

## Background note for

### EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF META ESTATE TRUST S.A.

Meta Estate Trust S.A., company established and operating under Romanian law, registered with the Trade Register under no. J40/4004/2021, CUI 43859039, with registered office in Bucharest, Sector 1, Str. Munții Tatra, no. 4-10, et. 4, hereinafter referred to as the "Company", through the Chairman of the Board of Directors,

With regards to the convening of the Extraordinary General Shareholders Meeting ("EGSM") for 25.04.2024, at 16:30, at the Company's registered office in Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4, at which the shareholders registered in the Register of Shareholders kept by the Central Depository at the end of 16.04.2024, set as the Reference Date, for the first call, and on 26.04.2024 starting at 12:00 noon, at the same place, with the same agenda for all shareholders registered in the Register of Shareholders at the same Reference Date, for the second call, are entitled to attend and vote,

This document serves to inform and justify the items on the AGEA agenda as follows:

#### **With regards to EGSM point no. 2 on Agenda:**

Approval of the increase of the share capital by up to RON 11,432,603 ("Share Capital Increase", "SCM"), through the issuance of up to 11,432,603 new ordinary, registered and dematerialized shares, with an issue price equal to the nominal value of RON 1 per share and a total nominal value of up to RON 11,432,603. This increase will be carried out in 2 steps, namely:

Step 1: Increase the share capital by a total of 8,932,603 shares to be issued by incorporating the Company's reserves from the net profit for 2023 remaining available to the Company.

The first important point refers to the net profit realized by the Company and the proposal for its distribution (9,474,284.58 RON). In this respect and according to the Articles of Association, the company provides for a mechanism of profit distribution in shares. The most efficient way to achieve this is through an increase in share capital (MCS) by incorporating the financial result, issuing bonus shares at par value and distributing them in the form of bonus shares. In this way, both the company and its shareholders can benefit together from the profit made (the company increases its share capital by this amount and the shareholders receive bonus shares).

The second important point relates to the current capital structure. At the moment MET's share capital is composed of 82,241,760 class A (ordinary) shares and 11,249,976 class B (preference)



shares. The preference shares were allocated at the company's establishment to shareholders who subscribed in the initial capital increases and private placements in order to remunerate them additionally for the initial risk they took by investing in a young company. In this regard they have a priority right to the financial result obtained by the company (up to 0.38 RON/share but not more than 33% of the total profit). With regards to the distribution of free shares, in the proposed MCS will be done in an asymmetric way where preference shares will receive 26 ordinary shares per 100 preference shares held (0.26/share) and ordinary shares will receive 7.2 ordinary shares per 100 ordinary shares held (0.073/share).

Step 2: In addition to the component described in Step 1. above, in accordance with Art. 173 para. (3) of Regulation No. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented, and Art. 5.4.1 letter h) of the Company's Articles of Association, in order to grant the possibility to shareholders holding ordinary shares to keep their shareholding stakes in the share capital of the Company unchanged as of the Record Date, the increase of the share capital by up to 2. 500,000 shares which may be subscribed for by any of the shareholders holding ordinary shares by way of cash contribution pro rata to their holdings of the total number of shares held in Class A on the Record Date.

This agenda item will be carried out in accordance with the approval of the allocation of the Company's net profit of RON 9,474,284.58 for the constitution of the Company's legal reserves in the amount of RON 541,680.59, and retained profit in the amount of RON 8,932,603.99 (as presented for approval in the Notice of the Ordinary General Meeting of Shareholders dated 25.04.2024, item no. 8).

#### **With regards to EGSM point no. 2 on Agenda:**

If item 2 described above is not approved by the shareholders, it is proposed to approve the increase of the share capital by up to RON 11,196,782 ("Share Capital Increase") by issuing up to 11,196,782 new ordinary, registered and dematerialized shares with an issue price equal to the nominal value of RON 1 per share and a total nominal value of up to RON 11,196,782.

The proposed mechanism is similar to the one described in point 2 above, except that for the asymmetric distribution of shares, for the gross dividend of RON 2,947,759.32 on preference shares, a number of 2,711,938 shares will be allocated to be offered for subscription to the holders of preference shares (class B shares) by offsetting the value of the New Shares against the certain, liquid and payable claims relating to the amounts distributed by way of dividends to the shareholders holding preference shares.

This agenda item will be carried out in accordance with the approval of the allocation of the Company's net profit of RON 9,474,284.58 for the constitution of the Company's legal reserves in the amount of RON 541,680.59, distribution of total gross dividend in the amount of RON



2,947,759.32 and retained profit in the amount of RON 5,984,844.67 (as presented for approval in the Notice of the Ordinary General Meeting of Shareholders of 25.04.2024, item no. 9).

Board of Directors Chairman,

Cert Master Standard S.R.L

Represented by Dinu Laurențiu Mihai

