

## Substantiation note for the ORDINARY GENERAL MEETING OF SHAREHOLDERS OF META ESTATE TRUST S.A.

The company Meta Estate Trust S.A., established and operating in accordance with the Romanian legislation, registered with the Trade Register under no. J40/4004/2021, Fisca 43859039, with its registered office in Bucharest, Sector 1, 4-10 Munții Tatra St., 4 floor, hereinafter referred to as the "Company", through the Chairman of the Board of Directors,

Considering the convening of the Ordinary General Meeting of Shareholders ("OGS") for 28.04.2025, 10:00 a.m., at the Company's headquarters in Bucharest, Sector 1, Str. Munții Tatra, no. 4-10, et. 4, in which shareholders registered in the Shareholders' Register kept by the Central Depository at the end of 16.04.2025, established as the Reference Date, for the first convocation, respectively 28.04.2025 starting at 10:00 a.m., in the same place, with the same agenda for all shareholders registered in the Shareholders' Register on the same Reference Date, for the second convocation, are entitled to participate and vote,

This document serves to inform and justify the items on the OGMS agenda, as follows::

### Regarding item 8 on the OGMS Agenda:

The approval of the allocation of the Company's net profit for the previous financial year, namely the one ended on December 31, 2024, is part of the legal obligations of the OGMS. According to the audited financial statements, from the net profit of 10,873,939.34 RON is distributed:

- RON 629,235.94 for the establishment of the Company's legal reserves
- RON 578,596.36 for the granting of a gross dividend per share in the amount of RON 0.38 (and calculated at nominal value) related to the remaining preferential shares following the redemption process (class B shares) in the amount of 1,522,622 preferential shares, according to art. 5.4.1. letter c) of the Company's Articles of Association, also capped at a maximum of 33% of the annual distributable profit related to the year 2024, to shareholders holding preferential shares with priority dividend, proportional to their participation share in the class of preferential shares (class B).
- the remaining RON 9,666,107.04 representing retained earnings and which can subsequently be directed towards the development of the Company, including

by increasing the share capital by issuing new ordinary shares distributed free of charge to shareholders. The Board of Directors of the Company will determine the increase in the share capital by incorporating reserves, with the issuance and allocation of free ordinary shares to shareholders holding ordinary shares, according to the powers delegated by the EGMS decision no. 4/11.12.2024.

#### **Priority dividend:**

The priority gross dividend for shareholders holding preference shares is granted in accordance with the Articles of Association, art. 5.4.1, in the amount of RON 0.38 /preference share. The total amount of the priority dividend is capped at 33% of the annual distributable profit (this is not the case in this decision, being significantly lower, below 6%).

According to art. 5.4.1 letter h) the priority dividend is paid by allocating free ordinary shares. The allocations will be made within the share capital increase operation, under conditions of granting preferential rights, by issuing ordinary shares in exchange for the cash contribution, in which the claim of the entitled shareholders in relation to the Company (which will arise on the date of dividend payment), will be converted into ordinary shares.

The share capital increase operation described above will be carried out in accordance with the decisions of the Board of Directors of the Company, which will be taken based on the exercise of the powers delegated to it by the EGMS decision no. 4/11.12.2024, and will be completed within a period not exceeding 6 months from the date of this EGMS.

#### **Allocation of the distributable result remaining in reserves:**

Following the OGMS decision to allocate the undistributed profit in the amount of RON 9,666,107.04 to reserves, the Company's Board of Directors will decide to increase the share capital by a maximum number of 9,666,107 shares that will be issued by incorporating the Company's reserves from the net profit for the year 2024 remaining at the Company's disposal and distributing them in the form of free shares to shareholders holding ordinary shares, in proportion to each one's holding.

The share capital increase operation described above will be carried out in accordance with the decisions of the Board of Directors of the Company, which will be taken based

on the exercise of the powers delegated to it by the EGMS decision no. 4/11.12.2024, and will be completed within a period not exceeding 6 months from the date of this EGMS. "The "registration date" of the share capital increase operation for the identification of shareholders, in accordance with the provisions of art. 87 of Law 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions, will be established on a date subsequent to the completion of the share capital increase operation approved by the Board of Directors on 10.03.2025, which is in progress on the date of the OGMS of 28.04.2025. Thus, the allocation of free ordinary shares related to the Capital Increase Operation described above will have effects on the new structure of ordinary share holdings.

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