

To:
The Bucharest Stock Exchange
The Financial Supervisory Authority

Current Report 4/2023

Prepared in accordance with Law no. 24/2017 on issuers of financial instruments and market operations (republished) and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Code for the Multilateral Trading System.

Date of report:	27.02.2023
Name of the Company:	Meta Estate Trust S.A.
Registered office:	75-77 Buzesti Street, 9th floor, Office 13, District 1, Bucharest
E-mail:	investors@meta-estate.ro
Phone/fax:	021 589 7329
Website:	www.metaestate.ro
Trade Registry No.:	J40/4004/2021
Fiscal Code:	43859039
Subscribed and paid share capital:	RON 87.035.241
Total number of shares:	87,035,241 shares, of which 75,785,265 ordinary class "A" shares and 11,249,976 class "B" preferred shares
Symbol:	MET
Market where securities are traded:	SMT AeRO Premium

Important events to report: Convening of the Extraordinary General Meeting of Shareholders of Meta Estate Trust S.A. for March 30th 2023 (first calling) and March 31st 2023 (second calling)

The management of Meta Estate Trust S.A. (hereinafter referred to as "the Company") informs the market that the Board of Directors decided to convene the Extraordinary General Meeting of Shareholders (EGMS) of the Company for March 30th 2023 (first calling) and March 31st 2023 (second calling) respectively, should the attendance quorum for the first meeting not be met, with the agenda set out in the convening notice attached to this current report.

Oriol Casellas Deig
CEO

CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF META ESTATE TRUST SA

Persuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented as well as to the Articles of Association, The Chairman of the Board of Directors of Meta Estate Trust SA, a company established and operating according to the Romanian law, registered at the Trade Register under no. J40/4004/2021, having Sole Registration Code no. 43859039, with registered office in Bucharest, District 1, 75-77 Buzesti Street, 9th Floor, Office no. 13, hereinafter referred to as the "Company",

CONVENES

The Extraordinary General Meeting of Shareholders ("EGMS") to be held on March 30th 2023, at 17:00 hours, at the address from 75-77 Buzesti Street, 2nd Floor, District 1, Bucharest, to which the shareholders registered in the Shareholders Register kept by the Central Depository at the end of March 16th 2023, established as the **Reference Date**, have the right to attend and vote.

In the event the necessary quorum is not present on the aforementioned date, pursuant to Article 118 of Law 31/1990, republished, the second EGMS shall be convened and established for March 31st 2023, starting at 17:00 hours, at the same address, with the same agenda for all shareholders registered in the Shareholders Register on the same Reference Date.

The agenda for the EGMS is as follows:

1. For a period of 3 (three) years, the approval of the delegation to the Board of Directors of the Company, of the powers of the Extraordinary General Meeting of Shareholders regarding the resolution to increase the share capital of the Company, pursuant to the provisions of art.114 and 220[^]1 of the Companies Law and art. 86 of the Law no. 24/2017 on issuers of financial instruments and market operations, republished, through one or more issues of ordinary shares, with a value not exceeding half of the subscribed share capital, existing at the time of the resolution and authorization, i.e. with a maximum amount of RON 43,517,620.

In order to carry out the powers delegated to it with regard to the resolution to increase the share capital, the Board of Directors of the Company is authorized to define the characteristics of the operation of increasing the share capital and its implementation, including but not limited to:

- Establishing that the issue of new shares will be carried out either in a single stage whereby the newly issued shares will be offered for subscription only to the Company's shareholders, holders of pre-emptive rights, or will be carried out in two stages, in the first stage being offered for subscription to the shareholders holding pre-emptive rights and subsequently, for the remaining unsubscribed shares, offering them for subscription through the capital market as an offer to investors in the form of a "private placement";
- Subscription amount of the newly issued shares, subscription period and method of payment;
- Period, value of the pre-emptive rights and other details concerning the trading of the pre-emptive rights on the relevant market administered by the Bucharest Stock Exchange;
- Defining the procedure for carrying out the subscription operations by private investors of the shares issued through the capital market (direct transfer or through the Bucharest Stock Exchange trading system);

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- Cancellation of the shares remaining unsubscribed during the procedure of increasing the share capital of the Company;
- Amendment/updating of the Company's Articles of Association following the increase of the share capital;
- Appointment of the intermediary authorized by the Financial Supervisory Authority in order to carry out the operations of increase of the share capital of the Company and subscription of the share capital on the basis of the public offer prospectus offered through the respective authorized intermediary;
- Issuing any other decisions and/or documents necessary for the implementation of the share capital increase, within the limits delegated by the EGMS.

2. Approval of the amendment of Article 4.2 of the Articles of Association, as follows:

Current form:

"4.2. The share capital of the Company may be increased in accordance with the provisions of Law 31/1990 and these Articles of Association, based on the resolution of the EGMS"

Proposed form:

"4.2 The share capital of the Company may be increased in accordance with the provisions of Law 31/1990 and of these Articles of Association".

3. Approval of the amendment of Article 5.4.1 of the Articles of Association, as follows:

Current form:

"5.4.1 The Shareholders agree that the issuance of the New Shares or, if applicable, any other securities ("New Issue") shall be carried out by a resolution of the EGMS, adopted by a majority of at least 30 (thirty)% of the voting rights of the Company, at the first convening, and by a majority of the voting rights of the shareholders present or represented, at subsequent convenings."

Proposed form:

"5.4.1. The Board of Directors is delegated and authorized to decide, within a period of 3 (three) years calculated from the date of the resolution of the Extraordinary General Meeting of Shareholders on the delegation of powers to increase the share capital, to decide increasing the share capital of the Company, by one or more issues of shares (regardless of their nature), by cash contribution and/or conversion of certain, liquid and outstanding receivables, with an amount not exceeding half of the subscribed share capital, existing at the time of the resolution and authorization, respectively with a maximum amount of RON 43,517,620. During the three-year period, the provisions of articles 5.4.3 and 5.4.4 governing proposals for new issues of shares shall not apply".

4. Approval of the amendment of article 7.4 of the Articles of Association, as follows:

Current form:

"7.4 Resolutions of the EGM shall in all cases be passed by a vote of Shareholders representing at least 30 (thirty)% of the voting rights of the Company. At the second convening, the EGMS may deliberate on the items on the agenda of the first meeting, regardless of the quorum present, taking decisions by a majority of the votes cast. However, the issuance by the Company of a maximum number of 11,250,000 preferred shares and the resolutions of the EGMS in respect of item 7.3.6. above shall be adopted by the vote of 95% of the Company's Shareholders present or represented at the EGMS, whether on the first or any subsequent convening. Also, the decisions referred to in art. 5.5.3, art. 7.3.11 and art. 7.3.17 can be legally adopted only if the above mentioned majority includes the positive vote of the majority (50%+1) of the Founding Shareholders."



Proposed form:

"7.4 Resolutions of the EGMS shall in all cases be adopted by a vote of Shareholders representing at least 30 (thirty)% of the voting rights of the Company. At the second convening, the EGMS may deliberate on the items on the agenda of the first meeting, in the presence of shareholders representing at least one fifth of the total number of voting rights, taking decisions by a majority of the votes cast. However, the issuance by the Company of a maximum number of 11,250,000 preferred shares and the resolutions of the EGMS in respect of item 7.3.6. above shall be adopted by the vote of 95% of the Company's Shareholders present or represented at the EGMS, whether on the first or any subsequent convening. Furthermore, the decisions referred to in art. 6.1, art. 7.3.11 and art. 7.3.17 can be legally adopted only if the above mentioned majority includes the positive vote of the majority (50%+1) of the Founding Shareholders."

5. Approval of the admission to trading of the preferred shares issued by the Company (Class B shares) within the Multilateral Trading System (MTS) administered by the Bucharest Stock Exchange.
6. Approval of the date of April 19th 2023 as "Record Date" for the identification of the shareholders regarding the date on which the resolutions of the EGMS will take effect.
7. Approval of the date of April 18th 2023 as "Ex-date", in accordance with the provisions of Article 187 item 11 of Regulation No. 5/2018 on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority.
8. Approval of the empowerment of Mr. Oriol Casellas Deig, as General Manager of Meta Estate Trust SA, in order to carry out all the formalities and procedures necessary to implement the adopted resolutions, sign the updated Articles of Association and sign all the necessary documents in relations with the competent Trade Register Office, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and with any other institutions, including for hiring a specialized company to draw up the issue prospectuses according to the resolution of the EGMS or the decisions of the Board of Directors of the Company and to obtain the Financial Supervisory Authority approvals or any other opinions, acts or agreements required by law in order to carry out the resolutions adopted by the EGMS. In addition, Oriol Casellas Deig, as General Manager of Meta Estate Trust SA, may delegate, in turn, the task of fulfilling the advertising and registration formalities to another person or a lawyer.

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company have the right, within 15 days from the date of publication of the notice of convening, i.e. until March 15th 2023:

- to place items on the agenda of General Meetings, provided that each proposed item is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting;
- to submit draft resolutions for items proposed for inclusion on the agenda of the General Meeting.

Proposals for the introduction of new items on the agenda of the General Meetings, accompanied by a copy of the shareholder's valid identity document (in the case of natural persons, identity card/passport, respectively in the case of 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 General Meetings, may be submitted as follows:

- in a closed envelope (original holograph document), by post or messenger, at the Company's registered office in Bucharest, District 1, 75-77 Buzesti Street, 9th Floor, Office no. 13, with the clearly written observation: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON March 30th/31st 2023";
- by e-mail with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signatures, to the e-mail address: office@meta-estate.ro, mentioning in the subject line: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON March 30th/31st 2023".

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Information materials and questions regarding the agenda may be obtained by the shareholders from the date of publication of the convening notice until the date set for the general meetings, at the company's registered office in Bucharest, District 1, 75-77 Buzesti Street, 9th Floor, Office no. 13, every working day.

Shareholders may exercise their right to ask questions regarding the items on the agenda of the General Meetings, only accompanied by a copy of the shareholder's valid identity document (in the case of natural persons, identity card/passport, respectively in the case of legal entities/entities without legal personality, identity card/passport of the legal representative). Written questions may be submitted, if necessary, until March 14th 2023, 17:00 hours, as follows:

- in a closed envelope (original holograph document), by post or messenger, at the Company's registered office in Bucharest, District 1, 75-77 Buzesti Street, 9th Floor, Office no. 13, with the clearly written observation: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON March 30th/31st 2023".
- by e-mail with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signatures, to the e-mail address: office@meta-estate.ro, mentioning in the subject line: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON March 30th/31st 2023".

The Company will publish the answers to the questions asked under the terms of this convening notice on the Company's website: www.metaestate.ro.

Shareholders registered at the date of reference may exercise their right to attend and vote at the General Meeting:

1. in person
2. through a legal representative or a designated representative who has been granted a special power-of-attorney or a general power-of-attorney. Power- of- attorneys must be submitted in original or by post/ messenger at the Company's registered office (Bucharest, District 1, 75-77 Buzesti Street, 9th Floor, Office no. 13) in a sealed envelope titled "For the EGMS of March 30th/31st 2023") or by e-mail with electronic signature (at the e-mail address office@meta-estate.ro) 48 hours before the date of the Meeting, under penalty of losing the right to vote in these meetings. Power- of- attorneys will be kept by the Company and a mention of this will be made in the minutes. The representatives of the shareholders who are legal entities shall present their identity document (identity card for Romanian citizens or passport for foreign citizens) and the power- of- attorney granted in this respect. The special power-of-attorney form will be available on the website www.meta-estate.ro.
3. By post using the postal ballot paper available on the website www.meta-estate.ro. The completed and signed postal ballot papers in Romanian, accompanied by a copy of the shareholder's valid identity document (in the case of individuals, identity card/passport, respectively in the case of legal entities/entities without legal personality, identity card/passport of the legal representative) shall be submitted in original or by post/ messenger to the Company's registered office (Bucharest, District 1, 75-77 Buzesti Street, 9th Floor, Office no. 13) in a closed envelope titled "For the EGMS of March 30th/31st 2023") or by e-mail with electronic signature (to the e-mail address office@meta-estate.ro) 48 hours before the date of the Meeting. Postal ballot papers not received in the form and within the time limit stipulated in this notice will not be taken into account for determining the quorum for attendance and voting and for counting votes at General Meetings.
4. By online voting using the "e-vote" system by accessing the link <https://met.evot.ro/login> from any device connected to the internet.

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For identification and online access to the General Meetings, shareholders provide the following information:

- a. Individuals:
 - Name Surname;
 - Personal Identification Number (CNP);
 - E-mail address;
 - Copy of identity document (identity card, identity card, passport, residence permit);*
 - Telephone number (optional).
- b. Legal entities:
 - Name of legal entity;
 - Sole registration code (CUI);
 - Name and First name of the legal representative;
 - Personal Identification Code (CNP) of the legal representative;
 - E-mail address;
 - Identity document of legal representative (identity card, identity card, passport, residence permit);
 - Copy of the certificate issued by the trade register or any equivalent document issued by a competent authority of the State in which the shareholder is legally registered, presented in original or certified copy. The documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the reference date*.
 - Telephone number (optional)

Documents submitted in a language other than Romanian and/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. **Uploadable files can have one of the following extensions: .jpg, .pdf, .png. Shareholders may log in and vote whenever they wish within the timeframe designated for postal and/or live voting, the last voting option being the registered one.*

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in the event that the said natural person is a shareholder on the relevant reference dates.

The identification made by the Company in the case of legal persons, special or general proxies gives access to the General Meetings of the Company after proving the validity of the legal representative or the person empowered to act.

All requests and any information regarding the convening and holding of the EGMS shall be sent to, or obtained from, the Company's registered office, by telephone +4021 589 73 29 or by e-mail office@meta-estate.ro.

Chairman of the Board of Directors
Meta Management Team SRL
By Voicu Eugen Gheorghe

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