

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING OF THE COMPANY META ESTATE TRUST S.A. NO. []/26.11.2025**

The Ordinary 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. J2021004004401, CUI 43859039, with its registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th floor (hereinafter referred to as the “**Company**”),

Considering the following:

- A. The notice of the EGMS published in the Official Gazette, **Part IV no.2025**, and in Bursa newspaper edition dated 22.10.2025,
- B. The provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented, of the Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, of the Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented,
- C. The meeting is legally and statutorily convened on 26.11.2025, at 11:00, within the first call, in Bucharest, Sector 1, Str. Munții Tatra, no. 4-10, et. 4, by the presence of shareholders holding a number of [] shares with voting rights, representing []% of the total voting rights,

DECIDED

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

This item is adopted with [] votes, representing []% of the total votes held by shareholders present or represented.

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

- 2. Approves/rejects the reduction of the share capital by the amount of RON 16,864,417.64, namely by decreasing the nominal value of all shares issued by the Company (for the avoidance of any misunderstanding, this includes both Class A ordinary shares and Class B preferential shares with preferential dividend and without voting rights) from RON 1 per share to a nominal value of RON 0.86 per share. The reduction of the share capital is carried out in order to partially cover the retained loss resulting from the buyback and cancellation procedure of the Company’s preferential shares (following the buyback process of preferential shares initially conducted in 2024 and finalized in 2025) in a total amount of RON 17,509,237.

This item is adopted with [] votes, representing []% of the total votes held by shareholders present or represented.

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

- 3. Approves/rejects Pursuant to the approval of item 2 on the Agenda, the reduction of the Company’s share capital from RON 120,460,126 to RON 103,595,708.36 is hereby approved, resulting in the following updated structure of the share capital:

The share capital of the Company amounts to a total of RON 103,595,708.36, fully subscribed and paid-

up. The share capital is divided into 120,460,126 registered shares, each having a nominal value of RON 0.86, with a total nominal value of RON 103,595,708.36, divided into two distinct classes of shares, as follows:

Class A – Ordinary Shares: comprising a total of 118,937,504 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 102,286,253.44, representing 98.7360% of the issued, subscribed, and paid-up share capital of the Company and 100% of the voting rights in the Company.

Class B – Preferential Shares: comprising a total of 1,522,622 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 1,309,454.92, representing 1.2640% of the issued, subscribed, and paid-up share capital of the Company, and carrying no voting rights.

This item is adopted with ☐ votes, representing ☐% of the total votes held by shareholders present or represented.

No. of votes cast: total = ☐ votes, of which: ☐ votes "for"; ☐ votes "against"; ☐ "abstentions"; ☐ votes "not cast".

4. Approves/rejects the updating of the following articles of the Articles of Incorporation”.

Article 4.1. shall read as follows:

“The share capital of the Company amounts to a total of RON 103,595,708.36, fully subscribed and paid-up. The share capital is divided into 120,460,126 registered shares, each having a nominal value of RON 0.86 and a total nominal value of RON 103,595,708.36, divided into two distinct classes of shares, as follows:

Class A – Ordinary Shares: comprising a total of 118,937,504 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 102,286,253.44, representing 98.7360% of the issued, subscribed, and paid-up share capital of the Company and 100% of the voting rights in the Company.

Class B – Preferential Shares: comprising a total of 1,522,622 shares, each with a nominal value of RON 0.86 and a total nominal value of RON 1,309,454.92, representing 1.2640% of the issued, subscribed, and paid-up share capital of the Company, and carrying no voting rights.”

Article 5.4.1: “The shareholders undertake to determine the Company to issue preferential shares with priority dividend and without voting rights (“**Preferential Shares**”) under the conditions provided by Law no. 31/1990 and in accordance with the following terms:

- a) The Preferential Shares shall have a nominal value equal to that of the ordinary shares, namely RON 0.86;
- b) The Preferential Shares shall at no time represent more than 25% (twenty-five percent) of the share capital;
- c) The Preferential Shares shall grant their holders the right to a priority dividend amounting to 38% (thirty-eight percent) of the nominal value of a share of RON 0.86, i.e. a dividend of RON 0.3268 per share (“**Priority Dividend**”). The total annual amount of Priority Dividends to which the holders of Preferential Shares are entitled shall be capped at a maximum of 33% of the annual distributable profit determined in accordance with Law no. 31/1990, throughout the entire lifetime of the Preferential Shares. The capping mechanism of the total annual amount of Priority Dividends, as set out above, shall in no case result in the carry-forward to subsequent financial years of any difference between the total annual amount of Priority Dividends to which the holders of Preferential Shares would have been entitled at the rate of RON 0.3268 per share and the total amount of Priority Dividends effectively

distributed as a result of the 33% cap applied to the total distributable net profit determined in accordance with Law no. 31/1990.

- d) The holders of Preferential Shares shall be entitled to receive payment of the Priority Dividend from the Company each year, provided that the Company records a net profit, in accordance with Law no. 31/1990;*
- e) The holders of Preferential Shares shall have the right to receive the Priority Dividend in priority, before any other payment, except for the Company's legal payment obligations, but prior to the payment of dividends to the holders of ordinary shares;*
- f) The holders of Preferential Shares shall have all other rights provided under Law no. 31/1990, including but not limited to the right to attend General Meetings and the right to vote only in the event that the Company fails to pay the Priority Dividends;*
- g) The Preferential Shares are equal among themselves, entitling their holders to the same Priority Dividend per share and to the same rights;*
- h) Payment of the Priority Dividend shall commence in 2023 (for the financial year 2022) and shall be made by allocating ordinary shares in lieu of the amounts owed as Priority Dividend. The allocation of Ordinary Shares in respect of the Priority Dividend shall be carried out through a share capital increase, such increase being addressed to all shareholders of the Company, who shall have the opportunity to maintain their shareholding by participating in the respective capital increase."*

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

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

5. Approves/rejects the empowerment of the Chairman of the Board of Directors and the secretary of the meeting to jointly sign the decisions of the EGMS.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

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

6. Approves/rejects the empowerment of Mr. Bogdan Gramanschi, in his capacity as Chief Financial Officer of Meta Estate Trust S.A., to carry out all necessary formalities and procedures for the implementation of the resolutions adopted and to sign all necessary documents in relation with the competent Trade Registry Office, the Official Gazette (following publication of this resolution in the Official Gazette and after the expiry of the opposition period regarding the share capital reduction), the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, and any other relevant institutions. Mr. Bogdan Gramanschi is also authorized to delegate, in turn, the power to perform publicity and registration formalities to another person or to a lawyer.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

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

7. Approves/rejects the date of 15 December 2025 as the “Record Date” for identifying the shareholders entitled to benefit from the effects of the EGMS resolutions, in accordance with the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented.

This item is adopted with votes, representing % of the total votes held by shareholders present or represented.

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

8. Approves/rejects the date of 12 December 2025 as the “Ex-Date”, in accordance with the provisions of Article 187 point 11, correlated with Article 2 paragraph (2) letter (I) of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, issued by the Financial Supervisory Authority.

This item is adopted with votes, representing % of the total votes held by 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 Shareholders of the Company, expressed by the valid vote in the meeting legally convened and held on 26.11.2025, for which reason this resolution is adopted and signed.

Chairman of the Shareholders' Meeting

Secretary

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