

**SPECIAL POWER OF ATTORNEY FOR THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS OF META ESTATE TRUST S.A.
called on 26.11.2025/27.11.2025**

The undersigned citizen....., born on, in the city of, domiciled in, identified with ID/ID/Passport series number..... issued by..... on..... valid until....., personal identification number,

or

The undersigned, Romanian legal entity, with registered office in registered with the Trade Register Office under no., Fiscal registration no., legally represented by, in the capacity of,

Shareholder on the reference date, namely **14.11.2025**, of the company Meta Estate Trust S.A. (the "**Company**"), a company established and operating under Romanian law, registered with the Trade Register Office attached to the Bucharest Court under no. J2021004004401, CUI 43859039, with headquarters in Bucharest, District 1, 4-10 Munții Tatra St., 4th floor,

holder of a number of ordinary, registered, dematerialized shares, issued by the Company, which confer the right to a number of voting rights in the Extraordinary General Meeting of Shareholders, representing% of the total voting rights, hereby appoint and constitute as special proxy for the following:

....., citizen, born on in the city of, domiciled in, identified with ID/ID/Passport series number issued by on valid until, personal identification number

or

..... legal entity, with registered office in, registered with the Trade Register Office under no., Fiscal registration no., legally represented by, in the capacity of,

in the capacity of conventional representative of the shareholder of the Company.based on the general/special power of attorney/declaration on one's own responsibility no., dated, ("the **Proxy**"),

to represent me in the **Extraordinary General Meeting of Shareholders of Meta Estate Trust S.A.**, which will take place on **26.11.2025, starting at 11:00** or on **27.11.2024, starting at 11:00** (in case the quorum is not met at the first convening notice) at the address in Bucharest, District 1, 4-10 Munții Tatra St., 4th floor, as well as to participate in the debates and exercise the voting right related to my holdings on the reference date of **14.11.2025**, on all items on the agenda, as follows:

1. Election of the meeting secretary from among the candidates proposed by the shareholders present at the EGMS.

IN FAVOUR	AGAINST	ABSTENTION

2. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

3. Following item 2 on the agenda, approval of 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.*

IN FAVOUR	AGAINST	ABSTENTION

4. The approval of 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:

- The Preferred Shares shall have the same nominal value as the ordinary shares, namely RON 0.86;*
- 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.”*

IN FAVOUR	AGAINST	ABSTENTION

5. Approval of the 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.

IN FAVOUR	AGAINST	ABSTENTION

6. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

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

IN FAVOUR	AGAINST	ABSTENTION

8. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

9. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

10. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

We attach to this power of attorney a copy of the valid identity document (e.g. identity card/passport in the case of natural persons, respectively in the case of legal persons/entities without legal personality, identity card/passport of the legal representative).

This power of attorney is valid only for the EGMS for which it was requested, and the representative is obliged to vote in accordance with the instructions formulated by the shareholder who appointed him, under penalty of the vote being annulled.

Drawn up in 3 original copies, having the same legal force, one for the undersigned, one for the representative and the third to be registered with the Company by **24.11.2025, 11.00 a.m., under the sanction of losing the right to vote in the EGMS.**

Notes:

- 1. Please indicate your vote by checking with an „X” one of the boxes corresponding to „IN FAVOUR”, „AGAINST” or „ABSTENTION”. If more than one box is checked with an "X" or none at all, the respective vote is considered null/not having been exercised.*
- 2. Please fill in this ballot in its entirety.*
- 3. If the shareholder submits successively more than one special power of attorney, the Company shall consider that the special power of attorney with the most recent date revokes all previously transmitted special powers of attorney.*

Date...../...../.....

Name of Shareholder,

.....

[last and first name of natural person shareholder, or of the legal representative of the legal person shareholder]

Signature _____