

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

**To: Bucharest Stock Exchange**  
**Financial Supervisory Authority**

**Current report 16/12.04.2024**

Prepared in accordance with Law no. 24/2017 on issuers of financial instruments and market operations (republished), as amended and supplemented and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented and/or the Bucharest Stock Exchange Code for the Multilateral Trading System.

Report Date:	12.04.2024
Name of issuing entity:	Meta Estate Trust S.A.
Headquarters:	Bucharest, 1 <sup>st</sup> District, 4-10 Munții Tatra Street, 4 <sup>th</sup> floor
E-mail:	<a href="mailto:investors@meta-estate.ro">investors@meta-estate.ro</a>
Phone number/ fax:	+40 372 934 455
Website:	<a href="http://www.metaestate.ro">www.metaestate.ro</a>
Registration number:	J40/4004/2021
Unique identification code	43859039
Subscribed and paid-up share capital	RON 93,491,736
Number of shares	93,491,736 shares, of which 82,241,760 ordinary class “A” shares and 11,249,976 preference class “B” shares
Simbol	MET
Trading market	SMT AeRO Premium

**Important events to report:** Supplement to the agenda of the the Extraordinary General Meeting of Shareholders convened for 25/26 April 2024

The management of Meta Estate Trust S.A. (“**Company**”) informs the shareholders and the market of the supplement to the agenda of the Extraordinary General Meeting of Shareholders of the Company (“**EGMS**”) convened for 25/26 April 2024, on behalf of a group of shareholders holding together more than 5% of the share capital of the Company. Thus, the newly introduced items are items 13, 14 and 15 of the supplemented summoning notice.

The supplemented EGMS summoning notice is attached to this current report.

Alexandru Bonea  
CEO

**Meta Estate Trust S.A.**

Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor  
Registration number: J40/4004/2021; unique registration code 43859039  
Subscribed and paid-up share capital: RON 93,491,736  
Tel: +40 372 93 44 55 | [office@meta-estate.ro](mailto:office@meta-estate.ro) | [metaestate.ro](http://metaestate.ro)



In accordance with the 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, and the Articles of Association,

The Board of Directors 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**”, by Chairman of Board of Directors, with regard to the request to supplement the agenda, pursuant to the provisions of Article 117<sup>1</sup> para. (3) of Law no. 31/1990, Article 92 para. (6) of Law no. 24/2017 on issuers of financial instruments and market operations and Article 7 para. 4 of C.N.V.M. Regulation no. 6/2009, the Company

### SUPPLEMENTS THE AGENDA OF

The Extraordinary General Meeting of Shareholders (“**EGMS**”) convened for **25.04.2024**, at 16:30, at the Company’s headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, at which the shareholders registered in the Shareholders’ Registry kept by the Depozitarul Central S.A. at the end of 16.04.2024, established as the **Reference Date**, are entitled to participate and vote.

In the event that the required quorum is not met on the mentioned date, under Article 118 of Law no. 31/1990, a second EGMS is summoned and scheduled for 26.04.2024, starting at 12:00, at the same location, with the same agenda for all shareholders registered in the Shareholders’ Registry on the same Reference Date.

#### **The supplemented agenda for the EGMS is as follows:**

1. Election of the secretary of the meeting from the proposals of the shareholders present at the EGMS.
2. 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:
  - 2.1. 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:
    - 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 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.

3. 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:

- 3.1. 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  $100 \times (5,984,844 / 82,241,760)$ .

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.



3.2. 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:

- a) 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  $100 \times (2,711,938 / 11,249,976)$ .
- b) Additionally, in accordance with Article 173 paragraph (3) of Regulation no. 5/2004 on 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.
- c) 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**").
- d) 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.
- e) The Proportional Prospectus will establish the detailed conditions applicable to the subscription by subscribing shareholders.
- f) Any remaining unsubscribed shares will be annulled.

4. 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:

- 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.
5. The 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:
- a) 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.
6. 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:
- 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.
7. 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.





8. 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.
9. 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.
10. 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.
11. Approval of empowering the Chairman of the Board of Directors and the secretary of the meeting to jointly sign the EGMS resolution.
12. 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.
13. 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.
14. 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.
15. 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:
  - 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 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.

One or more shareholders representing, individually or jointly, at least 5% of the Company's share capital have the right, within a maximum of 15 days from the summons publication date, *i.e.*, until 10.04 2024, at 18:00 to:

- introduce new matters on the EGMS agenda, provided that each proposed matter is accompanied by a justification, or a draft resolution proposed for adoption by the EGMS;
- present draft resolutions for the proposed matters to be included on the agenda of the EGMS.

Proposals regarding the introduction of new matters on the EGMS agenda, accompanied by a copy of the shareholder's valid identity document (for individuals: identity card/passport, for legal entities/entities without legal personality: identity card/passport of the legal representative), as well as a justification or a draft resolution proposed for approval by the EGMS, may be submitted as follows:

- in a sealed envelope (the handwritten document in original), by mail, courier services, or personally delivered to the Company's headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, clearly marked on the envelope: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024";
- by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the e-mail address: [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024".

If applicable, the Company will publish the updated agenda before the EGMS Reference Date, *i.e.*, by 12.04.2024.

The shareholders may exercise their right to ask questions regarding the matters on the EGMS agenda only accompanied by a copy of the shareholder's valid identity document (for individuals: identity card/passport, for legal entities/entities without legal personality: identity card/passport of the legal representative). Questions may be submitted in writing, if applicable, until 23.04.2024, 18:00, as follows:



- in a sealed envelope (the handwritten document in original), submitted in person, by mail or courier service, to the Company's headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, clearly marked on the envelope: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF 25/26.04.2024";
- by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the e-mail address: [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024".

The Company will publish the responses to the questions addressed under the conditions of this summons and applicable legal provisions on the Company's website: [www.metaestate.ro](http://www.metaestate.ro), and for the questions with the same content, a general response will be formulated. The Company's obligation to respond will be subject to the protection of confidentiality and the interests of the Company.

The shareholders registered at the Reference Date may exercise their right to attend and vote at the EGMS:

1. in person (by legal representatives in case of shareholders which are legal entities).
2. by a designated representative who has been granted a special or general power of attorney.
  - a) The general powers of attorney will be submitted, prior to their first use, in copy, mentioning its conformity to the original version under the representative signature, either in person or by mail/courier to the Company's headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor) in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024" or by e-mail with an extended electronic signature (at the email address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024"), so that they are received by the Company 48 hours before the EGMS date, *i.e.*, by 23.04.2024, at 16:30, failure to comply with the above will result in the loss of voting rights in the EGMS. Copies of the general powers of attorney will be retained by the Company, with a related mentioned in the minutes. The Shareholders may notify the appointment of the representative only in writing, either in person, by mail or courier services, or by electronic means (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024").

For the general power of attorney to be valid, the representative must be an intermediary (in accordance with the provisions of Article 2 para. 1 point 19 of Law no. 24/2017 (R)) or an attorney of the Company's shareholder. The representative must not be in a conflict of interest, in particular in one of the following cases:

- (i) is a majority shareholder of the Company or a person controlled by such shareholder;
- (ii) is a member of a management, executive, or supervisory body of the Company, of a majority shareholder of the Company or of a controlled person, as referred to in point (i) above;
- (iii) is an employee or auditor of the Company or of a controlling shareholder or controlled entity as referred to in point (i) above;
- (iv) is the spouse, relative or affinity up to and including the fourth degree of any of the individuals referred to at point (i) - (iii) above.





The general power of attorney signed by the Company's shareholder, including by attaching the extended electronic signature, if applicable, must be accompanied by an affidavit provided by the legal representative of the intermediary or the attorney who received the power of attorney stating: (i) that the shareholder has granted the power of attorney to the intermediary or attorney as client and (ii) that the general power of attorney is signed by the shareholder. This statement shall be submitted together with the general power of attorney, prior to its first use.

The Company does not impose a specific form for the general powers of attorney, and they are valid for a maximum period of 3 years, unless a longer term is specified. The person empowered by the shareholder cannot further delegate another person the right to vote at the EGMS, unless this prerogative has been expressly granted by the shareholder through the power of attorney. The empowered legal entity can designate any person who is part of its management or administrative bodies, or its employees, to exercise the mandate granted by the shareholder.

- b) The special power of attorney form will be available on the website [www.metaestate.ro](http://www.metaestate.ro) or at the Company's headquarters, in both Romanian and English languages. The special power of attorney must be presented in the form provided by the Company and must contain explicit voting instructions for each matter on the EGMS agenda. The special power of attorney is valid only for the EGMS for which it was granted. The special power of attorney shall be executed in three original copies (one for the Company's shareholder, one for the representative, and one for the Company).

The special power of attorney shall be submitted in original, either personally or by mail/courier to the Company's headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor) in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024" or by e-mail with an extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024"), so that it is received by the Company no later than 48 hours before the EGMS date, *i.e.*, by 23.04.2024, at 16:30, failure to comply with the above will result in the loss of voting rights in the EGMS. The special power of attorney shall be retained by the Company, with a related mention in the minutes.

The verification and validation of the special power of attorney will be conducted by secretary of EGMS.

In case the agenda is supplemented, the special powers of attorney will be updated accordingly and made available to the Company's shareholders, which can obtain the respective powers of attorney from the Company's headquarters or from the Company's website [www.metaestate.ro](http://www.metaestate.ro) starting from 12.04.2024.

3. By correspondence, using the correspondence voting form available on the Company's website [www.metaestate.ro](http://www.metaestate.ro) or at the Company's headquarters, both in Romanian and English languages. The correspondence voting form provided by the Company must contain specific instructions regarding the vote for each matter on the agenda. The correspondence voting form in Romanian or English language, completed and executed and accompanied by the shareholder's valid identification document, in copy (for individuals: identity card/passport, for legal entities/entities without legal personality: identity card/passport of the legal representative) shall be submitted in original, personally or by mail/courier to the Company's headquarters



(Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor) in a sealed envelope marked “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024” or by e-mail with extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024”), so that it is received by Company by the date and time of the EGMS, *i.e.*, by 25.04.2024, 16:30. The correspondence voting forms that are not received in the form and term stipulated in this summons will not be taken into account for determining the quorum of attendance and voting, as well as for vote counting at the EGMS.

The correspondence votes may be exercised by a Company’s shareholders representative only if the representative has been granted a special or general power of attorney, which is submitted to the Company within the period prescribed for the submission of general or special powers of attorney, or if the representative is a credit institution providing custody services, subject to Article 105 para. 11 of Law no. 24/2017 (R).

The verification and validation of the correspondence voting forms will be conducted by the secretary of EGMS.

In case the agenda is supplemented, the correspondence voting forms will be updated accordingly and made available to the Company’s shareholders, which can be obtained the respective correspondence form from the Company’s headquarters or from the Company’s website [www.metaestate.ro](http://www.metaestate.ro) starting from 12.04.2024.

If a shareholder expressed its vote by correspondence attends the EGMS in person or through a representative (provided that a special/general power of attorney has been transmitted in accordance with the conditions mentioned in this summons), the vote expressed by correspondence regarding that EGMS will remain valid only if the shareholder does not express another voting option personally or through a representative.

If the person representing the shareholder by personal attendance at the EGMS is different from the person who expressed the correspondence vote, for the validity of the vote, such person may submit to the EGMS a written revocation of the correspondence vote signed by the shareholder or by the representative who expressed the correspondence vote.

4. By representation of the shareholder by a credit institution providing custody services. When a shareholder is represented by a credit institution providing custody services, it will be able to vote at the EGMS based on the voting instructions received from the shareholder. In this situation, it is no longer necessary for the shareholder to prepare a general or special power of attorney. The credit institution must submit an affidavit in accordance with Article 207 of Regulation no. 5/2018, specifying: (i) the name of the shareholder on whose behalf the credit institution participates and votes at the EGMS, and (ii) that the credit institution provides custody services for the respective shareholder. This statement, signed by the legal representative of the credit institution, shall be submitted in original, personally or by mail/courier to the Company’s headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor), in a sealed envelope marked “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024” or by e-mail with extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024”), so that it is received by the Company 48 hours before the EGMS date, *i.e.*, by 23.04.2024, at 16:30, failing to comply with the above will result in losing the voting right at the EGMS.



5. By voting online using the “e-vote” system by accessing the link <https://met.evot.ro/login> from any internet connected device.

For identification purposes and online access to the EGMS, shareholders will provide the following information:

a. Individuals:

- Last name and first Name;
- Personal identification number (PIN);
- E-mail address;
- Copy of an identification document (identity card, passport, residence permit);\*
- Phone number (optional).

b. Legal entities:

- name of the legal entity;
- unique registration code (CUI);
- last name and first name of the legal representative;
- personal identification number (PIN) of the legal representative;
- E-mail address;
- Identity document of the legal representative (identity card, passport, residence permit);
- copy of the certificate of status (in Romanian certificat constatator) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal entity will be issued no later than 30 days before the Reference Date\*;
- Phone number (optional).

The documents and information materials regarding the EGMS agenda, the present summons, the draft resolutions, the total number of shares and voting rights at the date of the summons, as well as the special powers of attorney forms and correspondence voting forms, may be obtained by the shareholders from 25.03.2024 until the date set for the general meeting, at the Company’s headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, every working day, during office hours, from 09:00 to 18:00, and will be available on the Company’s website [www.metaestate.ro](http://www.metaestate.ro), Investor Relations section.

In the event that: (i) the individual shareholders have not registered their valid and updated identification data in Depozitarul Central S.A. system, they shall also submit a copy of their updated identity document (identity card/passport/residence permit, *etc.*); (ii) the legal representative of legal entity shareholder is not mentioned in the list of the Company’s shareholders as of the Reference Date received from the Depozitarul Central S.A., then it shall also present a document attesting to its status (proof issued by the Trade Registry or other similar authority in the state where the shareholder is registered). For dates different from the Reference Date, in order to prove the status of shareholder, it shall submit the following documents: (i) the account statement showing the status of shareholder and the number of shares held, (ii) documents proving the registration of the information on the legal representative with the Depozitarul Central S.A.

Any documents submitted in a foreign language, other than Romanian or English, must be accompanied by a translation into Romanian/English by an authorised translator.



The electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields.

*\*The files which can be uploaded can have one of the following extensions: .jpg, .pdf, .png. Shareholders may log in and vote whenever they wish within the timeframe designated for correspondence vote and/or live voting, with the last voting option being the registered one.*

At the date of the summons, the share capital of the Company is RON 93,491,736 and consists of 93,491,736 nominal, dematerialized shares with a nominal value of RON 1, each share conferring to one vote in the General Meeting of Shareholders of the Company.

All requests and any information regarding the summons and the EGMS conducts will be sent to, or obtained from, the Company's headquarters, by telephone +4021 589 73 29 or by e-mail [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), on working days between 09:00-18:00.

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

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