**SPECIAL POWER OF ATTORNEY FOR THE**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

**META ESTATE TRUST S.A.**

**summoned for 25/26.04.2024**

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 **Extraordinary General Meeting of the Shareholder of** **Meta Estate Trust S.A.**, that will take place on **25.04.2024, starting with 16:30** or on **26.04.2024, starting at 12:00** (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 EGMS.

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1. Approval of share capital increase by an amount up to 11,432,603 RON (“**Share Capital Increase**”), by issuing a number up to 11,432,603 of new ordinary, nominal, and dematerialized shares, with an issuance price equal to the nominal value of RON 1 per share and a total nominal value up to 11,432,603 (“**New Shares**”). The Share Capital Increase shall be carried out as follows:
2. The first component of the Share Capital Increase = Bonus Issue (BONU): a total number of 8,932,603 shares from the New Shares will be issued by incorporating the Company’s reserves from the net profit for the year 2023 remaining at the disposal of the Company, and will be distributed among the shareholders of the Company as follows:
3. According to Article 5.4.1. letter h) of the Company’s Articles of Association, a number of 2,947,759 shares from the New Shares issued in accordance with point 2.1. above, will be allocated to shareholders holding preferred shares (Class B shares) *pro rata* to their holdings of total shares held within Class B. The allocation algorithm for the New Shares shareholders holding preferred shares is as follows: each shareholder holding preferred shares registered on the Record Date will receive, free of charge, for every 100 shares held, a number of New Shares calculated according to the formula 100x(2,947,759/11,249,976).
4. A number of 5,984,844 shares of New Shares issued in accordance with point 2.1. above will be allocated to shareholders holding ordinary shares (Class A shares) in accordance with the following algorithm: each shareholder holding ordinary shares registered on the Record Date will receive free of charge, for every 100 shares held, a number of New Shares calculated according to the formula 100x(5,984,844/82,241,760).
5. If the number of shares to which a shareholder would be entitled under the Share Capital Increase pursuant to a) and b) above is not a natural number, the number of shares that will actually be allocated to that shareholder will be rounded down to the next lower natural number.
6. The price for the compensation of fractions of shares resulting from the application of the algorithm shown in points a) and b) above and the rounding of the results according to c) above, determined in accordance with the applicable legal provisions, shall be RON 1 per share.
7. The second component of the Share Capital Increase = Cash Contribution: In addition to the component described at point 2.1. above, in accordance with Article 173 paragraph (3) of Regulation no. 5/2018 regarding issuers of financial instruments and market operations, as amended and supplemented, and Article 5.4.1 lit. h) of the Company’s Articles of Association, in order to grant shareholders holding ordinary shares the opportunity to maintain their participation in the Company’s share capital unchanged on the Record Date, it is approved to increase the share capital by a number up to 2,500,000 of shares from the New Shares that can be subscribed by any of the shareholders holding ordinary shares through a cash contribution, *pro rata* to their holdings of total shares held within Class A on the Record Date. The subscription price will be equal to the nominal value of one share, namely 1 RON/New Share. The subscription period will be one month from the date to be set out in the proportionate offer prospectus to be published in accordance with the law, in respect of this Share Capital Increase (“**Proportional Prospectus**”). Payment by subscribing shareholders for the newly issued shares will be made within a maximum period of 48 hours from the subscription date, under the conditions set forth in the Proportional Prospectus. The Proportional Prospectus will establish the detailed conditions applicable to the subscription by subscribing shareholders. Any shares remaining unsubscribed will be annulled.

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1. In case of rejection of matter no. 2 above, approval of the share capital increase by an amount up to RON 11,196,782 (“**Share Capital Increase**”), by issuing a number up to 11,196,782 of new ordinary, registered and dematerialized shares, having an issuance price equal to a nominal value of RON 1 per share and a total nominal value up to RON 11,196,782 (“**New Shares**”). The Share Capital Increase shall be carried out as follows:
2. First component of the Share Capital Increase = Bonus Issue (BONU): a total number of 5,984,844 shares of New Shares will be issued by incorporating the Company’s reserves remaining at the disposal of the Company

and will be distributed among the shareholders of the Company holding ordinary shares (class A shares) in accordance with the following algorithm: each shareholder holding ordinary shares registered on the Record Date will receive free of charge, for every 100 shares held, a number of New Shares calculated according to the formula 100x(5,984,844/82,241,760).

If the number of shares to which a shareholder would be entitled under the Share Capital Increase pursuant to point 3.1. above is not a natural number, the number of shares that will actually be allocated to that shareholder will be rounded down to the next lower natural number.

The price for the compensation of fractions of shares resulting from the application of the algorithm shown in points a) and b) above and the rounding of the results according to c) above, determined in accordance with the applicable legal provisions, shall be RON 1 per share.

1. Second component of the Share Capital Increase = Cash contribution and compensation of debts: A total number up to 5,211,938 of New Shares shall be issued and offered to shareholders for subscription and may be released by compensation of debts or cash contribution as follows:
2. according to Article 5.4.1. lit. h) of the Company’s Articles of Association, a number up to 2,711,938 shares from the New Shares will be offered to subscription to holders of preferred shares (Class B shares) by compensating the value of the New Shares with certain, liquid, and due debts related to the amounts distributed as dividends to the shareholders holding preferred shares within the Ordinary General Meeting of Shareholders Resolution, and shall be distributed among them *pro rata* to their holdings, out of the total number of shares held within class B. The allocation algorithm of the New Shares to shareholders holding preferred shares is as follows: each shareholder holding preferred shares registered on the Record Date will be able to subscribe, for every 100 shares held, a number of New Shares calculated according to the formula 100x(2,711,938/11,249,976).
3. Additionally, in accordance with Article 173 paragraph (3) of Regulation no. 5/2shareholders,g the issuers of financial instruments and market operations, as amended and supplemented, and Article 5.4.1 letter h) of the Company’s Articles of Association, in order to grant the shareholders the possibility to maintain unchanged their holdings in the Company’s share capital as of the Record Date, a number up to 2,500,000 of shares of the New Shares may be subscribed by any of the shareholders holding ordinary shares by cash contribution, *pro rata* to their holdings within Class A shares. The subscription price shall be equal to the nominal value of one share, namely RON 1/New Share.
4. The subscription period according to points a) and b) above will be one month from the date to be established in the proportional offer prospectus to be published in accordance with the law, regarding this Increase of Share Capital (“**Proportional Prospectus**”).
5. Payment by subscribing shareholders for the newly issued shares according to point b) above will be made within a maximum period of 48 hours from the subscription date, under the conditions set forth in the Proportional Prospectus.
6. The Proportional Prospectus will establish the detailed conditions applicable to the subscription by subscribing shareholders.
7. Any remaining unsubscribed shares will be annulled.

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1. Approval of empowering the Board of Directors to adopt any decision and perform any act or deed and any formalities that may be necessary, useful, or recommendable for the Share Capital Increase implementation approved by the resolution of the EGMS adopted under point 2 or 3 above, as the case may be, including with respect to the following matters:
2. the Share Capital Implementation, including the ascertaining and validation of the subscription results within the Share Capital Increase after the subscription period expires, as well as establishing all conditions of the Proportional Prospectus, in accordance with the law, the conclusion, registration and operation of the Share Capital Increase, the annulment of the unsubscribed New Shares, as well as the amendment of the Company's Articles of Association, the drafting and signing of all documents and the fulfilment of any formalities for the implementation and registration of the Share Capital Increase with the competent authorities;

Top of Form

1. ensuring the listing on the alternative trading system operated by the Bucharest Stock Exchange of the New Shares;
2. approval and execution of any documents related to the Share Capital Increase, including any certificates, statements, registers, notifications, additional documents, and any other documents necessary to fulfil any formalities, and authorizing and/or executing any other actions necessary to give full effect to the Share Capital Increase; and
3. representation of the Company before any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central, *etc*.) for Share Capital Increase registration.

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1. Approval of a share buy-back program for the repurchase of the Company’s Class A shares (ordinary shares), through transactions performed by the Board of Directors with holders of Class A shares, in accordance with the applicable law, under a share buy-back program (“**Buy-Back Program**”), having the following features:
2. the maximum number of shares subject to the Buy-Back Program is 10.000.000 Class A shares – ordinary shares, each with a nominal value of RON 1 and a total nominal value of RON 10.000.000;
3. the maximum duration of the Buy-Back Program will be 18 months from the date of publication of the OGMS resolution in the Official Gazette of Romania;
4. the price at which the transactions will be performed may not be below RON 0.1/share and may not be more than 85% of the unit book value of a share of the Company, valued on a quarterly basis;
5. the purpose of the Buy-Back Program is to balance the trading price of the Company’s shares, by reducing the current gap between the book value and the trading value of the Company’s shares;
6. the Buy-Back Program aims to reduce the Company’s share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of Companies Law no. 31/1990, republished, as amended and supplemented; and
7. the implementation of the Buy-Back Program will be done from its own sources.

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1. Approval of the mandate of the Board of Directors to perform and fulfil any necessary, useful, and/or appropriate actions regarding the Buy-Back Program, including:
2. to draft, publish, and implement the Buy-Back Program;
3. to issue any resolution and perform all legal acts and deeds necessary and useful, and/or opportune for the implementation of the resolutions to be adopted by the EGMS regarding the Buy-Back Program, including, but not limited to negotiating, approving, and executing any documents related to the Buy-Back Program; andTop of Form
4. approving any agreements relating to or in connection with the Buy-Back Program or any other arrangements, undertakings, certificates, declarations, registers, notices, additional documents and any other necessary documents, completing any formalities and authorising and/or performing any other actions necessary to give full effect to the Buy-Back Program and empowering the Company’s representatives to execute any such documents, complete any such formalities and perform any such actions.

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1. Approval of the date of 06.08.2024, as the “Record Date” for the shareholder identification, in accordance with the provisions of Article 87 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, 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 regarding the issuers of financial instruments and market operations, as amended and supplemented, issued by the Financial Supervisory Authority.

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1. Approval of the date of 07.08.2024 as the date of payment, in accordance with the provisions of Art. 2 para. (2) letter (h) and Article 178 of Regulation no. 5/2018.

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1. Approval of the date of 21.08.2024 as the payment date for the payment of the price at which the fractions of shares resulting from the application of the algorithm specific to the Share Capital Increase, made in accordance with point 2.1. letter d) or point 3.1.

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1. Approval of empowering the Chairman of the Board of Directors and the secretary of the meeting to jointly sign the EGMS resolution.

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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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1. Approval of a program of issuance of non-convertible bonds by the Company (whether secured or unsecured, in certificated or dematerialized form, whether to be listed on any stock exchange or not and/or denominated in RON, EUR, any other currency or any combination of the above) with a minimum aggregate nominal value of EUR 200,000 and a maximum aggregate nominal value of EUR 5,000,000 or the equivalent thereof in any other currency, with a minimum maturity of 1 year and a maximum maturity of up to 5 years, with an interest rate between 8% and 12% (“**Bonds**”), in one or more issues and/or tranches (whether with the same and/or different characteristics, including in respect of the form of the Bonds, the nominal amount, the interest rate and/or the maturity date). The nominal amount of a Bond may not be less than RON 2.5 or the equivalent thereof in any other currency. The Bonds will be placed pursuant to: (i) one or more public offer(s) to the public and/or to certain qualified and/or professional investors and/or pursuant to any other exemption from the publication of a prospectus in connection with the issue of such Bonds; and/or (ii) one or more private placements to investors through an offer and/or offers to qualified investors and/or to less than 150 natural or legal persons other than qualified investors in a Member State, subject to the provisions of law. The above approval is valid in relation to the Bonds with the above maximum maturity up to the maximum aggregate nominal amount of EUR 5,000,000 or the equivalent thereof in any other currency, irrespective of whether the issue of such Bonds will be completed within one or more calendar years.

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1. Approval of the issuance and/or establishment by the Company of any security interests and/or any mortgages in connection with the Bonds, including, without limitation, personal guarantees or guarantees over property of the Company or by any other type of guarantee issued for the purposes of the foregoing.

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1. Approval of the authorization and empowerment of the Board of Directors, with the possibility of sub-delegating such authorization and empowerment to any person as it deems necessary and/or appropriate, as the case may be:
2. to pass any resolution and to do all such legal acts and things as may be necessary, useful and/or expedient to carry out the resolutions to be passed by the EGMS of the Company in accordance with the above paragraphs, including, without limitation, the negotiation and determination and approval of the following in relation to each issue or tranche of Bonds: (i) the type and amount of the issue or tranche, as applicable; (ii) the price of the Bonds; and (iii) any other terms and conditions of the Bonds, including, without limitation, to the form of the Bonds, maturity, early repurchase, interest, taxes and fees, guarantees and/or mortgages issued and/or instituted in connection with the issuance of the Bonds and, if applicable, the prospectus prepared in connection with the issuance of the Bonds; and (iv) the intermediaries for the issuance and sale of the Bonds, as applicable,
3. negotiate, approve and sign any contracts and/or arrangements relating to the Bonds and/or pursuant to which the Bonds are issued, sold and/or admitted to trading on a stock exchange, guarantee agreements, underwriting agreements, offering documents, any underwriting, sale, agency, trust, advisory agreements, certificates, statements, registers, notices, addenda and any other necessary documents and instruments, carry out any formalities and authorize and/or execute any other actions necessary to give full effect to the issue of the Bonds and/or the offer in connection therewith and the sale thereof and/or the related guarantees (as the case may be) and to negotiate, approve and execute any other documents and carry out any other transactions and/or formalities which are necessary or expedient to implement and give full effect to the aforesaid and the issue of the Bonds,
4. to decide whether the Bonds or any issue and/or tranche thereof shall be listed on any stock exchange and, if applicable, to negotiate, approve and sign any documents and carry out any transactions and/or formalities which are necessary in connection with the admission of the Bonds to trading on such stock exchange (including, if applicable, the negotiation and approval of the prospectus prepared in connection with the admission of such Bonds to trading on such stock exchange),
5. to negotiate, approve and sign any contracts and/or arrangements relating to the above operations and to carry out any actions and/or formalities that are necessary in connection with these operations,
6. to represent the Company before any competent authorities and institutions, with the possibility of delegating this power to any other natural or legal person, (including but not limited to the Official Gazette of Romania, the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central, etc.) to register and carry out any operations regarding the issue of Bonds.

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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 EGMS 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 16:30.**

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**,

………………………………………………………..

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

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