

ANNOUNCEMENT

referring to the tender offer to purchase for cash up to 195,347 Shares of Metav S.A. at a purchase price of RON 10 per Share
23 April 2019

This announcement relates to a tender offer (the “**Tender Offer**”) having as object shares issued by **Metav S.A.**, a joint stock company incorporated under the laws of Romania, registered and operating under Romanian law, having its registered headquarters at 67-77, Biharia Street, District 1, Bucharest and a share capital of RON 35,400,550, divided into 14,160,220 ordinary, nominative and dematerialized shares, having a nominal value of RON 2.5 each (the “**Shares**”), registered with the Bucharest Trade Registry Office under no. J40/4031/1991, having sole registration code 1583522 (the „**Issuer**”). The Tender Offer comprises a tender offer for up to **195,347** Shares, representing up to **1.3795%** of the total Shares issued by the Issuer. The Shares are admitted to trading on the Bucharest Stock Exchange („**BSE**”), ATS segment, category AeRO Standard, ISIN code ROMETVACNOR1, under the market symbol „**METV**”. The Tender Offer is addressed exclusively to the holders of Shares (each an “**Investor**”).

The Tender Offer and the purchase of the Shares will be carried out exclusively in accordance with the terms and conditions of the tender offer document drawn up by the Bidder and approved by the Romanian Financial Supervisory Authority (the “**FSA**”) in accordance with Law No. 24/2017 on issuers of financial instruments and market operations (the “**Capital Markets Law**”) and Regulation No. 5/2018 on issuers of financial instruments and market operations, issued by the FSA (the “**Tender Offer Document**”). The Tender Offer Document has been approved by the FSA by Decision No. 595 dated 23 April 2019.

The Tender Offer Document will be available to the public throughout the Offer Period (as defined below), free of charge in (i) hard copy, at the registered office of the Bidder, at 67-77, Biharia Street, R Building, 1st Floor, Room no. 29 and 30, District 1, Bucharest, and to the registered office of the Intermediary, at 237B Calea Dorobantilor, 1st District, Bucharest, from Monday to Friday, between 9:00 to 17:00 and (ii) in electronic form, on the website of the Bucharest Stock Exchange (www.bvb.ro), as well as on the Intermediary's website (www.alphafinance.ro).

Offer Period: The Tender Offer will commence on **3 May 2019** at 9:30 and will expire on **16 May 2019** at 14:00 (Bucharest Time) (“**Expiration Deadline**”) (“**Offer Period**”).

Targeted Issuer: METAV S.A., a company established and operating according to the laws of Romania, with the registered office at 67-77, Biharia Street, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40/4031/1991 and sole registration code 1583522. The main business object of the Issuer is the Management of real estate on a fee or contract basis (NACE Code 6832).

Bidder: The Tender Offer is initiated by the majority shareholder of the Issuer, **Meteor Investiții Mobiliare S.A.**, a joint stock company incorporated and functioning according to the Romanian laws,

with its headquarters at 67-77, Biharia Street, R Building, 1st Floor, Room no. 29 and 30, District 1, Bucharest, Romania registered with the Trade Registry Office attached to the Bucharest Tribunal under no J40/411/2007, having Sole Registration Code 20523837 and holding 10,646,285 Shares, representing 75.1845% of the total number of Shares issued by the Issuer (hereinafter referred to as the “**Bidder**”), who acts in concert with respect to the Issuer in connection to the Tender Offer with the following persons: (i) **Alverley Investments Ltd.** (previously named Bladon Enterprises Ltd.), a joint stock company incorporated and functioning according to the laws of the Republic of Cyprus, with its headquarters at 17-19 Themistokli Dervi, The City House, 1066, Lefkosia, registered under no. HE101859 at the Cyprus Department of Registrar of Companies and Official Receiver, holding 2,689,059 Shares, representing 18.9902% of the total number of Shares issued by the Issuer; and (ii) **Mrs. Ligia Popoviciu**, Romanian citizen, holder of 629,529 Shares, representing 4.4458% of the total number of Shares issued by the Issuer (“**Persons Acting in Concert with the Bidder**”).

The Bidder is not aware of the existence of any other persons, aside the Persons Acting in Concert with the Bidder, to be acting in concert with the Bidder with respect to the Issuer in connection to the Tender Offer. The Bidder and the Persons Acting in Concert with the Bidder hold together 13,964,873 Shares, representing 98.6205% of the total number of Shares issued by the Issuer. “Persons acting in concert” has the meaning ascribed under the Capital Markets Law.

The Tender Offer: The Bidder intends to acquire through the Tender Offer up to 195,347 Shares, representing 1.3795% of the Issuer’s share capital, for the price of RON 10 per Share.

The Tender Offer does not oblige any Investor to sell any of the Shares it holds. An Investor may choose to tender all, a part or none of the Shares it holds, in which case no action on such Investor’s part is required.

Intermediary: Investors tendering Shares pursuant to the Tender Offer will be required to tender Shares in accordance with the terms and conditions of the Tender Offer Document. The Investors tendering Shares will be required to tender such Shares through ALPHA FINANCE ROMANIA S.A., a financial services firm registered with the FSA Register under no. PJR01SSIF/400036, with its headquarters at 237B Calea Dorobanților, 1st District, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40/20269/1994, sole registration code 6641837 (the “**Intermediary**”) or through the Eligible Participants, as defined in the Tender Offer Document.

Important information

The information contained in this announcement is for information purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. This announcement is not intended to, and does not constitute, or form part of, an offer to sell or an invitation to purchase, exchange or subscribe for any securities in any jurisdiction. This announcement does not constitute a prospectus or a prospectus equivalent document.

Approval visa affixed on the tender document, shall not be construed as a guarantee, nor shall it be deemed as another form of assessment by the FSA with regard to the opportunity, benefits or

disadvantages, profit or risks that the transactions to be concluded by accepting the offer to the public subject to the approval decision may pose. The approval decision certified only the compliance of the Tender Offer Document with regard to requirements by law and of the rules adopted for its application.

The Tender Offer is addressed exclusively to the holders of Shares. The release, publication or distribution of this announcement in jurisdictions other than Romania may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than Romania should inform themselves about and observe any applicable requirements. This announcement has been prepared for the purposes of complying with Romanian law and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any other jurisdiction.

BIDDER

Meteor Investiții Mobiliare S.A.

by Mr. Dan Popescu

Manager of Meteor Investiții Mobiliare S.A.