



Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
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dos.pa.gov/BusinessCharities

November 1, 2024

Corporation Service Company
2595 INTERSTATE DRIVE, SUITE 103
HARRISBURG, PA 17110

Entity Name: Magnera Corporation
Amendment Date: November 1, 2024
Amendment Number: 0013998671
Amendment Type: Articles of Amendment - Domestic Corporation

The Bureau of Corporations and Charitable Organizations is happy to send your filed document. The Bureau is here to serve you and we would like to thank you for doing business in Pennsylvania.

Beginning in 2025, annual reports are required for all domestic filing entities, limited liability general partnerships and registered foreign associations. More information will be forthcoming from the Bureau. However, to ensure that you receive notice of how and when to make annual reports, keep all information on file with the Bureau up-to-date, particularly registered office address.

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Pennsylvania Department of State

-FILED-

Amendment #: 0013998671
Date Filed: 11/1/2024

Return document by mail to:
CT COUNTER
Name
15905559 SO 8
Address
mia.murray@wolterskluwer.com
City State Zip Code
 Return document by email to:

Articles of
Domestic
DSCB: 15-1915 (REV. 7/2015)



1915

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

Glatfelter Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
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c/o: Corporation Service Company	Dauphin
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3. The statute by or under which it was incorporated: Corporation Act of 1874

4. The date of its incorporation: 12/16/1905
(MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: 11/04/2024 at 12:01 A.M.
Date (MM/DD/YYYY) Hour (if any)

BS717-6784 11/01/2024 10:57 AM Received by Pennsylvania Department of State

PA DEPT OF STATE

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6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

1 day of November, 2024.

Glatfelter Corporation

Name of Corporation



Signature

Jill L. Urey, VP, General Counsel & Compliance

Title

EXHIBIT A
ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GLATFELTER CORPORATION

Article I of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

“ARTICLE I

The name of the corporation is

MAGNERA CORPORATION”

Section I of Article V of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

“1. The aggregate number of shares which the corporation (hereinafter referred to as the “Company”) has authority to issue is 240,040,000 shares divided into two classes consisting of (a) 40,000 shares of Preferred Stock of the par value of \$50 each; and (b) 240,000,000 shares of Common Stock of the par value of \$0.01 each.

Upon the effective time (the “Effective Time”) of the Articles of Amendment effecting the adoption of the authorized capital set forth in the immediately preceding sentence, each thirteen (13) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without further action on the part of the Company or any holder thereof, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of Common Stock of the par value of \$0.01 per share, subject to the treatment of fractional share interests as described below. The reclassification of the Common Stock pursuant to the Articles of Amendment will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing Common Stock prior to such reclassification shall represent the number of shares of Common Stock into which such Common Stock prior to such reclassification shall have been reclassified pursuant to the Articles of Amendment. No fractional shares shall be issued upon the effectiveness of the Articles of Amendment and, in lieu thereof, the corporation’s transfer agent shall aggregate all fractional shares and sell them as soon as practicable after the Effective Time at the then-prevailing prices on the open market, on behalf of those shareholders who would otherwise be entitled to receive a fractional share, and after the transfer agent’s completion of such sale, shareholders shall receive a cash payment from the transfer agent in an amount equal to their respective pro rata shares of the total net proceeds of that sale.

Any or all classes and series of shares, or any part thereof, may be represented by certificates or may be uncertificated shares, provided, however, that any shares represented by a certificate that are issued and outstanding shall continue to be represented thereby until the certificate is surrendered to the Company. The rights and obligations of the holders of shares represented by certificates and the rights and obligations of the holders of uncertificated shares of the same class and series shall be identical.”

Except as set forth in these Articles of Amendment, the Amended and Restated Articles of Incorporation remain in full force and effect.

[Remainder of Page Intentionally Blank]

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