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THE PRELIMINARY ANNOUNCEMENT REGARDING THE VOLUNTARY TAKEOVER BID

**Issuer: PURCARI WINERIES PUBLIC COMPANY
LIMITED**

Offeror: MASPEX ROMANIA S.R.L.

Intermediary: BRD – GROUPE SOCIETE GENERALE S.A.

THE AUTHORIZATION ENDORSEMENT ON THE OFFER PRELIMINARY ANNOUNCEMENT SHALL NOT BE CONSTRUED AS A GUARANTEE NOR REPRESENTS OTHER FORM OF APPRECIATION BY THE FSA WITH RESPECT TO THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISKS THAT MAY BE IMPLIED BY THE TRANSACTIONS TO BE CARRIED OUT IN CONNECTION WITH THE PUBLIC OFFER SUBJECT TO THE AUTHORIZATION DECISION OR CARRIED OUT AS A RESULT OF THE PROCEDURE OBJECT OF THE PRELIMINARY ANNOUNCEMENT; THE AUTHORIZATION DECISION CERTIFIES ONLY THE COMPLIANCE OF THE PRELIMINARY ANNOUNCEMENT WITH THE LEGAL REQUIREMENTS AND THE NORMS ADOPTED FOR THE APPLICATION THEREOF.

THIS OFFER IS ADDRESSED ONLY TO SHAREHOLDERS OF PURCARI WINERIES PUBLIC COMPANY LIMITED IN ACCORDANCE WITH REGULATIONS IN FORCE.

APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY BY DECISION NO 538 DATED 11.06.2025.

ISSUER IDENTIFICATION:

PURCARI WINERIES PUBLIC COMPANY LIMITED is a joint stock company with its headquarters in Cyprus, 1 Lampousas Street, Nicosia, postal code 1095, Sole Registration Code HE201949 (the “**Issuer**”) with the value of the subscribed and paid-up share capital of EUR 404,266.74, divided into 40,426,674 nominative, ordinary, dematerialized shares, with a nominal value of EUR 0.01/ per share, each giving equal rights to the respective holders.

The issuer is listed on the regulated market administered by the Bucharest Stock Exchange (hereinafter referred to as the “**BVB**”), Main segment, International Shares category, under the trading symbol WINE and ISIN code CY0107600716.

The consolidated synthetic shareholders structure of PURCARI WINERIES PUBLIC COMPANY LIMITED as of 16.05.2025 according to the Central Depository is the following:

Shareholders	Shares owned	
	(Number)	(%)
AMBOSELT UNIVERSAL Inc loc. TORTOLA, ROAD TOWN VGB.....	8,099,123	20.0341
Legal entities.....	24,555,666	60.7412
Individuals.....	7,771,885	19.2247
Total.....	40,426,674	100

Source: The consolidated synthetic shareholders structure issued by the Central Depository

OFFEROR IDENTIFICATION:

MASPEX ROMANIA S.R.L. is a public limited company duly organized and existing under the Romanian law, with its headquarter in Valenii de Munte, 38-40 Stefan cel Mare Street, Prahova county, Postal Code 2100, registered in Trade Registry under no. J2005001275297, with the Sole Registration Code 3451510 (the “**Offeror**”), with a value of the subscribed and paid-up share capital of Lei 38,937,370, divided into 3,893,737 shares, with a nominal value of Lei 10 per each share.

The shareholding structure of the Offeror’s share capital is the following:

Shareholders	Shares owned	
	(Number)	(%)
MASPEX HOLDING S.A.....	3,134,015	80.49
GRUPA MASPEX Sp. z o.o.....	759,722	19.51
Total.....	3,893,737	100

Source: Statement of the Trade Registry

MASPEX HOLDING S.A. is a joint stock company, legal entity duly organised and existing under the laws of the Republic of Poland, 99.23% owned by the limited liability company GMW Partners Sp. z o.o. registered in the Republic of Poland, with the remaining 0.77% being held by other minority shareholders. GMW Partners Sp. z o.o. is 100% owned by 13 individuals.

GRUPA MASPEX Sp. z o.o. is a limited liability company, legal entity duly organised and existing under the laws of the Republic of Poland, 99.9997% owned by MASPEX HOLDING S.A. and the remaining 0.0003% is owned by the limited liability company, Maspex Food Sp. z o.o., registered in the Republic of Poland (the latter being 100% owned by MASPEX HOLDING S.A.).

THE NUMBER OF SHARES ISSUED BY PURCARI WINERIES PUBLIC COMPANY LIMITED WHICH ARE HELD BY THE OFFEROR AND THE PERSONS ACTING JOINTLY:

At the date of this preliminary announcement regarding the public voluntary takeover bid (the “**Preliminary Announcement**”), the Offeror holds a number of 654,487 shares, representing 1.6189% stake of the Issuer’s share capital. The acquisition of the Issuer’s shares by the Offeror was made between 03.03.2025 – 27.03.2025, as a result of the purchase transactions carried out on the Bucharest Stock Exchange.

According to the Resolution of the General Meeting of the Shareholders of the Offeror as of 13.05.2025, the Offeror intends to launch a voluntary takeover bid with respect to the Issuer, in compliance with the applicable legal provisions.

For the purpose of this voluntary takeover bid (the “**Public Offer**”), the Offeror acts jointly with respect to the Issuer with AMBOSELT UNIVERSAL Inc., a company limited by shares, with its registered office in British Virgin Islands, Palm Grove House, 4th floor, P.O. Box 438, Tortola, Road Town, having the registration no. BVI 1441862 and with Mr. Victor Bostan, as being the sole shareholder of AMBOSELT UNIVERSAL Inc., holding together a total number of 8,778,310 shares of the Issuer as of the date of this announcement, representing 21.7142% of the Issuer’s share capital.

The action in concert consists of the fact that the Offeror, AMBOSELT UNIVERSAL Inc. and Mr. Victor Bostan signed on 21.05.2025 a lock-up and call/ put option agreement that includes, among others: (a) obligations of AMBOSELT UNIVERSAL Inc. and Mr. Victor Bostan to sell within the Public Offering, to the Offeror, shares held within the Issuer, (b) the obligation of AMBOSELT UNIVERSAL Inc. to remain a shareholder in the Issuer with a

minimum holding until 31.12.2027 subject to a lock-up agreement („*Lock-up Agreement*”) (c) the right of AMBOSELT UNIVERSAL Inc. to exercise its option to sell to the Offeror the unsold shares in the Public Offering, at a pre-agreed exercise price equal to the voluntary takeover bid price plus an interest accruing at the rate of 12% per annum and compounded annually, that can be exercised in the first half of 2028. The provisions mentioned above are subject to the terms and conditions stated in the agreement.

AMBOSELT UNIVERSAL Inc., Mr. Victor Bostan and the Offeror have signed the agreement mentioned above by which AMBOSELT UNIVERSAL Inc. is obliged to remain a shareholder in the Issuer with a minimum holding of 6,099,123 shares representing 15.0869% of the Issuer's share capital.

The Public Offer will be initiated for the acquisition of a maximum number of 39,772,187 outstanding shares of the Issuer not owned by the Offeror, representing 98.3811% of the Issuer's share capital.

Maspex Romania S.R.L. declares on its own responsibility that, except for the persons mentioned above, there are no other natural and legal persons, holders of shares issued by Purcari Wineries Public Company Limited, who act in concert with the Offeror in relation to the Issuer.

THE NUMBER, STAKE AND CLASS OF SECURITIES SUBJECT TO THE PUBLIC OFFER AND THE MINIMUM PRICE OFFERED

The Offeror announces the intention to launch a voluntary takeover bid for the acquisition of a maximum number of 39,772,187 outstanding ordinary, nominative shares issued by PURCARI WINERIES PUBLIC COMPANY LIMITED not held by the Offeror, representing 98.3811% stake of the Issuer's share capital.

The Public Offer is addressed to all natural and legal persons who hold shares issued by the Issuer, other than the Offeror, during the period of the Public Offer.

According to the provisions of art. 60 para (1) of the FSA Regulation 5/2018, the price in the voluntary takeover bid should be at least equal with the highest of:

- a) the highest price paid by the Offeror or the persons acting jointly with him during the period of 12 months prior to the date of submitting to FSA of the voluntary takeover bid documents: Lei 15.32 / share. According to the Offeror's statement, the highest price paid by the Offeror in order to acquire the Issuer's shares for the period 16.05.2024 – 16.05.2025 was 15.10 Lei/ share. According to the statements of the persons acting in concert with the Offeror, the highest price paid for the acquisition of the Issuer's shares during 20.05.2024 - 20.05.2025 by AMBOSELT UNIVERSAL Inc. was Lei 15.02/ share, while that of Mr. Victor Bostan was Lei 15.32/ share.
- b) the average weighted price of trading, referred to in the last 12 months before the date of submitting to FSA of the voluntary takeover bid documents. According to BVB data, this price is Lei 14.8106/ share for the period 20.05.2024 – 20.05.2025.

- c) the price resulted from dividing the net asset value of the Issuer to the number of outstanding shares, according to the last audited financial statement of the Issuer. According to the Issuer' Preliminary Unaudited Financial Statements as of December 31st, 2024 this price is Lei 9.8514/ share.

The price per share offered by the Offeror within the Public Offer is of **Lei 21/ share**.

Shareholders who accept the Public Offer will receive the Offer Price per share, less any other costs, fees, taxes and commissions related to the transaction and payment of the price.

THE INTERMEDIARY OF THE PUBLIC OFFERING:

BRD – Groupe Societe Generale S.A. is a credit institution with its registered office located in 1-7 Ion Mihalache Boulevard, 1st District, Bucharest, registered with the Bucharest Trade Registry under no J40/608/1991, Sole Registration Code 361579, registered with the FSA Register under no PJRO1INCR/400008, authorized by the FSA under no 255/06.08.2008 (the “**Intermediary**”).

THE OFFEROR’S PLAN REGARDING THE ISSUER

Strategic rational

This Offer reflects the Offeror’s long-term commitment to the Issuer’s bold transformation into a winemaking champion of the New Europe Wines. It aligns with the Offeror’s broader strategy of strengthening its presence in the regional alcoholic beverage industry by investing in established brands with rich heritage and strong leadership.

As one of the largest wine producers in Central and Eastern Europe, celebrated for its landmark brand Purcari and Moldavian legacy, the Issuer fits well to the Offeror’s master plan in terms of geography, product portfolio, go-to-market strategies, and a shared vision for sustainable growth.

The primary objective of the Offeror is to support the Issuer in continuing its operations and strategic direction, while accelerating growth and reinforcing the Issuer’s market position.

Management and employees

It is the Offeror’s intention to retain the identity and character of the Purcari business, which have been the foundation of its success to date and to bring the Issuer into the Maspex Group as a separate entity under the continued leadership of Purcari business’ founder and the current management team, supported by the dedicated and skilled personnel, operating from its existing locations.

The Offeror intends not to change the management and personnel of the Issuer and its group companies, nor to make changes regarding the working conditions of the employees of the Issuer or its group companies, nor to close the production units.

The Offeror fully supports the management team of the Issuer and is committed to assisting them in pursuing ambitious mid-term goals. Furthermore, the Offeror intends to retain the existing management incentive plan and remains open to future adjustments, in case needed, to ensure continued relevance and effectiveness under the new shareholding structure.

Transaction structure

The Offeror’s objective is to acquire the Issuer’s shares to gain the position of a strong majority, long-term, strategic shareholder. The Offer presents the current shareholders with a compelling opportunity to realize immediate value

at an attractive premium compared to the market price, while supporting the Issuer's next phase of development alongside a committed and experienced strategic partner.

The Offeror does not intend to change the object of activity or to liquidate the Issuer. Furthermore, according to the Offeror's strategy envisaged at the time of the Public Offer, the Offeror does not intend to delist the Issuer's shares from the regulated market managed by Bucharest Stock Exchange.

FINANCIAL INFORMATION OF THE OFFEROR ACCORDING TO ITS LATEST FINANCIAL STATEMENTS

The summary of the financial information presented below reflects an overview of MASPEX ROMANIA SRL audited financial statements for the specified period.

Year ended December 31, 2024

(Lei)

Total assets.....	1.258.371.506
Shareholders' Equity.....	855.844.547
Total revenues.....	1.307.352.104
Net profit.....	177.694.166

Source: Audited financial statements of MASPEX ROMANIA SRL on 31 December 2024

LEGAL PROVISIONS

The voluntary takeover bid will be carried out in accordance with the terms and conditions of the Offer Document, Law 24/2017 on issuers of financial instruments and market operations and FSA Regulation 5/2018 on issuers of financial instruments and market operations.

This Preliminary Announcement has not been prepared with the intention of being the sole source of information for the Issuer's shareholders when they make the decision on the acceptance of the Offer. Also, this Preliminary Announcement should not be interpreted as Offeror's and/or Intermediary's recommendation to sell shares. Each shareholder must independently assess the Issuer and the Public Offering.

[Signatures page following]

OFFEROR

MASPEX ROMANIA S.R.L.

Alin Madalin VISAN

Vicepresident of the Board of Directors

Georgeta Adriana PANA

Vicepresident of the Board of Directors

INTERMEDIARY

BRD – Groupe Societe Generale S.A.

Irina NEACSU

Corporate Finance Executive Director

Corporate Finance Division

Nr. intrare BVB 2111/12.06.2025

ANUNT PRELIMINAR PRIVIND OFERTA PUBLICA DE PRELUARE VOLUNTARA

Emitent: PURCARI WINERIES PUBLIC COMPANY LIMITED

Ofertant: MASPEX ROMANIA S.R.L.

Intermediar: BRD – Groupe Societe Generale S.A.



APROBAREA ANUNȚULUI PRELIMINAR DE OFERTA NU ARE VALOARE DE GARANTIE SI NICI NU REPREZINTA O ALTA FORMA DE APRECIERE A ASF CU PRIVIRE LA OPORTUNITATEA, AVANTAJELE SAU DEZAVANTAJELE, PROFITUL ORI RISCURILE PE CARE LE-AR PUTEA PREZENTA TRANZACTIILE DE INCHEIAT PRIN ACCEPTAREA OFERTEI PUBLICE REALIZATE CA URMARE A PROCEDURII OBIECT AL ANUNȚULUI PRELIMINAR. DECIZIA DE APROBARE CERTIFICA NUMAI REGULARITATEA ANUNȚULUI PRELIMINAR IN PRIVINTA EXIGENTELOR LEGII SI ALE NORMELOR ADOPTATE IN APLICAREA ACESTEIA.

ACEASTA OFERTA SE ADRESEAZA NUMAI ACTIONARILOR PURCARI WINERIES PUBLIC COMPANY LIMITED IN CONFORMITATE CU REGLEMENTARILE IN VIGOARE.

APROBAT DE AUTORITATEA DE SUPRAVEGHERE FINANCIARA PRIN DECIZIA NR. 538 DIN DATA DE 11.06.2025

IDENTIFICAREA EMITENTULUI

PURCARI WINERIES PUBLIC COMPANY LIMITED este o societate pe actiuni, cu sediul inregistrat in Cipru, str. Lampousas nr.1, Nicosia, cod postal 1095, avand numar fiscal de identificare/ CUI HE201949 („Emitentul”), cu o valoare a capitalului social subscris si varsat de 404.266,74 EUR, divizat in 40.426.674 actiuni nominative, ordinare, emise in forma dematerializata, cu o valoare nominala de 0,01 EUR/ actiune, conferind drepturi egale tuturor actionarilor.

Emitentul este listat pe piata reglementata administrata de Bursa de Valori Bucuresti (denumita in continuare „BVB”), segmentul Principal, categoria Internationala actiuni, sub simbol de tranzactionare WINE si cod ISIN CY0107600716.

Structura sintetica consolidata a actionariatului Purcari Wineries Public Company Limited, la data de 16.05.2025, conform Depozitarului Central S.A., este urmatoarea:

Actionari	Actiuni detinute	
	(Numar)	(%)
AMBOSELT UNIVERSAL Inc loc. TORTOLA, ROAD TOWN VGB.....	20.099.123	20,0341
Persoane juridice.....	24.555.666	60,7412
Persoane fizice.....	7.771.885	19,2247
Total.....	40.426.674	100



Sursa: Structura sintetica consolidata, furnizata de Depozitarul Central

IDENTIFICAREA OFERTANTULUI

MASPEX ROMANIA S.R.L., societate cu raspundere limitata, persoana juridica romana, cu sediul social in Valenii de Munte, str. Stefan cel Mare, nr. 38-40, jud. Prahova, cod postal 2100, inregistrata la Registrul Comertului sub nr. J2005001275297, avand cod unic de inregistrare 3451510 („Ofertantul”), cu o valoare a capitalului social subscris si varsat de 38.937.370 Lei, divizat in 3.893.737 parti sociale, cu o valoare a unei parti sociale de 10 Lei.

Aportul asociatilor la constituirea capitalului social este urmatorul:

Asociati	Parti sociale detinute	
	(Numar)	(%)
MASPEX HOLDING S.A.....	3.134.015	80,49
GRUPA MASPEX Sp. z o.o.....	759.722	19,51
Total.....	3.893.737	100

Sursa: Extras din Registrul Comertului

La randul sau, MASPEX HOLDING S.A. este o societate pe actiuni, persoana juridica inregistrata in Polonia, fiind detinuta in proportie de 99,23% de societatea cu raspundere limitata GMW Partners Sp. Z o.o., persoana juridica inregistrata in Polonia, diferenta de 0,77% fiind detinuta de alti actionari minoritari. GMW Partners Sp. z o.o. este detinuta la randul sau in proportie de 100% de 13 persoane fizice.

GRUPA MASPEX Sp. z o.o. este o societate cu raspundere limitata, persoana juridica inregistrata in Polonia, detinuta in proportie de 99,9997% de MASPEX HOLDING S.A., iar diferenta de 0,0003% este detinuta de societatea cu raspundere limitata inregistrata in Polonia, Maspex Food Sp. z o.o. (aceasta din urma fiind detinuta 100% de MASPEX HOLDING S.A.).



NUMARUL DE ACTIUNI EMISE DE PURCARI WINERIES PUBLIC COMPANY LIMITED SI CARE SUNT DETINUTE DE OFERTANT SI DE PERSOANELE CU CARE ACTIONEAZA IN MOD CONCERTAT

La data prezentului anunt preliminar privind oferta publica de preluare voluntara („Anunt Preliminar”), Ofertantul detine un numar de 654.487 actiuni PURCARI WINERIES PUBLIC COMPANY LIMITED, reprezentand 1,6189% din capitalul social al Emitentului. Achizitia actiunilor Emitentului de catre Ofertant s-a realizat in perioada 03.03.2025 – 27.03.2025, urmare a derularii unor tranzactii de cumparare efectuate la Bursa de Valori Bucuresti.

Conform Hotararii Adunarii Generale a Asociatilor Ofertantului din data de 13.05.2025, Ofertantul intentioneaza sa deruleze o oferta publica de preluare voluntara cu privire la Emitent, cu respectarea prevederilor legale aplicabile.

In scopul ofertei publice de preluare voluntara („Oferta Publica”), Ofertantul actioneaza in mod concertat in legatura cu Emitentul cu AMBOSELT UNIVERSAL Inc., o societate cu raspundere limitata avand sediul social in Insulele Virgine Britanice, Palm Grove House, etajul 4, P.O. Box 438, Tortola, Road Town, avand cod unic de inregistrare BVI 1441862 si cu Dl. Victor Bostan, asociat unic al AMBOSELT UNIVERSAL Inc., care detin impreuna la data prezentului anunt un numar total de 8.778.310 actiuni ale Emitentului, reprezentand 21,7142% din capitalul social al Emitentului.

Actiunea concertata consta in faptul ca Ofertantul a semnat, in data de 21.05.2025, un acord de blocare si optiune de vanzare/ cumparare cu AMBOSELT UNIVERSAL Inc. si cu Dl. Victor Bostan, care prevede, printre altele (a) obligatii ale AMBOSELT UNIVERSAL Inc. si ale dlui Victor Bostan de a vinde in cadrul Ofertei Publice catre Ofertant actiuni detinute in cadrul Emitentului, (b) obligatia AMBOSELT UNIVERSAL Inc. de a ramane actionar in Emitent cu o detinere minima pana la 31.12.2027 in baza unui acord de blocare (in engleza, "lock-up agreement"), (c) dreptul AMBOSELT UNIVERSAL Inc de a-si exercita optiunea de vanzare catre Ofertant a actiunilor nevandute in Oferta Publica care poate fi exercitata in primele sase luni ale anului 2028 pentru un pret de exercitare pre-agreat care va fi egal cu pretul ofertei publice de preluare voluntara plus o dobanda de 12% pe an compusa anual. Prevederile mentionate mai sus fac obiectul unor termeni si conditii mentionate in contract.

AMBOSELT UNIVERSAL Inc., Dl. Victor Bostan si Ofertantul au semnat acordul prevazut mai sus prin care AMBOSELT UNIVERSAL Inc. se obliga sa ramana actionar in Emitent cu o detinere minima de 6.099.123 actiuni reprezentand 15,0869% din capitalul social al Emitentului.

Oferta Publica se va initia pentru achiziționarea unui numar maxim de 39.772.187 actiuni ale Emitentului aflate in circulatie care nu se afla in proprietatea Ofertantului, reprezentand 98,3811% din capitalul social al Emitentului.

Maspex Romania S.R.L. declara pe proprie raspundere ca, exceptand persoanele mentionate mai sus, nu mai exista alte persoane fizice si juridice, detinatoare de actiuni emise de PURCARI WINERIES PUBLIC COMPANY LIMITED, care sa actioneze in mod concertat cu Ofertantul in legatura cu Emitentul.



NUMARUL, PROCENTUL SI CLASA VALORILOR MOBILIARE OBIECT AL OFERTEI SI PRETUL MINIM OFERIT

Ofertantul anunta intentia de a lansa o oferta publica de preluare voluntara pentru achizitia unui numar maxim de 39.772.187 actiuni ordinare, nominative emise de PURCARI WINERIES PUBLIC COMPANY LIMITED aflate in circulatie, care nu se afla in proprietatea Ofertantului, reprezentand 98,3811% din capitalul social al Emitentului.

Oferta Publica se adreseaza tuturor persoanelor fizice si juridice, altii decat Ofertantul, care detin actiuni emise de Emitent pe perioada derularii Ofertei Publice.

Conform prevederilor art. 60 aliniat (1) din Regulamentul ASF nr. 5/ 2018, pretul in cadrul ofertei publice de preluare voluntara este cel putin egal cu cel mai mare pret dintre:

- a) cel mai mare pret platit de Ofertant sau de persoanele cu care acesta actioneaza in mod concertat in perioada de 12 luni anterioara datei de depunere la ASF a documentatiei de oferta: 15,32 Lei/ actiune. Conform declaratiei Ofertantului, cel mai mare pret platit de Ofertant pentru achizitionarea actiunilor Emitentului in perioada 20.05.2024 – 20.05.2025 a fost 15,10 Lei/ actiune. Conform declaratiilor persoanelor care actioneaza concertat cu Ofertantul, cel mai mare pret platit pentru achizitionarea actiunilor Emitentului in perioada 20.05.2024 – 20.05.2025 de AMBOSELT UNIVERSAL Inc. a fost 15,02 Lei/ actiune, iar de DI. Victor Bostan a fost de 15,32 Lei/ actiune;
- b) pretul mediu ponderat de tranzactionare aferent ultimelor 12 luni anterioare datei de depunere la ASF a documentatiei de oferta. Conform datelor BVB, acest pret este de 14,8106 Lei/ actiune pe perioada 20.05.2024 – 20.05.2025;
- c) prețul rezultat prin impartirea valorii activului net al Emitentului la numarul de actiuni aflat in circulatie, conform ultimei situatii financiare auditate a Emitentului. Conform ultimei situatii financiare auditate a Emitentului, la data de 31 decembrie 2024 acesta este 9,8514 Lei/ actiune.

Pretul oferit de Ofertant in cadrul Ofertei Publice este de21..... Lei/ actiune.

Actionarii care vor accepta Oferta Publica vor primi Pretul de Oferta per actiune, mai putin orice alte costuri, taxe, impozite si comisioane aferente tranzactiei si platii pretului.

DENUMIREA INTERMEDIARULUI OFERTEI PUBLICE

BRD – Groupe Societe Generale S.A., institutie de credit, cu sediul in B-dul Ion Mihalache nr. 1-7, Sector 1, Bucuresti, inregistrata in Registrul Comertului Bucuresti sub nr. J40/608/1991, cod unic de inregistrare 361579, in Registrul ASF sub nr. PJRO1INCR/400008, avand Atestatul ASF nr. 255/06.08.2008 (denumita in continuare „Intermediar”).

**PLANURILE OFERTANTULUI PRIVIND CONTINUAREA ACTIVITATII EMITENTULUI****Strategia Ofertantului**

Prezenta Oferta reflecta angajamentul pe termen lung al Ofertantului fata de strategia ambitioasa a Emitentului de a deveni un campion in randul producatorilor de vin din Noua Europa viticola. Aceasta se aliniaza strategiei mai ample a Ofertantului de a-si consolida prezenta in industria regionala a bauturilor alcoolice prin investitii in marci consacrate, cu o mostenire bogata si leadership puternic.

Fiind unul dintre cei mai mari producatori de vin din Europa Centrala si de Est, premiat pentru marca sa emblematica Purcari si mostenirea moldoveneasca, Emitentul se integreaza perfect planului de actiune al Ofertantului in ceea ce priveste regiunea, portofoliul de produse, strategiile de intrare pe piata si viziunea comuna pentru crestere durabila.

Obiectivul principal al Ofertantului este de a sprijini Emitentul in continuarea activitatii si directiei sale strategice, pentru a accelera dezvoltarea durabila si a consolida pozitia Emitentului pe piata.

Managementul si angajatii Emitentului

Intentia Ofertantului este de a pastra identitatea si caracterul afacerii Purcari, care au stat la baza succesului sau pana in prezent, si de a integra Emitentul in Grupul Maspex ca o entitate separata, sub conducerea in continuare a fondatorului afacerii Purcari si a echipei actuale de management, cu ajutorul angajatilor dedicati si calificati ai companiei, continuand activitatea din locatiile existente.

Ofertantul isi propune sa nu schimbe managementul si personalul Emitentului si al companiilor din grupul acestuia, nu intentioneaza sa faca schimbari in ceea ce priveste conditiile de munca ale angajatilor Emitentului sau ale companiilor din grupul acestuia si nici sa inchida unitatile de productie.

Ofertantul sprijina pe deplin echipa de management a Emitentului si se angajeaza sa o sustina in atingerea unor obiective ambitioase pe termen mediu. In plus, Ofertantul intentioneaza sa pastreze planul actual de stimulente ale managementului si ramane deschis la ajustari viitoare, daca va fi cazul, pentru a asigura relevanta si eficienta continua in cadrul noii structuri de actionariat.

Structura tranzactiei

Obiectivul Ofertantului este de a achizitiona actiunile Emitentului cu scopul de a dobândi o pozitie importanta in calitate de actionar majoritar, strategic, pe termen lung. Oferta prezinta actionarilor actuali o oportunitate convingatoare de a realiza o valoare imediata cu o prima atractiva fata de pretul de piata, iar in acelasi timp isi propune sa sprijine urmatoarea etapa de dezvoltare a Emitentului alaturi de un partener strategic implicat si cu o experienta relevanta.

Ofertantul nu intentioneaza sa schimbe obiectul de activitate sau sa lichideze Emitentul. Mai mult, conform strategiei Ofertantului preconizata la momentul Ofertei Publice, Ofertantul nu intentioneaza sa retraga actiunile Emitentului de la tranzactionare de pe piata reglementata administrata de Bursa de Valori Bucuresti.

DATE ECONOMICO-FINANCIARE ALE OFERTANTULUI IN CONFORMITATE CU ULTIMELE RAPORTARI FINANCIARE APROBATE

Rezumatul informatiilor financiare prezentate in continuare ilustreaza un rezumat al Situatiilor Financiare auditate ale MASPEX ROMANIA S.R.L. pentru perioada specificata.



Exercitiul financiar incheiat

31 Decembrie 2024

(Lei)

Total activ.....	1.258.371.506
Total capitaluri proprii.....	855.844.547
Total venituri.....	1.307.352.104
Rezultatul exercitiului (Profit net).....	177.694.166

Sursa: Situatii financiare auditate MASPEX ROMANIA S.R.L., 31 Decembrie 2024

CADRUL JURIDIC

Oferta publica de preluare voluntara se va desfasura conform termenilor si conditiilor din Documentul de Oferta, Legea 24/2017 privind emitentii de instrumente financiare si operatiuni de piata si Regulamentul 5/2018 privind emitentii de instrumente financiare si operatiuni de piata.

Acest Anunt Preliminar nu a fost intocmit cu intentia de a constitui singura sursa de informare pentru actionarii Emitentului atunci cand acestia iau decizia privind acceptarea Ofertei. De asemenea, prezentul Anunt Preliminar nu trebuie interpretat ca o recomandare de a vinde actiuni din partea Ofertantului si/sau a Intermediarului. Fiecare actionar trebuie sa evalueze in mod independent Emitentul si Oferta Publica.

[urmeaza pagina de semnaturi]



OFERTANT

INTERMEDIAR

MASPEX ROMANIA S.R.L.

BRD – Groupe Societe Generale S.A.

Alin Madalin VISAN

Irina NEACSU

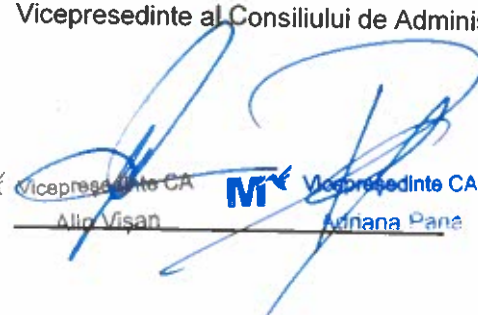
Vicepresedinte al Consiliului de Administratie

Director Executiv Corporate Finance

Georgeta Adriana PANA

Directia Corporate Finance

Vicepresedinte al Consiliului de Administratie


M⁺ Vicepresedinte CA Alin Visan M⁺ Vicepresedinte CA Georgeta Adriana Pana
