

*Translation from the Romanian language; Romanian version shall prevail*

**RESOLUTION OF THE  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
META ESTATE TRUST S.A. NO. 1/25.04.2024**

The Extraordinary General Meeting of Shareholders (“**EGMS**” or “**Meeting**”) of **META ESTATE TRUST S.A.**, a company incorporated and operating under Romanian Law, registered with the Trade Registry under no. J40/4004/2021, Unique Registration Code 43859039, headquartered in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, (hereinafter referred to as the “**Company**”),

Whereas:

- A. the summons for the EGMS published in the Official Gazette, Part IV-a no. 1468 of 25 March 2024 and the supplemented summons in the Official Gazette of Romania, Part IV, number 1840 of 12 April 2024,
- B. provisions of Companies Law no. 31/1990, republished, as amended, and supplemented, Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, as amended, and supplemented, Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, as amended, and supplemented,
- C. the Meeting is legal and statutory convened on 25.04.2024, at 16:30, at the first summons, in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor,

**DECIDED**

1. Approves the election of the secretary of the Meeting, namely Mr. Alexandru Voicu.

The present matter was adopted with 54,752,969 votes, representing 92.4356% of the total votes present and represented, 66.5756% of the total voting rights and 58.5645% of the share capital. No. shares for which valid votes were cast = 55,002,969 shares; No. of votes cast: total = 55,002,969 votes, of which: 54,752,969 votes “in favour”; 250,000 votes “against”; 0 “abstentions”; 4,230,677 votes “not cast”.

2. Approves the 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:

2.1. 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:

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- a) 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  $100 \times (2,947,759 / 11,249,976)$ .
  - b) 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  $100 \times (5,984,844 / 82,241,760)$ .
  - c) 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.
  - d) 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.
- 2.2. 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 RON 1/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.

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The Proportional Prospectus will establish the detailed conditions applicable to the subscription by subscribing shareholders. Any shares remaining unsubscribed will be annulled.

The present matter was adopted with 51,828,654 votes, representing 87.4987% of the total votes present and represented, 63.0199% of the total voting rights and 55.4366% of the share capital. No. shares for which valid votes were cast = 57,698,751 shares; No. of votes cast: total = 57,698,751 votes, of which: 51,828,654 votes “in favour”; 5,870,097 votes “against”; 11,188 “abstentions”; 1,523,707 votes “not cast”.

3. Considering the approval of point 2 above, this point remains without object.
4. Approves the 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:
  - a) 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;
  - b) ensuring the listing on the alternative trading system operated by the Bucharest Stock Exchange of the New Shares;
  - c) 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
  - d) 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.

The present matter was adopted with 56,316,054 votes, representing 94.9254% of the total votes present and represented, 68.4762% of the total voting rights and 60.2364% of the share capital. No. shares for which valid votes were cast = 57,098,360 shares; No. of votes cast: total = 57,098,360 votes, of which: 56,316,054 votes “in favour”; 782,306 votes “against”; 82,993 “abstentions”; 2,145,286 votes “not cast”.

5. Approves the 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

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accordance with the applicable law, under a share buy-back program (“**Buy-Back Program**”), having the following features:

- a) to 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;
- b) 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;
- c) 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;
- d) 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;
- e) 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
- f) the implementation of the Buy-Back Program will be done from its own sources.

The present matter was adopted with 54,613,848 votes, representing 91.8754% of the total votes present and represented, 66.4065% of the total voting rights and 58.4157% of the share capital. No. shares for which valid votes were cast = 57,399,936 shares; No. of votes cast: total = 57,399,936 votes, of which: 54,613,848 votes “in favour”; 2,786,088 votes “against”; 426,739 “abstentions”; 1,616,700 votes “not cast”.

6. Approves the mandate of the Board of Directors to perform and fulfil any necessary, useful, and/or appropriate actions regarding the Buy-Back Program, including:
  - a) to draft, publish, and implement the Buy-Back Program;
  - b) 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; and
  - c) 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.

The present matter was adopted with 52,142,855 votes, representing 87.7185% of the total votes present and represented, 63.4019% of the total voting rights and 55.7727% of the share capital. No. shares for which valid votes were cast = 54,692,505 shares; No. of votes cast: total = 54,692,505 votes, of which: 52,142,855 votes “in favour”; 2,549,650 votes “against”; 604,024 “abstentions”; 4,146,846 votes “not cast”.

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7. Approves 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.

The present matter was adopted with 54,708,354 votes, representing 92.0344% of the total votes present and represented, 66.5214% of the total voting rights and 58.5168% of the share capital. No. shares for which valid votes were cast = 54,958,354 shares; No. of votes cast: total = 54,958,354 votes, of which: 54,708,354 votes “in favour”; 250,000 votes “against”; 338,175 “abstentions”; 4,146,846 votes “not cast”.

8. Approves 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.

The present matter was adopted with 54,929,900 votes, representing 92.4071% of the total votes present and represented, 66.7908% of the total voting rights and 58.7537% of the share capital. No. shares for which valid votes were cast = 55,179,900 shares; No. of votes cast: total = 55,179,900 votes, of which: 54,929,900 votes “in favour”; 250,000 votes “against”; 116,736 “abstentions”; 4,146,739 votes “not cast”.

9. Approves 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.

The present matter was adopted with 54,929,793 votes, representing 92.4069% of the total votes present and represented, 66.7906% of the total voting rights and 58.7536% of the share capital. No. shares for which valid votes were cast = 55,179,793 shares; No. of votes cast: total = 55,179,793 votes, of which: 54,929,793 votes “in favour”; 250,000 votes “against”; 116,736 “abstentions”; 4,146,846 votes “not cast”.

10. Approves 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.

The present matter was adopted with 54,687,858 votes, representing 91.9999% of the total votes present and represented, 66.4965% of the total voting rights and 58.4949% of the share capital. No. shares for which valid votes were cast = 54,958,461 shares; No. of votes cast: total = 54,958,461 votes, of which: 54,687,858 votes “in favour”; 270,603 votes “against”; 338,175 “abstentions”; 4,146,739 votes “not cast”.

11. Approves the empowering the Chairman of the Board of Directors and the secretary of the meeting to jointly sign the EGMS resolution.

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The present matter was adopted with 54,312,855 votes, representing 91.3691% of the total votes present and represented, 66.0405% of the total voting rights and 58.0938% of the share capital. No. shares for which valid votes were cast = 54,562,855 shares; No. of votes cast: total = 54,562,855 votes, of which: 54,312,855 votes “in favour”; 250,000 votes “against”; 338,175 “abstentions”; 4,542,345 votes “not cast”.

12. Approves the 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.

The present matter was adopted with 54,516,289 votes, representing 91.7113% of the total votes present and represented, 66.2878% of the total voting rights and 58.3113% of the share capital. No. shares for which valid votes were cast = 55,179,793 shares; No. of votes cast: total = 55,179,793 votes, of which: 54,516,289 votes “in favour”; 663,504 votes “against”; 116,736 “abstentions”; 4,146,846 votes “not cast”.

13. Approves 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.

The present matter was adopted with 49,884,386 votes, representing 83.6700% of the total votes present and represented, 60.6558% of the total voting rights and 53.3570% of the share capital.

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No. shares for which valid votes were cast = 54,464,627 shares; No. of votes cast: total = 54,464,627 votes, of which: 49,884,386 votes “in favour”; 4,580,241 votes “against”; 892,175 “abstentions”; 4,263,582 votes “not cast”.

14. Approves 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.

The present matter was adopted with 49,454,403 votes, representing 82.9488% of the total votes present and represented, 60.1330% of the total voting rights and 52.8971% of the share capital.

No. shares for which valid votes were cast = 54,069,021 shares; No. of votes cast: total = 54,069,021 votes, of which: 49,454,403 votes “in favour”; 4,614,618 votes “against”; 892,175 “abstentions”; 4,659,188 votes “not cast”.

15. Approves 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:

- a) 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,
- b) 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,
- c) 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

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- prospectus prepared in connection with the admission of such Bonds to trading on such stock exchange),
- d) 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,
  - e) 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.

The present matter was adopted with 49,804,300 votes, representing 83.5357% of the total votes present and represented, 60.5584% of the total voting rights and 53.2713% of the share capital. No. shares for which valid votes were cast = 54,203,827 shares; No. of votes cast: total = 54,203,827 votes, of which: 49,804,300 votes “in favour”; 4,399,527 votes “against”; 757,369 “abstentions”; 4,659,188 votes “not cast”.

This is the will of the Extraordinary General Meeting of Shareholders of the Company, expressed by a valid vote at the legally convened meeting held on 25.04.2024, and therefore the present resolution is adopted and signed.

Chairman of the Meeting  
Cert Master Standard S.R.L.  
By Mr. Laurențiu Mihai Dinu

Secretary  
Alexandru Voicu

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