompatible with it for having become abstract shall be declined without the need for voting.

11.4. *Voting.* Every share signed by the shareholder shall entitle him/her to one vote. The voting shall be performed by acclaim or nominally, as per the President's proposal with the present shareholders' consent. If voting is done by acclaim, shareholders shall be asked if they would like to vote against or refrain from voting for any agenda item, in order to record their vote in the due minute. If voting is done nominally, the secretary shall individually ask every shareholder, according to their serial number, about their vote for the purpose above mentioned to be recorded in the due minute.

11.5. During the Meeting, the shareholders must adjust their behavior so as to allow others to have the floor as set by the President, respect the stated times, not to interrupt other shareholders and, in general terms, to behave according to education and respectful treatment rules, what is typical of the Company's corporate culture. If any shareholder hinders the normal development of the Meeting by not complying with the behavior rules expected for the occasion, behaving contrarily, not adjusting to what is expected at such a meeting, the President may call on him/her to comply with the applicable rules of conduct. If the shareholder does not do so, he/she may be required to leave the Meeting. If he/she does not do so, he/she may be forced to do so by the police.

This shall not limit any of his/her rights as a shareholder.

It is at the unique and exclusive discretion of the person presiding over the Meeting to determine, as per each particular case, the attitudes which may be included in this section.

11.6. The Meetings resolutions shall be adopted by the absolute majority of the present votes which may be cast in the due decision, except if the by-law requires a higher number. In the case of a draw, the discussion shall be reopened. The resulting voting shall be definite for which the same majority is required. If the voting draw remains, the President shall break the draw.

12. Directors' and Controllers' nomination and election.

12.1. *Nomination.* The Directors' and Controllers' nomination process shall be regulated in the Rulebook on the Corporate Board of Directors, which shall be available on the web page. It details the selection and nomination process to constitute the Director and Controller positions.

12.2. *Election.* The Directors' and Controllers' election shall be made by the voting of slates, which shall be published on the Corporation web page 48 hours in advance of the day set for the Meeting. The votes shall be counted by slates. When there is a single slate, it may be approved by acclaim. The shareholder who would like to activate the cumulative vote must submit the form stated ad hoc before the Head Office, 3 business days before the Meeting is held.

13. Meeting minutes. Signatories.

13.1. The minutes must summarize the statements made during the deliberation, the voting manners and their results with the full expression of the adopted decisions. If any shareholders would like their opinions or comments to be literally transcribed in the minute, they must explicitly request so at the time of their intervention.

13.2. Two shareholders selected by the Meeting shall act as scrutineers, whose role consists in the voting count mentioned in item 12.2. They shall also sign the minute to be approved, which must also be signed by the President of the Board of Directors' and the President of the Auditing Committee within 5 days of the Meeting.

14. Authorization for subsequent procedures or compliance with subsequent duties

14.1. *Authorization for procedures, submissions, publications and registrations.* The shareholders shall appoint the people authorized to make the due procedures, submissions, publications, communications and registrations related to the resolutions adopted at the Meeting, being able to delegate such appointments to the President. They shall also be entitled to sign any kinds of submissions

Matba Rofex

Rulebook on Meetings V.1

Approved by the Regular Meeting on 8th October 2020

and/or forms, legal notices, law publications in general, affidavits; to take and reply to hearings; to drive procedures and make as many procedures as necessary with express faculties to sign any public or private instruments.