**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**META ESTATE TRUST S.A. NO.** [\_]**/11.12.2024**

The Extraordinary General Meeting of Shareholders ("**EGMS**" or "**Meeting**") of **META ESTATE TRUST S.A., a** company established and operating under Romanian law, registered with the Trade Register under no. J40/4004/2021, CUI 43859039, with registered office in Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4 (hereinafter referred to as the "**Company**"),

Having regard to the following:

1. The convocation for the EGEA published in the Official Gazette, Part IV No 4685,
2. The provisions of the Companies Law no. 31/1990, republished, with subsequent amendments and additions, of the Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and additions, of the Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions,
3. The General Meeting is legally and statutorily convened on 11.12.2024, at 11:00 a.m., at the first convocation, in Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4, in the presence of shareholders holding a number of [\_] voting shares, representing [\_]% of the total voting rights,

**HAS DECIDED**

1. Approves / rejects the election of the secretary of the meeting, in the person of Ms/Mr. [\_] .

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. On the amendment of the constituent act:
	1. Approves / rejects the amendment of art. 5.4.3. of the Constitutive Act, to read as follows:

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

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

* 1. Approves / rejects the amendment of art. 7.8. of the Constitutive Act, to 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"*

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

* 1. Approves / rejects the amendment of art. 7.9 of the Constitutive Act, to read as follows:

*7.9. In order to avoid any misunderstandings regarding 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 the Shareholders representing at least 60 (sixty) % of the voting rights of the Company, regardless of whether it is the first or the second convocation.*

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

* 1. Approves / rejects the amendment of art. 7.4. of the Constitutive Act, to read as follows:

*" 7.4. The resolutions of the EGMS 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 EGMS 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 EGMS 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 EGMS, 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."*

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

* 1. Approves/disapproves the deletion of the phrase/definition "*Advisory Boardwith the meaning ascribed in Clause 8*" of Article 1.1 (Definitions) of the Articles of Incorporation of the Company.

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

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

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

* 1. Approves/rejects the amendment of art. 6.11.3 of the Articles of Incorporation to read as follows:

"the *approval of any transaction greater than EUR 500,000 (five hundred thousand euro) but less than EUR 4 million (four million euro), 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*".

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

* 1. Approves/rejects the amendment of art. 5.7 of the Constitutive Act, to 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.".*

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. Approves / rejects the repurchase by the Company of a maximum of 11,249,976 preference shares held by the shareholders (hereinafter **"AP"**), each having a nominal value of 1 (one) Leu and a total nominal value of 11,249,976 Lei, representing 10.98% of the issued, subscribed and paid-up share capital of the Company .

The redemption process will have the following coordinates:

* 1. It will be realized at the latest by 28.02.2025,
	2. the price will be RON 2.8 / preferred share, the price being determined following an independent valuation report commissioned by the Company;
	3. The claim resulting from the price due in accordance with the above will be utilized in a conversion into ordinary shares through a share capital increase to be initiated within a maximum of 3 months from the end of the above-mentioned redemption period;

Subsequent to the share capital increase in the previous point, it will be proposed to reduce the share capital of the Company by canceling the preferential shares;

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. Approves/rejects the 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 for their publication and registration 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.

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. Approves / rejects 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 decision shall be carried out within a maximum period of 24 months from the date of adoption of this decision ("Listing Period").

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. Approves/rejects 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:
	1. the selection of the necessary consultants for the fulfillment of the Mandate, including one or more financial investment services companies authorized by ASF or credit institutions authorized by NBR;
	2. the selection of any other legal or financial-tax advisors, necessary for providing assistance in the process of admission to trading or drafting the supporting documentation;
	3. drafting and submission for authorization of the prospectus for admission to trading, as well as any other documents necessary or advisable for the completion of this Mandate;
	4. the formulation of any requests, the submission of any necessary documents, the payment of any costs incurred for the fulfillment of this Mandate.

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. Approves / rejects the empowerment of Mr. Alexandru-Mihai Bonea , as General Manager of Meta Estate Trust S.A., in order to carry out all necessary formalities and procedures in order to implement the adopted resolutions and to sign all necessary documents in relations with the competent Trade Register Office, the Official Gazette, 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.

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented. No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

1. For item 8 on the agenda, namely the approval of a study on the legal requirements that the new legislative framework for rea 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.

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

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.

This item is adopted/rejected by [\_] votes representing [\_]% of the total votes held by the shareholders present or represented.

No. of votes cast: total = [\_] votes, of which: [\_] votes "for"; [\_] votes "against"; [\_] "abstentions"; [\_] votes "not cast".

This is the will of the Extraordinary General Meeting of the Shareholders of the Company, expressed by a valid vote in the legally convened meeting held on 11.12.2024, and this resolution is hereby adopted and signed.

President of the meeting Secretary

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