**CORRESPONDENCE VOTING FORM FOR THE**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

**META ESTATE TRUST S.A.**

**summoned for 11/12.14.2024**

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 ................................., legal entity ................................, with registered office in .................................................................................., registered with the Trade Registry under no. ......................................., unique registration code ......................, legally represented by ..........................., in its capacity as ................................

Personally/represented with full powers by

.................................................. domiciled in .............................................................................., identified with identity card/passport series ...... no. ................. issued by ............................... on ......................, valid until ........................, personal identification number ..................................,

or

The undersigned ................................., legal entity ................................, with registered office in .................................................................................., registered with the Trade Registry under no. ......................................., unique registration code ......................, legally represented by ...........................,

in its capacity as conventional representative of the shareholder Meta Estate Trust S.A. ............................................................... on the basis of the general/special power of attorney/affidavit no. .............................., dated ................................,

Shareholder on the reference date, *i.e.,* 16.04.2024, of Meta Estate Trust S.A. (the “**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, dematerialised 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,

having knowledge of the agenda of the Extraordinary General Meeting of Shareholders of Meta Estate Trust S.A. summoned for **11.12.2024, starting at 11:00** or on **12.12.2024, starting at 11:00** (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 the documentation provided by the Company in relation to the respective agenda,

in accordance with the provisions of Regulation no. 5/2018 regarding financial instrument issuers and market operations, as amended and supplemented, I hereby exercise my right to vote by correspondence, as follows:

1. Pentru For item 1 on the agenda, respectively, approval of the election of the secretary of the meeting, from the proposals of the shareholders present at the EGMS.

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1. For item 2 on the agenda, i.e. the approval of the amendment to the Memorandum of Association of the Company, namely:
	1. Art. 5.4.3. of the Memorandum of Incorporation shall read as follows:

*"5.4.3. the Shareholders undertake to vote, approve and sign any resolution of the General Meeting necessary to implement the provisions of this Clause 5.4".*

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* 1. Art. 7.8. of the Memorandum of Incorporation shall read as follows

*"7.8. Amendments to Articles 5.4.3, 7.4 and 7.6 of the present Articles of Incorporation, as well as the amendment or deletion of the present Article 7.8, shall be adopted by a vote of the Shareholders representing a qualified majority of at least 95 (ninety-five) percent of the voting rights of the Company, whether it is the first convocation or any subsequent convocations."*

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* 1. Art. 7.9 of the Memorandum of Incorporation shall read as follows:

“*7.9. In order to avoid any misunderstandings with regard to the approval of the conversion of preference shares into ordinary shares, under the terms and conditions mentioned in Article 5.4.6 of this Articles of Incorporation, it may be carried out with the vote of Shareholders representing at least 60 (sixty) % of the voting rights of the Company, whether it is the first or the second convocation.”*

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* 1. Art. 7.4. of the Memorandum of Incorporation shall read as follows:

	*"7.4. The resolutions of the EGM shall in all cases be adopted with the vote of the Shareholders representing at least 30 (thirty)% of the voting rights of the Company.* *At the second convocation, the EGM may deliberate on the items on the agenda of the agenda of the first meeting, irrespective of the quorum present, passing resolutions by a majority of the votes cast.* *However, the issuance by the Company of a maximum of 11,250,000 preference shares and the resolutions of the AGEA with regard to item 7.3.6. above shall be adopted by the vote of 95% of the Shareholders of the Company present or represented at the AGEA, irrespective of whether it is the first or any subsequent convocation.* *Also, the decisions provided for in art. 5.4., art. 7.3.11 and art. 7.3.17 may be legally adopted only if the above-mentioned majority includes the positive vote of the majority (50%+1) of the Founding Shareholders."*

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* 1. Deletion of the phrase/definition "*Advisory Board shall have the meaning attributed in Clause 8*" of art.1.1 (Definitions) of the Articles of Incorporation of the Company:

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* 1. Complete deletion of the attributions of the Extraordinary General Meeting of the Shareholders in art. 7.3.17 (*"[...] to appoint an Advisory Board"*) and 7.3.18 ("*to determine the remuneration of the members of the Advisory Board*").

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* 1. Art. 6.11.3 of the Memorandum of Incorporation shall read as follows:

	"*the approval of any transaction exceeding EUR 500,000 (five hundred thousand euros) but less than EUR 4 million (four million euros), including but not limited to: the sale or purchase of fixed assets, the sale or purchase of real estate classified as merchandise or stocks, the purchase of services from third parties*".

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* 1. Art. 5.7 of the Memorandum of Incorporation shall read as follows:

	“*Meetings of holders of Preference Shares shall be convened by the holders of at least 10 (ten)% of the total number of Preference Shares, by sending a registered letter with confirmation of receipt or by sending the convening notice by electronic mail to the e-mail addresses in the Company's records and communicated in advance by the shareholders, at least 30 (thirty) days before the proposed date of the meeting.* *The convening notice shall include the date, time and place of the meeting as well as the proposed agenda and any information material necessary for the discussion of the items on the agenda."*

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1. For item 3 on the agenda, i.e., the approval of the repurchase by the Company of a maximum of 11,249,976 preference shares held by the shareholders (hereinafter **"AP"**), each with a nominal value of 1 (one) Leu and a total nominal value of 11,249,976 Leu, representing 10.98% of the issued, subscribed and paid-up share capital of the Company.

The redemption process will have the following coordinates:

*3.1 It shall be carried out no later than 28.02.2025,*

*3.2. the price will be RON 2.8 / preferred share, the price being determined following an independent valuation report commissioned by the Company;*

*3.3. the receivable resulting from the price due in accordance with the above will be used in a conversion into ordinary shares through a share capital increase and to be initiated within a maximum of 3 months from the end of the redemption period as above;*

*3.4 Subsequent to the share capital increase referred to in the previous paragraph, it will be proposed to reduce the Company's share capital by canceling the preference shares;*

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1. For item 4 on the agenda, i.e., delegation to the Board of Directors of the capacity and powers to increase the share capital, with the following coordinates: a) the share capital may be increased up to a level not exceeding half of the subscribed share capital existing at the time of authorization, inclusive, delegation of powers which shall also cover the increase of the Company's share capital by converting the claims arising against the Company through the above; b) the share capital increase will be carried out in accordance with the legal provisions and the provisions of the Company's articles of incorporation, c) the delegation of powers regarding the share capital increase will be carried out for a maximum period of 3 years from the date of adoption of this resolution; d) the authorization of the Board of Directors to carry out all operations necessary to carry out the share capital increase including, but not limited to: Drawing up, signing the amended, renumbered and updated form of the Articles of Incorporation, as well as any other documents in connection with the share capital increase, signing assignment agreements with the shareholders holding preferential shares, fulfilling the formalities of publication and registration thereof with the Trade Register, the Central Depository, the Bucharest Stock Exchange, the ASF or any other public or private institution in Romania in relation to the share capital increase.

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1. For item 5 on the agenda, i.e., the approval of the commencement of the legal procedures for the admission to trading of the registered shares issued by the Company on the main regulated market administered by the Bucharest Stock Exchange ("Mandate"). The completion of the formalities necessary for the fulfillment of the Mandate granted pursuant to this resolution shall be carried out within a maximum period of 24 months from the date of adoption of this resolution ("Listing Period").

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6. For item 6 on the agenda, i.e., to empower the Board of Directors to, during the Listing Period, carry out all necessary formalities for the fulfillment of the Mandate, including but not limited to:

*6.1.* the selection of the advisors necessary to carry out the Mandate, including one or more financial investment services companies authorized by the ASF or credit institutions authorized by the BNR;

*6.2. the* selection of any other legal or financial-fiscal advisors necessary to assist in the process of admission to trading or drafting of the supporting documentation;

*6.3.* drafting and filing for authorization of the prospectus for admission to trading, as well as any annexed documents, necessary or advisable for the fulfillment of this Mandate;

*6.4.* the formulation of any requests, the filing of any necessary documents, the payment of any costs incurred for the fulfillment of this Mandate.

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1. For item 7 on the agenda, i.e., to empower Mr. Alexandru-Mihai Bonea, as General Manager of Meta Estate Trust S.A., to carry out all the formalities and procedures necessary to implement the resolutions adopted and to sign all the necessary documents in relations with the competent Trade Register Office, the Official Monitor, the Financial Supervisory Authority, the Bucharest Stock Exchange and any other institutions. Also, Mr. Alexandru-Mihai Bonea may delegate, in his turn, the task of carrying out the publicity and registration formalities to another person or to a lawyer. a lawyer.

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1. For item 8 on the agenda, namely the approval of a study on the legal requirements that the new legislative framework for real estate investment companies and real estate companies owned by real estate investment companies will entail, as it will be adopted by the Romanian Parlament in a new law.

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1. For item 9 on the agenda, i.e., approval of the empowerment of the Board of Directors to carry out and complete any necessary, useful and/or expedient formalities/actions in order to carry out the measure in item 8 above, including, but not limited to:
2. conducting the study,
3. the selection of the consultants necessary to carry out the resolution in paragraph 8 above, as well as to identify an appropriate solution with respect to the Company,
4. the selection of any other legal or financial/tax advisors necessary to assist in the implementation of the resolution in paragraph 8 above,
5. the subsequent submission to the shareholders of a proposal and reasoning for the appropriateness of any necessary changes and steps resulting from the study.

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Please enclose a copy of a valid identity document (e.g. identity card/passport in case of natural persons, in case of legal persons/legal entities, identity card/passport of the legal representative).

*Notes:*

1. *Indicate your vote by ticking with an "X" one of the boxes for "FOR", "AGAINST" or "ABSTAIN".* *If more than one box is ticked with an 'X' or if no box is ticked, the vote in question will be considered null and void/not considered to have been cast.*
2. *In the event that the shareholder sends more than one postal ballot in succession, the Company shall consider that the ballot paper with the most recent date shall prevail over the previously sent ballot papers.*
3. *In the event that the shareholder who has cast his postal vote attends the AGM in person or by proxy (provided that a special/general proxy has been submitted in compliance with the conditions provided by law and the convening notice), the postal vote cast for that general meeting shall be void and only the vote cast in person or by proxy shall be taken into account.* *If the person who represents the shareholder by attending the general meeting in person is other than the person who cast the postal vote, then in order for his vote to be valid, the latter shall submit to the general meeting a written revocation of the postal vote signed by the shareholder or proxy who cast the postal vote.*

*The deadline by which the Company must receive the postal voting forms for the EGMS is 11.12.2024, 11:00 am.* *For details on how to submit postal voting forms and accompanying documents, please refer to the provisions of the Notice of EGMS.*

**Date ....../....../.............**

**Shareholder’s name**

**.....................................................**

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

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