**SPECIAL POWER OF ATTORNEY FOR THE**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

**META ESTATE TRUST S.A.**

**summoned for 25/26.04.2024**

**for agenda matters no. 1, 2, 3, 4, 5, 6, 8, 9, 12, 13, 14, 15 and 16**

The undersigned ................................................., citizen ............................, born on .........................., in ................., domiciled in .............................................................................., identified with identity card/passport series ...... no. ................. issued by ............................... on ......................, valid until ........................, personal identification number ...................................,

or

The undersigned ................................., Romanian legal entity ................................, with registered office in .................................................................................., registered with the Trade Registry under no. ......................................., unique registration code ......................, legally represented by ..........................., in his/her capacity as ................................,

Shareholder on the reference date, *i.e.,* 16.04.2024, of Meta Estate Trust S.A. (“**Company**”), a company incorporated and operating under Romanian law, registered with the Trade Register under no. J40/4004/2021, unique registration code 43859039, headquartered in Bucharest, 1st District, 4-10 Munții Tatra Street, 4th floor,

holding a number of ................... ordinary, nominative, dematerialized shares issued by the Company, conferring the right to a number of ................ voting rights at the Extraordinary General Meeting of Shareholders, representing ...........% of the total voting rights, hereby appoint and authorize the following person to act as my empowered representative with respect to the following:

................................................., citizen ............................, born on .........................., in ................., domiciled in .............................................................................., identified with identity card/passport series ...... no. ................. issued by ............................... on ......................, valid until ........................, personal identification number ...................................,

or

................................., legal entity ................................, with registered office in .................................................................................., registered with the Trade Registry under no. ......................................., unique registration code ......................, legally represented by ..........................., in his/her capacity as ................................,

to represent me in the **Ordinary General Meeting of the Shareholder of** **Meta Estate Trust S.A.**, that will take place on **25.04.2024, starting with 14:00** or on **26.04.2024, starting at 10:00** (in case the quorum is not met at the first summonsTop of Form

), at the address in Bucharest, 1st District, 4-10 Munții Tatra Street, 4th floor, and to participate in debates and exercise the voting rights related to the shares I hold as of the reference date, with respect to all the matters on the agenda, as follows:

1. Election of the secretary of the meeting from the proposal of the present shareholders at the OGMS.

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| IN FAVOUR | AGAINST | ABSTENTION |
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1. Approval of the annual financial statements for the financial year 2023, drafted in accordance with the applicable legislation, supported by the Financial Auditor’s Report and the Board of Directors’ Report for the year 2023.

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1. Approval of the Board of Directors’ Report for the year 2023.

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1. Approval of the Financial Auditor’s Report for the year 2023.

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1. Approval of the Annual Report for 2023 prepared in accordance with FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations, as amended and supplemented.

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1. Approval of the income and expenditure budget of the Company for the financial year 2024.

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1. Approval of the extension of the Company’s financial auditor’s mandate, namely Mazars Romania S.R.L., headquartered in 4B and 2-4 Ing. George Constantinescu Street, room 2, 5th floor, 2nd District, Bucharest, registered with the Trade Registry under no. J40/756/1995, unique registration code 6970597, represented by Mr. Andrian Vasile for an additional period ending on 31.05.2025, and authorization of the executive directors to conclude the audit agreement, in accordance with the above.

*Not to be completed, the vote is secret. The Special Power of Attorney**Form for matters no. 7, 10 and 11 on the agenda will be used.*

1. Approval of distribution of the Company’s net profit for the year 2023, in the amount of RON 9,474,284.58, as follows: the amount of RON 541,680.59 represents the legal reserve, and the amount of RON 8,932,603.99 will remain undistributed profit at the Company’s disposal.

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1. In the event of the rejection of the matter no. 8 mentioned above, approval of the allocation of the distributable net profit of the Company achieved in 2023, in the total amount of RON 9,474,284.58, as follows:
	1. Distribution of RON 541,680.59 as legal reserve,
	2. Distribution of the total gross dividend in the amount of RON 2.947.759,32, relating to preferred shares (class B shares), as per art. 5.4.1. lit. c) of the Company’s Articles of Association, representing 33% of the annual distributable profit for the year 2023, to the shareholders holding preferred shares with priority dividend, proportionally to their shareholding in the class of preferred shares (class B). Approval of fixing a gross dividend per share of RON 0,26202. According to art. 5.4.1. lit. h) of the Company’s Articles of Association, the priority dividend is paid by free ordinary shares allocation. Allocations will be made as a result of the share capital increase operation.
	3. The amount of RON 5,984,844.67, part of the distributable net profit, shall remain at the disposal of the Company.

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1. Approval of the liability discharge of the Company’s directors for the period 01.01.2023-31.12.2023.
2. Discharge of liability of director Mircea Oancea;
3. Discharge of liability of director Alexandru-Mihai Bonea;
4. Discharge of liability of director Cagils Invest S.R.L.;
5. Discharge of liability of director Adivi Estate S.R.L.;
6. Discharge of liability of director LCL Grup S.R.L.;
7. Discharge of liability of director Meta Management Team S.R.L.

*Not to be completed, the vote is secret. The Special Power of Attorney Form for matters no. 7, 10 and 11 on the agenda will be used.*

1. Approval to initiate action against the director Meta Management Team S.R.L for the damages caused to the Company due to non-fulfilment/improper fulfilment of its obligations as director, in accordance with Article 155 of Companies Law no. 31/1990, republished, as amended and supplemented and empowering the Chairman of the Board of Directors, Cert Master Standard S.R.L., through Laurențiu Mihai Dinu, to exercise the power to initiate legal actions.

*Not to be completed, the vote is secret. The Special Power of Attorney Form for matters no. 7, 10 and 11 on the agenda will be used.*

1. Approval of the date of 06.08.2024, as the “Record Date” for shareholders identification, in accordance with the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented.

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1. Approval of the date of 05.08.2024, as the “Ex-date” in accordance with the provisions of Article 187 point 11 of Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented.

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1. Approval of the date of 21.08.2024, as the “Payment Date” in accordance with the provisions of Article 87 paragraph 2 of Law no. 24/2017 (R) regarding issuers of financial instruments and market operations, as amended and supplemented, Article 2 paragraph 2 letter h) and Article 178 of Regulation no. 5/2018 regarding issuers of financial instruments and market operations, as amended and supplemented.

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1. Approval of empowering the Chairman of the Board of the Directors and the secretary of the meeting to jointly sign the OGMS resolutions.

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1. Approval of empowering Mr. Alexandru-Mihai Bonea, in his capacity as General Manager of Meta Estate Trust S.A., to complete all formalities and procedures required for the adopted resolutions implementation and to sign all necessary documents in relation to the competent Trade Registry, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and any other institutions. Additionally, Mr. Alexandru-Mihai Bonea may delegate, in turn, the responsibility of fulfilling the publicity and registration formalities to another individual or to an attorney.

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

This power of attorney is valid only for the OGMS it was requested for, and the empowered representative is bound to vote as instructed by the shareholder who appointed him/her, under penalty of vote cancellation.

Prepared in 3 original copies, each having the same legal force, one for the undersigned, one for the representative, and the third to be registered with the Company until **23.04.2024, at 14:00.**

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 form 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** **……./……./........**

**Shareholder’s name**,

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

**Signature** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_