

# **SUMMONING NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS META ESTATE TRUST S.A.**

In accordance with 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 and of the Articles of Association,

The Board of Directors 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**", through the Chairman of the Board of Directors,

## **CONSIDERING:**

1. Notice for the Extraordinary General Meeting of Shareholders of 11.12.2024, published in the Official Gazette of Romania, Part IV, no. 4685 of 07.11.2024 and in the daily Bursa of 07.11.2024;
2. The request dated 20.11.2024 of the shareholders CERTROM S.R.L and CERT MASTER STANDARD S.R.L, which together hold more than 5% of the total number of ordinary shares and voting rights of the Company, to supplement the agenda of the Extraordinary General Meetings of the Company's Shareholders by introducing new items;
3. The provisions of art. 117<sup>1</sup> alin. (1) of Company Law no. 31/1990, art. 105 para. (3) of the Issuers' Law, art. 189 of Regulation no. 5/2018,

Add two new items and renumber the agenda of the Extraordinary General Meeting of Shareholders ("EGSM") for 11.12.2024, at 11:00 a.m., at the Company's registered office in Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4, at which the shareholders registered in the Shareholders' Register kept by the Central Depository at the end of the day of 03.12.2024, established as the Reference Date, are entitled to attend and vote.

In case the required quorum is not reached on the mentioned date, pursuant to art. 118 of Law no. 31/1990, the second EGMS is convened and set for **12.12.2024** at 11:00 a.m., at the same place, with the same agenda for all shareholders registered in the Shareholders' Register on the same Reference Date.

## **Thus, the Agenda for the EGMS will have the following content:**

1. Election of the secretary of the meeting, from among the proposals of the shareholders present at the EGMS.
2. Amend the Company's Articles of Incorporation, respectively:
  - 2.1. Article 5.4.3. of the Constitution 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"*

- 2.2. Article 7.8. of the Constitution shall read as follows:  
*"7.8. Amendments to Articles 5.4.3, 7.4 and 7.6 of these Articles of Incorporation, as well as the amendment or deletion of this 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 at the first or any subsequent convocation"*
- 2.3. Article 7.9 of the Constitution 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 referred to in Article 5.4.6 of this Articles of Incorporation, it may be carried out by 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.*
- 2.4. Article 7.4. of the Constitution shall read as follows:  
*" 7.4. Resolutions of the EGMS shall in all cases be adopted by a 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 first meeting, irrespective of the quorum present, taking resolutions by a majority of the votes cast. However, the issue by the Company of a maximum of 11,250,000 preference shares and the resolutions of the EGMS in respect of item 7.3.6. above shall be passed 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. Likewise, the decisions referred to in Article 5.4, Article 7.3.11 and Article 7.3.17 may only be legally adopted if the above-mentioned majority includes the positive vote of the majority (50%+1) of the Founding Shareholders."*
- 2.5. Deletion of the phrase/definition *"Advisory Board with the meaning ascribed in Clause 8"* of Article 1.1 (Definitions) of the Articles of Incorporation of the Company.
- 2.6. Complete deletion of the powers 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"*).
- 2.7. Article 6.11.3 of the Constitution shall read as follows:  
*"the approval of any transaction greater than 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 goods or stocks, the purchase of services from third parties"*.
- 2.8. Article 5.7 of the Constitutive Act shall read as follows:  
*"Meetings of holders of Preferred Shares shall be convened by the holders of at least 10 (ten)% of the total number of Preferred Shares, by sending a registered letter with acknowledgment 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 prior to 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."*

3. To approve the repurchase by the Company of a maximum number 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:

- 3.1. It shall be completed 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 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 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 in the previous point, it will be proposed to reduce the share capital of the Company by canceling the preference shares;
4. Delegation to the Board of Directors of the capacity and powers to increase 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, the delegation of powers to include the increase of the Company's share capital by converting the claims arising against the Company through the above; b) the share capital increase shall 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 shall be for a period of maximum 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: drafting, signing the amended, renumbered and updated form of the Articles of Incorporation, as well as any other documents in connection with the share capital increases, signing assignment agreements with the shareholders holding preference 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.
5. 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 (the "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 (the "Listing Period").
6. Empower the Board of Directors to carry out, during the Listing Period, all formalities necessary for the fulfillment of the Mandate, including but not limited to:
  - 6.1. the selection of the consultants necessary to carry out the Mandate, including one or more financial investment services firms authorized by the ASF or credit institutions authorized by the NBR;
  - 6.2. the selection of any other legal or financial/tax advisors required to assist in the process of admission to trading or the drafting of supporting documentation;
  - 6.3. drafting and filing for authorization of the prospectus for admission to trading, as

well as any ancillary documents necessary or advisable for the completion of this Mandate;

- 6.4. making any requests, filing any necessary documents, paying any costs incurred in the fulfillment of this Mandate.
7. Empower 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 carry out 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.
8. Carry out 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 adopted by the Romanian Parliament in a new law.
9. To empower the Management Board to carry out and complete any formalities / steps necessary, useful and/or expedient in order to carry out the measure in point 8 above, including, but not limited to:
  - a. conducting the study,
  - b. the selection of the consultants necessary to implement the decision in paragraph 8 above, but also to identify an appropriate solution regarding the Company,
  - c. the selection of any other legal or financial-fiscal advisors, necessary to assist in the fulfillment of the decision in paragraph 8 above,
  - d. Subsequent presentation to shareholders of a proposal and rationale for the appropriateness of any necessary changes and steps resulting from the study.

Shareholders may exercise their right to ask questions regarding the items on the agenda of the EGMS, only accompanied by a copy of the valid identity document of the shareholder (in case of natural persons, ID card/passport, respectively in case of legal persons/legal entities without legal personality, ID card/passport of the legal representative). Questions may be submitted in writing, if applicable, until 28.11.2024, 18:00, as follows:

- in a sealed envelope (original holograph document), submitted in person, by post or courier service, to the Company's registered office in Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4, with the mention clearly written on the envelope: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 11.12.2024";
- by e-mail with an extended electronic signature incorporated according to Law 455/2001 on electronic signature, to the e-mail address: [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 11.12.2024".

The Company will publish the answers to the questions raised under the terms of this notice and the applicable legal provisions on the Company's website: [www.metaestate.ro](http://www.metaestate.ro), and will formulate a general answer to questions with the same content. The Company's obligation to answer will be subject to the protection of confidentiality and the Company's interests.

Shareholders of record on the Record Date may exercise their right to attend and vote at the EGMS:

1. personally (through a legal representative in the case of legal entity shareholders).

2. by an appointed representative to whom a special or general power of attorney has been granted.
  - a) The general proxies shall be deposited, before the first use, in copy, with the mention of conformity with the original under the signature of the representative, in person or by post/ courier at the registered office of the Company (Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, 4th floor) in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ON 11.12.2024" or by e-mail with an extended electronic signature (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro) mentioning in the subject line: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 11.12.2024"), so as to be received at the Company 48 hours prior to the date of the EGMS, i.e. by 09.12.2024, 11:00 a.m., under penalty of forfeiture of voting rights at the EGMS, General Proxies in duplicate will be retained by the Company, with a mention to this effect in the minutes. Shareholders may submit the notification of the appointment of the proxy only in writing, either in person, by post or courier services or by electronic means (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro) mentioning in the subject line "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 11.12.2024").

For the general power of attorney to be valid, the representative must be either an intermediary (in accordance with the provisions of Art. 2 para. 1 item 19 of Law no. 24/2017 (R)) or as 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 an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled person as referred to in lit. (iii);
- (iii) is an employee or auditor of the Company or of a majority shareholder or controlled entity controlled as referred to in lit. (i);
- (iv) is the spouse, relative or relative in-law up to the fourth degree inclusive of one of the individuals referred to in lit. (i) - (iii) above.

The general power of attorney signed by the shareholder of the Company, including by attaching the extended electronic signature, if applicable, must be accompanied by an affidavit given by the legal representative of the intermediary or attorney who received the power of attorney, which shall contain the following statements: (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 declaration shall be filed together with the lodging of the general power of attorney prior to its first use.

The Company does not impose a specific form for general powers of attorney and they are valid for a maximum period of 3 years, unless a longer period has been provided for. The shareholder's proxyholder may not in turn appoint another person to exercise the right to vote at the EGMS, unless this prerogative has been expressly granted by the shareholder in the proxy. The legal person proxy holder may appoint any person who is a member of its management or administrative bodies or one of its employees

to exercise the proxy granted by the shareholder.

The special power of attorney form will be available on the website [www.metaestate.ro](http://www.metaestate.ro) or at the registered office of the Company in Romanian and English.

The special proxy must be presented in the form provided by the Company and must contain express voting instructions for each item on the agenda of the AGM. The special proxy is valid only for the EGMS for which it has been granted. The special proxy shall be drawn up in three originals (one for the Company's shareholder, one for the proxy holder and one for the Company).

The special powers of attorney shall be submitted in original, in person or by post/courier to the Company's registered office (Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, 4th floor) in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 11.12.2024" or by e-mail with an extended electronic signature (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro) mentioning in the subject line: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 11.12.2024"), so that they are received at the Company 48 hours before the date of the EGMS, i.e. by 09.12.2024, 11:00 a.m., under penalty of losing the right to vote at the EGMS. The special proxies shall be retained by the Company and a record thereof shall be entered in the minutes.

The verification and validation of special proxies will be carried out by the secretariat of the EGMS. The confidentiality of the voting instructions will be ensured until such time as the other votes cast in secret by the shareholders present or proxies attending the EGMS are known.

If the agenda will be supplemented, the special proxies will be updated and made available to the shareholders of the Company and can be obtained by them at the registered office of the Company or on the Company's website [www.metaestate.ro](http://www.metaestate.ro) as of 29.11.2024.

3. By mail, using the postal ballot available on the website [www.metaestate.ro](http://www.metaestate.ro) or at the registered office of the Company in Romanian and English. The ballot paper provided by the Company must contain specific instructions on how to execute the vote for each agenda item. Postal ballots in Romanian or English, completed and signed, accompanied by a copy of the valid identity document of the shareholder (in the case of natural persons, identity card/passport, respectively in the case of legal persons/entities without legal personality, identity card/passport of the legal representative) shall be submitted in original, in person or by post/mail/ courier to the registered office of the Company (Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4) in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 11.12.2024" or by e-mail with an extended electronic signature (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro) with the subject "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 11.12.2024"), so that they are received at the Company by the date and time of the AGM, i.e. by 11.12.2024, 11:00. Postal ballots which are not received in the form and within the time stipulated in this notice shall not be taken into account for determining

the quorum and voting quorum as well as for counting the votes at the EGMS.

Postal votes may be cast by a proxy of a shareholder of the Company only if the proxy has received a special or general proxy to be deposited with the Company within the deadline for depositing general or special proxies, or if the proxy is a credit institution providing custody services, in compliance with Article 105 para. 11 of Law 24/2017 (R).

The verification and validation of postal ballots will be carried out by the secretariat of the EGMS. The confidentiality of the votes will be ensured until such time as the other votes cast in secret by the shareholders present or proxies attending the EGMS are known.

If the agenda will be supplemented, the postal voting ballots will be updated and made available to the Company's shareholders and may be obtained by them at the Company's registered office or on the Company's website [www.metaestate.ro](http://www.metaestate.ro), starting from 29.11.2024.

In the event that the shareholder who has cast his/her postal vote attends the EGMS in person or by proxy (provided that a special/general proxy has been submitted in compliance with the conditions mentioned in this convocation), the postal vote cast for that EGMS will remain valid unless the shareholder expresses another voting option in person or by proxy.

If the person representing the shareholder in person at the EGMS is other than the person who cast the postal vote, in order for the vote to be valid, he or she may submit to the EGMS a written revocation of the postal vote signed by the shareholder or the proxy who cast the postal vote.

4. Through the representation of the shareholder by a credit institution providing custodian services. Where a shareholder is represented by a custodian credit institution, the custodian credit institution will be able to vote at the EGMS on the basis of voting instructions received from the shareholder. In this situation, it is no longer necessary for the shareholder to prepare a general or special proxy. The credit institution must submit an affidavit in accordance with Article 207 of Regulation 5/2018, stating (i) the name/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 that shareholder. This declaration, signed by the legal representative of the credit institution, shall be submitted in original, in person or by post/ courier to the Company's registered office (Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, 4th floor), in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 11.12.2024" or by e-mail with an extended electronic signature (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro) with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 11.12.2024"), so that it is received at the Company 48 hours before the date of the EGMS, i.e. by 09.12.2024, 11:00 a.m., under penalty of losing the right to vote 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 and online access to the EGMS, shareholders provide the following information:

- a. Individuals:
  - Name First Name;
  - Personal Numerical Code (CNP);
  - Email address;
  - Copy of identity document (ID card, ID card, passport, residence permit);\*
  - Phone number (optional).
- b. Legal entities:
  - Name of legal person;
  - Unique registration code (CUI);
  - Name First Name legal representative;
  - Personal Numerical Code (CNP) legally represented;
  - Email address;
  - Identity document of legal representative (ID card, identity card, passport, residence permit);
  - Copy of the certificate of establishment issued by the Commercial Register or any equivalent document issued by a competent authority of the State where the shareholder is legally registered, presented in original or certified true copy. The documents evidencing the legal representative status of the legal entity shareholder shall be issued no later than 30 days prior to the Reference Date;
  - Phone number (optional).

The documents and information materials relating to the agenda of the EGMS, this notice of convocation, the draft resolutions, the total number of shares and voting rights on the date of convocation, as well as the special proxy forms and postal voting forms, may be obtained by shareholders from 08.11.2024 until the date set for the general meeting, at the registered office of the Company in Bucharest, Sector 1, Str. Munții Tatra, nr. 4-10, et. 4, every working day, during business hours, from 09:00 to 18:00, and will be made available on the Company's website [www.metaestate.ro](http://www.metaestate.ro), Investor Relations section.

If: (i) the individual shareholders have not registered in the Central Depository S.A.'s system their valid and updated identification data, then they shall also submit a copy of the updated identity document (ID card, identity card/passport/residence permit, etc.); (ii) the legal representative of the legal entity shareholders is not mentioned in the list of the Company's shareholders as of the Reference Date received from the Central Depository S.A., then they shall also submit a document attesting this status (proof issued by the Trade Register or other similar authority in the state where the shareholder is registered). For dates other than the Reference Date, in order to prove the status of shareholder, they 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 Central Depository S.A.



Documents submitted in a language other than Romanian and/or English must be accompanied by a translation into Romanian/English by an authorized 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 can log in and vote as many times as they wish within the designated postal and/or live voting period, the last voting option being the recorded vote.

All requests and any information concerning the convening and holding of the EGMS will be submitted to, and can be obtained from, the Company's registered office, by phone +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.

President of the Administrative Board  
Cert Master Standard S.R.L.  
By Mr. Laurentiu Mihai Dinu