

SOURCE: Imaflex Inc.

## Soteria Flexibles Corp. to Acquire Imaflex Inc.

- *All-cash offer provides immediate liquidity and a significant premium for Imaflex shareholders.*
- *Brings together two highly complementary businesses, driving scale, enhancing technology and broadening overall capabilities.*
- *Strengthens customer and supplier relationships and creates a more robust foundation for long-term growth through innovation and operational synergies.*
- *Transaction expected to close in Q1 2026, subject to customary approvals.*
- *Board unanimously recommends that shareholders approve the transaction.*

**Montréal, Québec, CANADA – December 17, 2025** – Imaflex Inc. (“Imaflex” or the “Corporation”) (TSX-V: IFX) announced today that it has entered into a definitive arrangement agreement (the “Arrangement Agreement”) with an affiliate (the “Purchaser”) of Soteria Flexibles Corp. (“Soteria”), a U.S. based leading manufacturer of short-run flexible packaging solutions, pursuant to which the Purchaser will acquire all the issued and outstanding common shares (the “Shares”) of Imaflex for CAD\$2.35 in cash per Share (the “Consideration”), representing approximately CAD \$123.0 million of equity value of the Corporation, subject to customary closing conditions (the “Transaction”). Upon completion of the Transaction, Imaflex will become a privately held company.

The Consideration represents a 121.7% premium to the closing share price of Imaflex’ Shares on December 16, 2025, and a 135% premium to the 52-week low share price of CAD \$1.00 on October 31, 2025.

“This transaction presents an attractive opportunity for shareholders to realize a significant premium for their shares through an all-cash offer, providing both certainty and immediate liquidity,” commented Joe Abbandonato, Executive Chairman of Imaflex. “Beyond the immediate financial benefits, it positions our business for long-term success by leveraging the resources and scale of the combined entities, creating a stronger growth platform, and opening new opportunities for employees. It has the full support of our board of directors (“Board”) and management team.”

“As we join forces, what excites me most is the strong cultural alignment and shared values between our organizations,” commented Stephan Yazedjian, President and CEO of Imaflex. “In an industry that remains highly fragmented, this transaction represents a natural consolidation that will create a stronger and more resilient platform. By combining our complementary strengths, we will not only enhance value for clients but also open new avenues for suppliers and employees alike to grow and innovate. Together, we are building a business with greater scale, reach, and opportunity—well positioned to thrive in a dynamic and expanding market.”

“This transaction is a natural fit,” said Brad Herbolsheimer, Chief Executive Officer of Soteria Flexibles. “Imaflex brings deep expertise, strong customer relationships, and a talented team that aligns closely with our culture and strategic priorities. The combination creates compelling opportunities for our customers, employees, and partners.”

Imaflex has built a strong reputation for delivering high-performance films and flexible packaging solutions across a range of end markets, supported by advanced manufacturing capabilities and a customer-centric approach. “We have long respected Imaflex for its technical expertise, customer focus, and disciplined approach

to manufacturing,” Brad added. “This combination meaningfully expands our flexible packaging platform across North America, bringing together complementary capabilities that enhance our ability to serve customers with speed, reliability, and innovation. Just as importantly, we share a strong cultural alignment, and our focus is on supporting our collective teams and customers as we integrate the businesses thoughtfully and responsibly.”

## **Transaction Details**

The Transaction will be implemented by way of plan of arrangement under the *Canada Business Corporations Act* and will require, among other things, the approval of Imaflex shareholders at a special meeting (the “Special Meeting”) to be held by Imaflex, along with receipt of all court approvals, certain third party approvals, and completion of other customary closing conditions for transactions of this nature. Upon closing of the Transaction, the Purchaser intends to cause the Shares to be delisted from the TSX Venture Exchange (the “TSXV”) and will submit an application to cease to be a reporting issuer under applicable Canadian securities laws.

The terms and conditions of the Arrangement Agreement, including Transaction details and the Fairness Opinion, will be disclosed in a management information circular (the “Imaflex Circular”) to be mailed to Imaflex Shareholders for consideration in connection with the Special Meeting. Copies of the Imaflex Circular and Arrangement Agreement will also be available on SEDAR+ [www.sedarplus.ca](http://www.sedarplus.ca) as part of the public filings of Imaflex and on Imaflex’s website at [www.imaflex.com](http://www.imaflex.com). Shareholders are encouraged to read all relevant materials when they become available. Imaflex expects to hold the Special Meeting before the end of February, 2026 and the Transaction is expected to close in the first quarter of 2026, subject to receipt of all required approvals and satisfaction of the closing conditions under the Arrangement Agreement.

## **Board Recommendation and Fairness Opinion**

To ensure a thorough and independent review, the Board established a special committee of independent directors (the “Special Committee”) to consider the Transaction and other strategic alternatives available to the Corporation. The Special Committee and the Board, after thorough review and consultation with its financial and legal advisors, unanimously determined that the Transaction is fair from a financial perspective and in the best interests of Imaflex and its shareholders. The Arrangement Agreement was unanimously approved by the Board, after taking into account, among other things, the unanimous recommendation of the Special Committee.

In reaching its conclusion, the Special Committee and Board also considered a fairness opinion received from Stifel Financial Corp. This opinion concluded that, as of the date of the opinion and subject to customary assumptions, limitations and qualifications, the consideration to be received by shareholders under the Transaction is fair, from a financial point of view. A copy of the fairness opinion will be set out in the Imaflex Circular.

The Board unanimously recommends that Imaflex shareholders vote in favour of the Transaction.

## **Voting Support Agreements**

Mr. Joe Abbandonato, Executive Chairman of Imaflex, who owns, directly or indirectly, approximately 25.9% of the issued and outstanding Imaflex Shares has entered into irrevocable voting support agreement pursuant to which he has agreed to vote all of Imaflex Shares in favour of the Transaction at the Special Meeting. In addition, each of the other Imaflex directors who collectively own approximately 27.5% of the issued and outstanding Imaflex Shares have entered into revocable voting support agreements pursuant to which, subject to certain terms and conditions, they have agreed to vote all of their Imaflex Shares in favour of the Transaction at the Special Meeting.

## Transaction Advisors

Lavery, de Billy, L.L.P. is acting as legal counsel to Imaflex and the Special Committee. Stikeman Elliott LLP and Winston & Strawn LLP are acting as legal counsels to Soteria. Stifel Financial Corp. acted as financial advisor to Imaflex.

## About Imaflex Inc.

Founded in 1994, Imaflex is focused on the development and manufacturing of innovative solutions for the flexible packaging space. Concurrently, the Corporation develops and manufactures films for the agriculture industry. The Corporation's products consist primarily of polyethylene (plastic) film and bags, including metalized plastic film, for the industrial, agricultural and consumer markets. Headquartered in Montreal, Quebec, Imaflex has manufacturing facilities in Canada and the United States. The Corporation's common stock is listed on the TSX Venture Exchange under the ticker symbol IFX. Additional information is available at [www.imaflex.com](http://www.imaflex.com).

## About Soteria Flexibles Corp.

Soteria Flexibles, a portfolio company of TJC LP, is a North American manufacturer of high-performance films and flexible packaging solutions, serving customers across a wide range of end markets, including food, healthcare, industrial, and consumer applications. The company specializes in short-run, custom packaging supported by advanced manufacturing capabilities and a customer-centric operating model. With eight manufacturing locations and a broad portfolio of materials and formats, Soteria partners closely with customers to deliver reliable, responsive, and innovative flexible packaging solutions tailored to their specific needs.

## Cautionary Note Regarding Forward-Looking Information

*This press release contains "forward-looking information" and "forward-looking statements" (collectively, "Forward-looking information") within the meaning of applicable Canadian securities laws. Forward-looking information is identified by terms and phrases such as "may," "will," "would," "should," "could," "expect," "intend," "estimate," "anticipate," "believe," "plan," "foresee," "target," "project" and "continue," the negative of these terms and similar expressions, including references to assumptions, although not all Forward-looking information contains these identifying terms and phrases. Particularly, statements regarding the proposed Transaction, including the reasons of the Board for entering into the Arrangement Agreement, the attractiveness of the Transaction to shareholders, the key terms and conditions of the Arrangement Agreement, the expected benefits of the Transaction, the anticipated timing and the various steps to be completed in connection with the Transaction, including (among other things) the holding of the Special Meeting (including the timing thereof) as well as the satisfaction or waiver of the conditions to completing the Transaction (such as receipt of required shareholder and court approvals), the anticipated closing of the Transaction (including the timing thereof), the anticipated delisting of the Corporation's common shares from the TSXV and the Corporation ceasing to be a reporting issuer is forward-looking information. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. Forward-looking information is based on management's beliefs and assumptions and on information currently available to management, and although the forward-looking information contained herein is based upon what we believe are reasonable assumptions, investors are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking information.*

*Forward-looking information is based on management's beliefs and assumptions and on information currently available to management. Although Imaflex believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because it involves known and unknown risks, uncertainties and other factors, many of which are*

*beyond the Corporation's control, that may cause actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking information. These risks, uncertainties and other factors include, but are not limited to, risks relating to: the failure to obtain the necessary shareholder, court and other required approvals or to otherwise satisfy the conditions to completion of the Transaction, or the failure to obtain such approvals or satisfy such conditions in a timely manner; the possibility that the Transaction is not completed on the terms and timing currently contemplated, or at all; significant Transaction costs, unknown liabilities or other contingencies; the occurrence of any event, change or other circumstance that could give rise to the termination of the Arrangement Agreement in respect of the Transaction, including as a result of a material adverse effect; the potential payment of a termination fee, reverse termination fee or expense reimbursement under the Arrangement Agreement and the impact thereof on the Corporation's financial position, Share price and ability to fund operations and growth initiatives; the impact of the announcement of the Transaction on the Corporation's business, financial condition and results of operations, including with respect to retention and recruitment of employees, relationships with customers, suppliers, partners and other third parties, and operating results generally; supply chain constraints; conditions in the plastics and flexible packaging industries; changes in general economic, business, market and geopolitical conditions; changes in laws, regulations or accounting standards; competition; the availability and cost of raw materials; foreign exchange and interest rate fluctuations; and the other risks and uncertainties described in greater detail in the Corporation's most recent Management Discussion and Analysis and other continuous disclosure filings available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the investor section of the Corporation's website at [www.imaflex.com](http://www.imaflex.com). Consequently, all of the forward-looking information contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation.*

*The forward-looking information contained in this press release is made as of the date hereof and is based upon information available and assumptions believed to be reasonable as of such date. The Corporation disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, events or otherwise, except as expressly required by law. Readers are cautioned not to put undue reliance on these forward-looking statements. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

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