

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING OF THE COMPANY META ESTATE TRUST S.A. NO. []/26.11.2025**

The Ordinary General Meeting of Shareholders (“EGMS” or “Meeting”) of **META ESTATE TRUST S.A.**, a company established and operating under Romanian law, registered with the Trade Register under no. J2021004004401, CUI 43859039, with its registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th floor (hereinafter referred to as the “**Company**”),

Considering the following:

- A. The notice of the EGMS published in the Official Gazette, Part IV no.2025, and in Bursa newspaper edition dated 22.10.2025,
- B. The provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented, of the Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, of the Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented,
- C. The meeting is legally and statutorily convened on 26.11.2025, at 11:00, within the first call, in Bucharest, Sector 1, Str. Munții Tatra, no. 4-10, et. 4, by the presence of shareholders holding a number of [] shares with voting rights, representing []% of the total voting rights,

DECIDED

- 1. Approves/rejects the election of the meeting secretary, in the person of Ms./Mr. [].

This item is adopted with [] votes, representing []% of the total votes held by shareholders present or represented.

No. of votes cast: total = [] votes, of which: [] votes "for"; [] votes "against"; [] "abstentions"; [] votes "not cast".

- 2. Approves/rejects the reduction of the share capital by the amount of RON 16,864,417.64, respectively by decreasing the nominal value of all shares issued by the Company (for the avoidance of doubt, both Class A ordinary shares and Class B preferred shares with preferential dividend and without voting rights) from RON 1 per share to a nominal value of RON 0.86 per share. The share capital reduction is carried out to partially cover the accumulated losses generated by the buyback and cancellation of the Company's preferred shares (following the preferred share buyback process initiated in 2024 and completed in 2025), in the total amount of RON 17,509,237.

This item is adopted with [] votes, representing []% of the total votes held by shareholders present or represented.

No. of votes cast: total = [] votes, of which: [] votes "for"; [] votes "against"; [] "abstentions"; [] votes "not cast".

- 3. Approves/rejects pursuant to the approval of item 2 on the Agenda, the reduction of the Company's share capital from RON 120,460,126 to RON 103,595,708.36, whereby the updated structure of the share capital will be as follows:

The share capital of the Company amounts to a total of RON 103,595,708.36, fully subscribed and paid-in.

The share capital is divided into 120,460,126 registered shares, each having a nominal value of RON 0.86 and a total nominal value of RON 103,595,708.36, split into two distinct classes of shares, as follows:

Class A – Ordinary Shares: *consisting of a total number of 118,937,504 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 102,286,253.44, representing 98.7360% of the Company's issued, subscribed, and paid-in share capital and 100% of the voting rights in the Company.*

Class B – Preferred Shares: *consisting of a total number of 1,522,622 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 1,309,454.92, representing 1.2640% of the Company's issued, subscribed, and paid-in share capital and carrying no voting rights.*

This item is adopted with ☐ votes, representing ☐% of the total votes held by shareholders present or represented.

No. of votes cast: total = ☐ votes, of which: ☐ votes "for"; ☐ votes "against"; ☐ "abstentions"; ☐ votes "not cast".

4. Approves/rejects the amendment of the following articles of the Company's Articles of Association".

Article 4.1. shall read as follows:

"The share capital of the Company amounts to a total of RON 103,595,708.36, fully subscribed and paid-in. The share capital is divided into 120,460,126 registered shares, each having a nominal value of RON 0.86 and a total nominal value of RON 103,595,708.36, split into two distinct classes of shares, as follows:

Class A – Ordinary Shares: consisting of a total number of 118,937,504 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 102,286,253.44, representing 98.7360% of the Company's issued, subscribed, and paid-in share capital and 100% of the voting rights in the Company.

Class B – Preferred Shares: consisting of a total number of 1,522,622 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 1,309,454.92, representing 1.2640% of the Company's issued, subscribed, and paid-in share capital and carrying no voting rights."

Article 5.4.1: "The shareholders undertake to cause the Company to issue preferred shares with *preferential dividend and without voting rights* ("**Preferred Shares**") under the conditions provided by Law 31/1990 and in accordance with the following terms:

- a) *The Preferred Shares shall have the same nominal value as the ordinary shares, namely RON 0.86;*
- b) *The Preferred Shares shall at no time represent more than 25 (twenty-five)% of the share capital;*
- c) *The Preferred Shares grant their holders the right to a preferential dividend amounting to 38 (thirty-eight)% of the nominal value of the share of RON 0.86, namely a dividend of RON 0.3268 per share ("Preferential Dividend"). The total annual amount of Preferential Dividends to which the holders of Preferred Shares are entitled shall be capped at a maximum of 33% of the annual distributable profit determined in accordance with Law 31/1990, throughout the entire lifespan of the Preferred Shares. The capping mechanism of the total annual Preferential Dividends, as set out above, shall in no event result in the carry-forward to subsequent financial years of any difference between the total amount of annual Preferential Dividends that would have been payable to the holders of Preferred Shares at the rate of RON 0.3268 per share and the total amount of Preferential Dividends actually paid as a result of the 33% cap applied to the total distributable net profit determined in accordance with Law 31/1990.*
- d) *The holders of Preferred Shares shall be entitled to receive the Preferential Dividend from the Company each year, provided that the Company records a net profit in accordance with Law 31/1990;*

- e) *The holders of Preferred Shares shall be entitled to receive the Preferential Dividend with priority, before any other payment except for the Company's statutory payment obligations, and prior to the payment of dividends to the holders of ordinary shares;*
- f) *The holders of Preferred Shares shall enjoy all other rights provided under Law 31/1990, including but not limited to the right to attend General Meetings and the right to vote only in the event that the Company fails to pay the Preferential Dividends;*
- g) *The Preferred Shares are equal among themselves, granting their holders the right to the same Preferential Dividend per share and the same associated rights;*
- h) *Payment of the Preferential Dividend shall commence in 2023 (for the 2022 financial year) and shall be made through the allocation of ordinary shares in lieu of the amounts owed as Preferential Dividend. The allocation of Ordinary Shares against the Preferential Dividend shall be carried out through a share capital increase addressed to all shareholders of the Company, who shall have the possibility to maintain their stake in the share capital by participating in the respective capital increase."*

This item is adopted with ☐ votes, representing ☐% of the total votes held by shareholders present or represented.

No. of votes cast: total = ☐ votes, of which: ☐ votes "for"; ☐ votes "against"; ☐ "abstentions"; ☐ votes "not cast".

5. Approves/rejects a share buyback program for Class A shares (ordinary shares) of the Company, through transactions carried out by the Board of Directors with the holders of Class A shares, in accordance with the applicable legislation, under a buyback program (the "Buyback Program"), with the following features:
- a) the maximum number of shares subject to the Buyback Program is 12,000,000 Class A – Ordinary Shares, with the total value to be determined by multiplying the number of repurchased shares by the nominal value per share;
 - b) the duration of the Buyback Program shall be a maximum of 18 months starting from the date of publication of the EGMS resolution in the Official Gazette of Romania;
 - c) the price at which the transactions will be executed shall not be lower than RON 0.1 per share and shall not exceed RON 1.2 per share;
 - d) the buyback shall be carried out through the methods provided by law, with the Board of Directors being empowered to select the buyback method;
 - e) the purpose of the Buyback Program is to stabilize the trading price of the Company's shares by reducing the current gap between the accounting value and the market trading value of the Company's shares;
 - f) the Buyback Program is intended to reduce the Company's share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of Company Law no. 31/1990, republished, with subsequent amendments and supplements; and
 - g) implementation of the Buyback Program shall be carried out using the Company's own funds.

This item is adopted with ☐ votes, representing ☐% of the total votes held by shareholders present or represented.

No. of votes cast: total = ☐ votes, of which: ☐ votes "for"; ☐ votes "against"; ☐ "abstentions"; ☐ votes "not cast".

6. Approves/rejects the mandate granted to the Board of Directors to undertake and fulfil any actions necessary, useful, and/or appropriate in connection with the share buyback, namely the Buyback Program, including:
- a) drafting, publishing, and implementing the Buyback Program;

- b) issuing any decisions and performing all acts and legal steps necessary, useful, and/or appropriate for the implementation of the resolutions to be adopted by the EGMS regarding the Buyback Program, including, without limitation, negotiating, approving, and signing any documents related to the Buyback Program, as well as selecting any alternative buyback methods; and
- c) approving any contracts related to or in connection with the Buyback Program, or any other arrangements, commitments, certificates, statements, registers, notifications, addenda, and any other acts and documents required; performing any formalities; and authorizing and/or executing any other actions necessary to give full effect to the Buyback Program, as well as empowering representatives of the Company to sign any such documents, fulfil any such formalities, and carry out any such actions.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

No. of votes cast: total = votes, of which: votes "for"; votes "against"; "abstentions"; votes "not cast".

7. Approves/rejects the empowerment of the Chairman of the Board of Directors and the secretary of the meeting to jointly sign the decisions of the EGMS.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

No. of votes cast: total = votes, of which: votes "for"; votes "against"; "abstentions"; votes "not cast".

8. Approves/rejects the empowerment of Mr. Bogdan Gramanschi, in his capacity as Chief Financial Officer of Meta Estate Trust S.A., to carry out all necessary formalities and procedures for the implementation of the resolutions adopted and to sign all necessary documents in relation with the competent Trade Registry Office, the Official Gazette (following publication of this resolution in the Official Gazette and after the expiry of the opposition period regarding the share capital reduction), the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, and any other relevant institutions. Mr. Bogdan Gramanschi is also authorized to delegate, in turn, the power to perform publicity and registration formalities to another person or to a lawyer.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

No. of votes cast: total = votes, of which: votes "for"; votes "against"; "abstentions"; votes "not cast".

9. Approves/rejects the date of 15 December 2025 as the "Record Date" for identifying the shareholders entitled to benefit from the effects of the EGMS resolutions, in accordance with the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

No. of votes cast: total = votes, of which: votes "for"; votes "against"; "abstentions"; votes "not cast".

- 10.** Approves/rejects the date of 12 December 2025 as the “Ex-Date”, in accordance with the provisions of Article 187 point 11, correlated with Article 2 paragraph (2) letter (l) of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, issued by the Financial Supervisory Authority.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

No. of votes cast: total = votes, of which: votes "for"; votes "against"; "abstentions"; votes "not cast".

This is the will of the Extraordinary General Meeting of Shareholders of the Company, expressed by the valid vote in the meeting legally convened and held on 26.11.2025, for which reason this resolution is adopted and signed.

Chairman of the Shareholders' Meeting

Secretary

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