

# **IMAFLEX inc.**

## **NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Shares") of Imaflex Inc. ("Imaflex" or the "Company") will be held at 10:00 a.m. (Eastern Time) on February 19, 2026, via live audio webcast only at [meetnow.global/MMFSUZD](https://meetnow.global/MMFSUZD), for the following purposes:

1. in accordance with the interim order of the Superior Court of Québec (the "Court") dated January 15, 2026, as may be further amended (the "Interim Order"), for Shareholders to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the "Arrangement Resolution") approving a plan of arrangement (the "Plan of Arrangement") under section 192 of the *Canada Business Corporations Act* (the "Arrangement") involving the Company and Soteria Flexibles AcquireCo Ltd. (the "Purchaser"), a subsidiary of Soteria Flexibles Corp. (the "Parent"), as more particularly described in the accompanying management information circular (the "Circular");
2. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

A summary of the arrangement agreement (the "Arrangement Agreement") dated December 17, 2025, entered into among the Company, the Purchaser and the Parent is included in the Circular, and the full text thereof is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The full text of the Arrangement Resolution, the Plan of Arrangement and the Interim Order are respectively attached as Appendices "A", "B" and "C" to the Circular.

The Circular contains additional information relating to matters to be dealt with at the Meeting. Please read the Circular carefully before you vote.

**THE BOARD OF DIRECTORS OF IMAFLEX UNANIMOUSLY RECOMMENDS THAT  
SHAREHOLDERS VOTE FOR THE ARRANGEMENT RESOLUTION.**

### **PARTICIPATING AT THE MEETING**

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on January 15, 2026 (the "Record Date"). Only the Shareholders whose names have been entered in the register of the holders of Shares as of the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting in respect of such Shareholders' Shares.

The Meeting will be held in a virtual-only format by live webcast, and no in-person attendance will be available. The virtual format is intended to provide all Shareholders, regardless of geographic location, a convenient and equitable opportunity to participate, with participation rights and opportunities substantially equivalent to those of an in-person meeting. A Shareholder may attend the Meeting virtually or may be represented by proxy. Registered Shareholders and duly appointed proxyholders will be able to attend, vote and submit questions to management at the Meeting. Non-registered holder of Shares ("Non-Registered Shareholder") who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary ("Intermediary") and who have not duly appointed

themselves as proxyholder will not be able to participate, vote or ask questions at the Meeting but will be able to attend as guests.

This Circular is accompanied by a form of proxy, a voting instruction form and a letter of transmittal.

**Whether or not you are able to attend the Meeting virtually, Shareholders are strongly encouraged to vote in advance electronically, by telephone or by mail, by following the instructions set out on the form of proxy or voting instruction form, as applicable.** Detailed instructions on how to complete and return proxies and voting instruction forms by mail or email are provided starting on page 21 of the Circular. Proxies must be received by the Company's transfer agent, Computershare Investor Services Inc., at 320 Bay Street, 14th Floor, Toronto, Ontario, Canada, M5H 4A6, Attention: Proxy Department, no later than 10:00 a.m. (Eastern Time) on February 17, 2026 (or not later than 48 hours, excluding Saturdays, Sundays and statutory holidays, before any reconvened meeting if the Meeting is adjourned or postponed). The time limit for the deposit of proxies may also be waived or extended by the Chair of the Meeting without notice.

In order for Registered Shareholders to receive the Consideration that they are entitled to if and upon the completion of the Arrangement, such Registered Shareholders must complete and sign the letter of transmittal enclosed with this Circular (the "**Letter of Transmittal**") and return such Letter of Transmittal, together with their certificate(s) or DRS Advice(s) representing their Shares and any other required documents and instruments to the depositary named in the Letter of Transmittal, in accordance with the procedures set out in the Letter of Transmittal.

Non-Registered Shareholders should carefully follow the instructions set forth in the voting instruction form provided by their Intermediary to ensure that their Shares are voted at the Meeting in accordance with such Shareholder's instructions, to arrange for their Intermediary to complete the necessary transmittal documents and to ensure that they receive payment for their Shares if the Arrangement is completed.

The voting rights attached to the Shares represented by a proxy in the enclosed proxy form or the voting instructions form, as applicable, will be voted in accordance with the instructions indicated thereon. In respect of proxies in favour of management proxyholders in which Shareholders have failed to specify the manner of voting, the Shares represented by such proxies will be voted **FOR** the Arrangement Resolution.

## **DISSENT RIGHTS**

Pursuant to and in accordance with the Interim Order and the provisions of Section 190 of the *Canada Business Corporations Act* (the "**CBCA**") (as may be modified or supplemented by the Interim Order, the Plan of Arrangement and any other order of the Court), each Registered Shareholder has the right to dissent with respect to the Arrangement. A Registered Shareholder wishing to exercise rights of dissent with respect to the Arrangement (the "**Dissent Rights**") must send to the Company a written objection to the Arrangement Resolution (a "**Dissent Notice**"), which written objection must be received by the Company at its registered office c/o Tony Abbandonato, Vice President Sales and Corporate Secretary, 5710 Notre-Dame Street West, Montréal, Québec H4C 1V2, with a copy to Lavery, de Billy, L.L.P. c/o Me Josianne Beaudry, 1 Place Ville Marie, Suite 4000, Montréal, Québec, Canada, no later than 5:00 p.m. (Eastern Time) on February 17, 2026 (or no later than 5:00 p.m. (Eastern Time) two Business Days prior to the date to which the Meeting may be adjourned or postponed from time to time), and must otherwise strictly comply with the dissent procedures described in this Circular, the Interim Order and the Plan of Arrangement. Failure to strictly comply with the requirements set forth in Section 190 of the CBCA, as modified by the Interim Order and the Plan of Arrangement, may result in the loss of any right of dissent.

The Shareholders' rights to dissent are more particularly described in the Circular, and copies of the Plan of Arrangement, the Interim Order and the text of Section 190 of the CBCA are respectively set forth in Appendices "B", "C" and "E" respectively, of the Circular. **Anyone who is a Non-Registered Shareholder and who wishes to exercise Dissent Rights should be aware that only Registered Shareholders are entitled to exercise Dissent Rights.** Accordingly, a Non-Registered Shareholder who desires to exercise Dissent Rights must make arrangements for the Shares beneficially owned by such holder to be registered

in the name of such holder prior to the time the Dissent Notice is required to be received by the Company or, alternatively, make arrangements for its Intermediary to exercise Dissent Rights on behalf of such Non-Registered Shareholder. **It is recommended that you seek independent legal advice if you wish to exercise Dissent Rights.**

A Shareholder that has questions or requires more information about the voting of Shares should contact the Company's transfer agent, Computershare Investor Services Inc., by telephone toll-free in North America at 1-800-564-6253 or outside of North America at 1-514-982-7555 or by email at [service@computershare.com](mailto:service@computershare.com).

**DATED** this 16 day of January, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) Joseph Abbandonato*

**Joseph Abbandonato**

Executive Chairman of the Board of Directors  
Imaflex Inc.