

To:
Bucharest Stock Exchange
Romanian Financial Supervisory Authority

Current report 60/2023

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report:	26.09.2023
Name of the Company:	Meta Estate Trust S.A.
Registered office:	4-10 Muntii Tatra Street, 4th Floor, District 1, Bucharest, Romania
E-mail:	investors@meta-estate.ro
Phone number/ fax:	+40 372 934 455
Website:	www.metaestate.ro
Trade Registry No.:	J40/4004/2021
Fiscal code:	43859039
Subscribed and paid share capital:	RON 87,035,241
Total number of shares:	87,035,241 shares, out of which 75,785,265 class "A" ordinary shares and 11,249,976 Class "B" preferred shares
Symbol:	MET
Market where securities are traded:	MTS AeRO Premium

Important events to report: Resolutions of the Extraordinary General Meeting of the Shareholders dated 25/26 September 2023

The management of Meta Estate Trust S.A. (hereinafter referred to as the "**Company**") informs the shareholders and the market that the Extraordinary General Meeting of the Company's Shareholders (the "**EGMS**") took place on 25 September 2023. The EGMS was chaired by Mr. Teodor Cristian Cartianu, as permanent representative of Meta Management Team S.R.L., Chairman of the Board of Directors. The legal and statutory quorum requirements have been met with respect to 27 of the 28 items on the agenda.

Since the quorum requirement of 95% of the Company's total voting rights was not met at the first convening with respect to item 24 on the EGMS agenda, a second EGMS was held on 26 September 2023, under the conditions set out in the EGMS convening notice. As the applicable quorum requirement was not met at this second meeting either, item 24 on the EGMS agenda was not approved.

The resolutions adopted by the EGMS are attached to this current report.

Teodor-Cristian Cartianu
Permanent Representative of the Chairman of the Board of Directors

Meta Estate Trust S.A.

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**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
META ESTATE TRUST S.A.
NO. 1/25.09.2023**

The Extraordinary General Meeting of Shareholders ("**EGMS**" or "**Meeting**") of **META ESTATE TRUST SA**, a company established and operating under Romanian law, registered with the Trade Register under no. J40/4004/2021, Fiscal Identification Code 43859039, with registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, (hereinafter referred to as the "**Company**"),

Considering the following;

- The convening notice of the EGMS published in the Official Gazette, Part IV no. 3786 dated 24 August 2023 and in Bursa Newspaper no. 155 dated 24 August 2023, as well as the supplemented convening notice of the EGMS published in the Official Gazette, Part IV no. 4100 dated 14 September 2023 and in Bursa Newspaper no. 170 dated 14 September 2023;
- The provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented ("**Companies Law**"),

Legally and statutorily convened on 25.09.2023, at 9:00AM, first convening, in 4-10 Munții Tatra Street, 4th floor, District 1, Bucharest, in the presence of shareholders holding a number of 61,652,841 voting shares, representing 81.3520% of the total voting rights, following the deliberations on the items on the agenda, the present shareholders approved the following resolutions, which were duly registered in the minutes of the meeting:

RESOLUTION NO. 1

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 37.2601% (22,417,884 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 62.7399% (37,748,038 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,176,244 abstentions and 310,675 votes which were not expressed):

Rejects:

The amendment of the management agreement entered into on 22 March 2021 between the Company and Meta Management S.R.L., as amended through addendum no. 1 dated 30 September 2021 and addendum no. 2 dated 22 March 2022, respectively, in accordance with the information memorandum.

RESOLUTION NO. 2

This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 3

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 55.7443% (31,639,326 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 44.2557% (25,118,680 votes) of the votes



of the shareholders present, represented or who voted by mail (there are 4,519,735 abstentions and 375,100 votes which were not expressed):

Approves:

The increase of the share capital with the amount of up to RON 6,456,495, by issuance of a number of up to 6,456,495 new ordinary, nominative and dematerialised shares with a nominal value of RON 1 per share (the "New Shares"), by incorporating reserves (excluding the legal reserves) (the "Share Capital Increase"), as well as the approval of a price of RON 1 per share for the settlement of the shares fractions resulting from the implementation of the specific algorithm set out below and rounding of the number of New Shares to be issued, in accordance with the legal provisions in force, as follows:

- a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their shareholdings in the share capital of the Company; within the Share Capital Increase; as a result, each shareholder registered on the registration date, shall receive free of charge, for every 100 shares held New Shares determined with the following formula: $100 \times (6,456,495 / 87,035,241)$;
- b) If the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be allotted to such shareholder will be rounded down to the next lower natural number;
- c) The settlement price of the shares fractions resulting from the implementation of the algorithm set out at letter a) above and rounding of the results according to letter b) above, set in accordance with the applicable legal provisions shall be RON 1 per share; and
- d) Pursuant to the Share Capital Increase, the share capital of the Company will amount to up to RON 93,491,736, fully subscribed and paid up by the shareholders, divided into a number of up to 93,491,736 registered, dematerialized shares with a nominal value of RON 1/share.

RESOLUTION NO. 4

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 90.4379% (46,103,060 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 9.5621% (4,874,542 votes) of the votes of the shareholders present, represented or who voted by mail (there are 7,869,728 abstentions and 2,805,511 votes which were not expressed):

Approves:

The authorization of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the Share Capital Increase, including in connection with the following matters:

- a) confirmation of the final amount of the Share Capital Increase;
- b) ensuring the listing of the New Shares on the alternative trading system operated by the Bucharest Stock Exchange, amending the Articles of Association to reflect the new share capital of the Company following the completion of the Share Capital Increase;
- c) approving and executing any documents in connection with the Share Capital Increase, including any certificates, statements, registers, notices, addenda and any other acts and documents that are necessary in order to complete any formalities and authorizing and/or executing any other actions that are necessary in order to give full effect to the Share Capital Increase; and



- d) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A. etc.) in order to register the Share Capital Increase.

RESOLUTION NO. 5

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 92.8805% (44,291,493 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 7.1195% (3,395,031 votes) of the votes of the shareholders present, represented or who voted by mail (there are 13,741,217 abstentions and 225,100 votes which were not expressed):

Approves:

The amendment of the definition of "Shareholder/ Shareholders" in Article 1.1 of the Articles of Association, which will be read as follows:

"Shareholder(s) means any shareholder(s) of the Company, irrespectively of their interest in the share capital."

RESOLUTION NO. 6

This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda.

RESOLUTION NO. 7

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 92.0594% (43,640,603 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 7.9406% (3,764,223 votes) of the votes of the shareholders present, represented or who voted by mail (there are 14,022,915 abstentions and 225,100 votes which were not expressed):

Approves:

The deletion of the definition of "Subsequent Investors or Shareholders" from Article 1.1 of the Articles of Association.

RESOLUTION NO. 8

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 90.5175% (44,593,973 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 9.4825% (4,671,606 votes) of the votes of the shareholders present, represented or who voted by mail (there are 12,162,162 abstentions and 225,100 votes which were not expressed):

Approves:

The amendment of Article 2.7 of the Articles of Association, which will be read as follows:

"The company is set up for an undetermined term."

RESOLUTION NO. 9

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders



representing 92.5034% (37,929,885 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 7.4966% (3,073,904 votes) of the votes of the shareholders present, represented or who voted by mail (there are 19,495,377 abstentions and 1,153,675 votes which were not expressed):

Approves:

The deletion of Article 5.3 of the Articles of Association.

RESOLUTION NO. 10

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 87.9668% (37,622,885 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 12.0332% (5,146,544 votes) of the votes of the shareholders present, represented or who voted by mail (there are 18,572,737 abstentions and 310,675 votes which were not expressed):

Approves:

The amendment of Article 5.4.3 of the Articles of Association, which will be read as follows:

"The Proposal for Share Issuance and Increase of Capital („IoC Proposal") shall be submitted either by (i) the Board of Directors or (ii) any Shareholder or group of Shareholders owning, individually or jointly, no less than 5(five)% of the share capital of the Company. Any IoC Proposal shall be forwarded in writing. As a minimum, each IoC Proposal must provide the following information: the amount proposed for the increase of capital („IoC") and the type of Shares to be issued. In case of an IoC Proposal made by the Board of Directors, it shall indicate, as the case may be, the number of preferential rights for the subscription of a new share in the IoC, and the IoC Proposal must be accompanied by information and documents showing: the destination of the funds to be obtained by the Company following the IoC (such as: purchasing new assets, opening new lines of business, new projects, etc.), the timeline of projects proposed for financing via an Increase of Capital, the reasons behind the urgency (if any), the anticipated rate of return on such new projects, the other financing options available and their cost (such as the lending bank's cost), any relevant macroeconomic indicators, and any relevant market data."

RESOLUTION NO. 11

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 35.1541% (18,018,462 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 64.8459% (33,237,234 votes) of the votes of the shareholders present, represented or who voted by mail (there are 8,872,045 abstentions and 1,525,100 votes which were not expressed):

Rejects:

The deletion of Article 5.4.4 of the Articles of Association, subject to the approval by the EGMS of item 7 on the agenda.

RESOLUTION NO. 12

This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 13

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This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 14

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RESOLUTION NO. 15

This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 16

This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 17

This item on the agenda is not subject to voting, as it has no object following the rejection of item 1 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 18

In the presence of shareholders representing 70.8366% (61,652,841 shares) of the share capital and 81.3520% (61,652,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 53.8456% (24,577,006 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 46.1544% (21,066,488 votes) of the votes of the shareholders present, represented or who voted by mail (there are 15,784,247 abstentions and 225,100 votes which were not expressed):

Approves:

The amendment of Article 7.6 of the Constitution, which shall be read as follows:

"OGMS resolutions on distribution of dividends (irrespective of their kind) in cash shall be adopted by Shareholders representing at least 80 (eighty)% of the voting rights in the Company. This disposition shall apply for a period of 5 (five) years from the admission to trading of the common stock issued by the Company."

RESOLUTION NO. 19

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 46.3286% (22,747,301 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 53.6714% (26,352,578 votes) of the votes of the shareholders present, represented or who voted by mail (there are 12,327,862 abstentions and 100 votes which were not expressed):

Rejects:

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The increase of the Company's share capital with the amount of RON 10,213,926, from the current value of the share capital of RON 87,035,241 RON up to RON 97,249,167, in the following conditions:

- The share capital increase shall be fulfilled by issuance of a number of 10,213,926 new Class A, dematerialized ordinary shares, with a nominal value of RON 1 share;
- The share capital increase will be carried out by incorporating reserves in the amount of RON 10,213,926, and the newly issued Class A shares will be allocated free of charge to all shareholders of the Company, both to shareholders holding ordinary shares registered in the registry of shareholders kept by the Central Depository S.A. on 08.11.2023 set by the EGMS as the registration date, and to the shareholders holding preference shares with priority dividend without voting rights, evidenced in the registry of shareholders kept by the Board of Directors of the Company on 17.05.2023;
- The allotment of newly issued Class A ordinary shares will be made in the proportion of 1 newly issued ordinary free share for every 8.325419 shares held on the registration date/reference date (including preference shares). If the application of the ratio of 1/8.325419 results in the allotment of a number of shares which is not a whole number, the number of newly issued free shares to be received by the shareholder will be calculated by rounding down to the nearest whole number. The Company will compensate the shareholders for the resulting fractions through the Central Depository S.A. The amount to be compensated by the Company shall be obtained by multiplying the fraction to ten decimal places by the compensation price and then rounding the result of the multiplication to two decimal places. The compensation price has been determined in accordance with Art. 176 of Reg. 5/2018 and art. 91 paragraph (5) of Law 24/2017 and is 1 leu/share.

Thus, as a result of the capital increase, the new share capital structure in the Articles of Association is modified. Thus, Article 4.1 shall read as follows:

4.1 The Company's subscribed and fully paid-in share capital totals RON 97,249,167. The share capital is divided into 97,249,167 registered shares, each with a nominal value of RON 1 and a total nominal value of RON 97,249,167, belonging into two distinct classes of shares, as follows:

Class A - Class of ordinary shares: comprising a total number of 85,999,191 shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 85,999,191, representing a total of 88.4318% of the issued, subscribed and paid-up share capital of the Company and 100% of the voting rights in the Company.

Class B - Class of Preference Shares: comprising a total number of 11,249,976 shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 11,249,976, representing 11.5682% of the issued, subscribed and paid-up share capital of the Company, and having no voting rights attached.

(Item introduced on the agenda at the request of the group of shareholders consisting of CERTROM S.R.L., CERT MASTER STANDARD S.R.L., GLOBAL SERVICE PROIECT S.R.L., CORNELIU CIUREA and MIRCEA OANCEA)

RESOLUTION NO. 20

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 41.7521% (21,044,262 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 58.2479% (29,358,678 votes) of the votes of the shareholders present, represented or who voted by mail (there are 11,024,801 abstentions and 100 votes which were not expressed):

Rejects:

The authorization of the Company to buyback a maximum of 11,249,976 Class B preference shares under the following conditions:

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- The shares subject to buyback are exclusively the preference shares issued by the Company, representing 11,249,976 Class B shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 11,249,976;
- The duration of the buyback programme will be until 31.03.2024 at the latest;
- The purpose of the share buyback is to cancel the repurchased shares and to correspondingly decrease the Company's share capital, in accordance with the provisions of art. 104 and 207 para. 1, letter c) of the Companies Law;
- With the application of the provisions of art. 104 of the Companies Law, the package of own shares to be repurchased by the Company shall represent up to 12.9258% of the share capital of the Company;
- The gross redemption price shall be set by the Board of Directors within the range of minimum 2.5 RON/share and maximum 3.2 RON per share and shall be paid on the redemption date. Any taxes and duties related to the capital gain resulting from the payment of this price will be paid in accordance with the legal provisions in force;
- The redemption will be made in a single stage, with the shares being redeemed exclusively from the shareholders mentioned above on the basis of the request of the shareholders holding preference shares;
- The treasury shares repurchased by the Company do not entitle the holder to dividends during the period in which they are held by the Company and the voting rights conferred by these shares will be suspended during the period in which they are held by the Company and until they are cancelled.

(Item introduced on the agenda at the request of the group of shareholders consisting of CERTROM S.R.L., CERT MASTER STANDARD S.R.L., GLOBAL SERVICE PROIECT S.R.L., CORNELIU CIUREA and MIRCEA OANCEA)

RESOLUTION NO. 21

This item on the agenda is not subject to voting, as it has no object following the rejection of item 20 on the agenda. The votes already cast by the shareholders are kept by the Company in its archives, for information purposes.

RESOLUTION NO. 22

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 57.7178% (32,896,647 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 42.2822% (24,099,018 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,901,503 abstentions and 2,530,673 votes which were not expressed):

Approves:

The amendment of the last 4 paragraphs of art. 6.11.3. of the Articles of Association, as follows:

Current form: *"6.11.3. The BoD shall have the following core powers that cannot be vested in Officers:*

.....

- *To approve any transaction, such as the sale or purchase of fixed assets, the acquisition of third-party services for more than EUR 10 million and up to EUR 50 million;*
- *To conclude, terminate, suspend, not exercise the rights or not fulfil the obligations arising from any contract entered into by the Company, with an impact exceeding EUR 10 million per transaction and up to EUR 50 million;*

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- To authorise any action or omission to do anything which may have an impact on the Company higher than EUR 10 million (ten million EUR), but less than EUR 50 million per transaction. For anything that goes beyond this threshold, the decision shall exclusively fall with the Extraordinary General Meeting of Shareholders;
- To approve the attraction of any bank funding up to EUR 10 million maximum (or its RON equivalent)."

Proposed form: "6.11.3. The BoD shall have the following core powers that cannot be vested in Officers:

-
- To approve any transaction, such as the sale or purchase of fixed assets, the acquisition of third-party services for more than EUR 500,000 and up to EUR 4 million;
 - To conclude, terminate, suspend, not exercise the rights or not fulfil the obligations arising from any contract entered into by the Company, with an impact exceeding EUR 500,000 per transaction and up to EUR 4 million;
 - To authorise any action or omission to do anything which may have an impact on the Company higher than EUR 500,000, but less than EUR 4 million per transaction. For anything that goes beyond this threshold, the decision shall exclusively fall with the Extraordinary General Meeting of Shareholders;
 - To approve the attraction of any bank funding up to EUR 4 million maximum (or its RON equivalent)."

(Item introduced on the agenda at the request of the group of shareholders consisting of CERTROM S.R.L., CERT MASTER STANDARD S.R.L., GLOBAL SERVICE PROIECT S.R.L., CORNELIU CIUREA and MIRCEA OANCEA)

RESOLUTION NO. 23

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 57.9446% (33,518,627 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 42.0554% (24,327,334 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,819,271 abstentions and 1,762,609 votes which were not expressed):

Approves:

The amendment of art. 7.3.14 of the Articles of Association, as follows:

Current form: "7.3.14. To decide on selling all or a substantial part of the Company's assets or portion of the Company's business, whose impact exceeds 50% of the Company's assets or EUR 50 million (or its RON equivalent on the transaction date)."

Proposed form: "7.3.14. To decide on any transaction individually or cumulatively with the same group of companies with an impact greater than 20% of the company's assets or EUR 4 million (or RON equivalent at the date of the transaction)".

(Item introduced on the agenda at the request of the group of shareholders consisting of CERTROM S.R.L., CERT MASTER STANDARD S.R.L., GLOBAL SERVICE PROIECT S.R.L., CORNELIU CIUREA and MIRCEA OANCEA)

RESOLUTION NO. 24

For this item on the agenda the quorum requirement is 95% of the total voting rights of the Company.

The secretaries certify a quorum of 81.0551% (61,427,841 voting rights) of the total voting rights for this item on the agenda.



If the quorum requirement is not met at the first call, a second EGMS meeting will be held on 26.09.2023, under the conditions set out in the convening notice of this EGMS, during which this item on the agenda will be debated.

RESOLUTION NO. 25

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 42.8009% (22,436,018 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 57.1991% (29,983,441 votes) of the votes of the shareholders present, represented or who voted by mail (there are 3,189,999 abstentions and 5,818,383 votes which were not expressed):

Rejects:

The minimum requirements for persons who hold or will hold executive management positions in the Company to avoid conflicts of interest, respectively:

- i. Experience of minimum 3 years in similar positions in companies operating or having operated on the Capital Market;
- ii. Not have any criminal/tax record;
- iii. Not to be related in any way by a degree between 1-3 to any member of the Board of Directors or their shareholders.

(Item introduced on the agenda at the request of the group of shareholders consisting of CERTROM S.R.L., CERT MASTER STANDARD S.R.L., GLOBAL SERVICE PROIECT S.R.L., CORNELIU CIUREA and MIRCEA OANCEA)

RESOLUTION NO. 26

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 52.3508% (23,410,298 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 47.6492% (21,307,871 votes) of the votes of the shareholders present, represented or who voted by mail (there are 15,347,063 abstentions and 1,362,609 votes which were not expressed):

Approves:

The acquisition by Meta Estate Trust SA of the shares issued by Meta Management Team SRL, at a price representing 200% for each year of ownership of the initial investment made by the shareholders of Meta Management Team SRL. Thus, the final purchase price will be calculated according to the formula: initial investment x 2 x number of years since the acquisition of the shares in Meta Management Team SRL.

At the same time, it is approved to empower any two members of the Board of Directors of the Company to sign the agreements for the transfer of shares between the Company and Meta Management Team SRL.

The purpose of this acquisition is to optimise the management costs of Meta Estate Trust SA in the context of developments in the real estate market characterised by uncertainty, the slowdown in demand for the residential segment of the market amid rising borrowing costs and the contraction of the national economy as a whole.

(Item introduced on the agenda at the request of the group of shareholders consisting of CERTROM S.R.L., CERT MASTER STANDARD S.R.L., GLOBAL SERVICE PROIECT S.R.L., CORNELIU CIUREA and MIRCEA OANCEA)

RESOLUTION NO. 27

Meta Estate Trust S.A.

4-10 Muntii Tatra St., 4th Floor, Bucharest, Romania
Trade Register no.: J40/4004/2021; Sole Registration Code: 43859039
Social paid-up capital: RON 87,035,241
Phone no.: +40 372 93 44 55 | office@meta-estate.ro | metaestate.ro



In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.2431% (45,861,273 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.7569% (820,137 votes) of the votes of the shareholders present, represented or who voted by mail (there are 13,523,832 abstentions and 1,222,599 votes which were not expressed):

Approves:

Setting the date of:

- 8 November 2023 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- 7 November 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018;
- 6 November 2023 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation 5/2018;
- 9 November 2023 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation 5/2018; and
- 24 November 2023 as the date of payment calculated in accordance with the provisions of art. 178 para. (1) of Regulation No 5/2018 for the payment of the settlement price of the shares fractions resulting from the implementation of the specific algorithm of the Share Capital Increase.

RESOLUTION NO. 28

In the presence of shareholders representing 70.5781% (61,427,841 shares) of the share capital and 81.0551% (61,427,841 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 93.4978% (42,261,499 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 6.5022% (2,939,012 votes) of the votes of the shareholders present, represented or who voted by mail (there are 15,532,092 abstentions and 695,238 votes which were not expressed):

Approves:

The empowerment of Mr. Teodor Cristian Cartianu, as permanent representative of the Chairman of the Board of Directors of the Company and/or the managers of the Company, with the possibility to sub-delegate, in the name and on behalf of the Company, with full power and authority, the signature of any of them being binding and enforceable against the Company, to sign any documents, including the resolution of the EGMS, the Articles of Association of the Company, to submit, to request the publication of the resolution in the Official Gazette of Romania Part IV, to collect any documents, to carry out any formalities required before the Trade Registry Office, as well as before any other authority, public institutions, legal entities or individuals, as well as to carry out any operations, in order to carry out and ensure the enforceability of the resolutions to be adopted by the EGMS.



This resolution was drafted and executed in the name and on behalf of the shareholders, today, 25 September 2023, in 2 original copies, by the chairman of the meeting, Meta Management Team S.R.L., represented by Teodor Cristian Cartianu as permanent representative, and the secretaries of the meeting, Mr Cosmin Alexandru Mizof and Mr Eugen Gheorghe Voicu.

Chairman of the meeting

Meta Management Team S.R.L.

Represented by: Teodor Cristian Cartianu

Capacity: reprezentant permanent

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Secretary

Cosmin Alexandru Mizof

.....

Secretary

Eugen Gheorghe Voicu

.....

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