

**SPECIAL POWER OF ATTORNEY FOR THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS OF META ESTATE TRUST S.A.
called on 26.11.2025/27.11.2025**

The undersigned, citizen....., born on, in the city of, domiciled in, identified with ID/ID/Passport series number..... issued by..... on..... valid until....., personal identification number,

or

The undersigned, Romanian legal entity, with registered office in registered with the Trade Register Office under no., Fiscal registration no., legally represented by, in the capacity of,

Shareholder on the reference date, namely **14.11.2025**, of the company Meta Estate Trust S.A. (the "**Company**"), a company established and operating under Romanian law, registered with the Trade Register Office attached to the Bucharest Court under no. J2021004004401, CUI 43859039, with headquarters in Bucharest, District 1, 4-10 Munții Tatra St., 4th floor,

holder of a number of ordinary, registered, dematerialized shares, issued by the Company, which confer the right to a number of voting rights in the Extraordinary General Meeting of Shareholders, representing% of the total voting rights, hereby appoint and constitute as special proxy for the following:

....., citizen, born on in the city of, domiciled in, identified with ID/ID/Passport series number issued by on, valid until, personal identification number

or

..... legal entity, with registered office in, registered with the Trade Register Office under no., Fiscal registration no., legally represented by, in the capacity of,

in the capacity of conventional representative of the shareholder of the Company.based on the general/special power of attorney/declaration on one's own responsibility no., dated, ("the **Proxy**"),

to represent me in the **Extraordinary General Meeting of Shareholders of Meta Estate Trust S.A.**, which will take place on **26.11.2025, starting at 11:00** or on **27.11.2024, starting at 11:00** (in case the quorum is not met at the first convening notice) at the address in Bucharest, District 1, 4-10 Munții Tatra St., 4th floor, as well as to participate in the debates and exercise the voting right related to my holdings on the reference date of **14.11.2025**, on all items on the agenda, as follows:

1. Election of the meeting secretary, from the proposals of the shareholders present at the EGMS.

IN FAVOUR	AGAINST	ABSTENTION

2. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

3. Following 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.

IN FAVOUR	AGAINST	ABSTENTION

4. The approval of 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."*

IN FAVOUR	AGAINST	ABSTENTION

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

IN FAVOUR	AGAINST	ABSTENTION

6. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

7. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

8. Approval of 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 (l) of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, issued by the Financial Supervisory Authority.

IN FAVOUR	AGAINST	ABSTENTION

We attach to this power of attorney a copy of the valid identity document (e.g. identity card/passport in the case of natural persons, respectively in the case of legal persons/entities without legal personality, identity card/passport of the legal representative).

This power of attorney is valid only for the EGMS for which it was requested, and the representative is obliged to vote in accordance with the instructions formulated by the shareholder who appointed him, under penalty of the vote being annulled.

Drawn up in 3 original copies, having the same legal force, one for the undersigned, one for the representative and the third to be registered with the Company by **24.11.2025, 11.00 a.m., under the sanction of losing the right to vote in the EGMS.**

Notes:

1. Please indicate your vote by checking with an „X” one of the boxes corresponding to „IN FAVOUR”, „AGAINST” or „ABSTENTION”. If more than one box is checked with an "X" or none at all, the respective vote is considered null/not having been exercised.
2. Please fill in this ballot in its entirety.
3. If the shareholder submits successively more than one special power of attorney, the Company shall consider that the special power of attorney with the most recent date revokes all previously transmitted special powers of attorney.

Date...../...../.....

Name of Shareholder,

.....

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

Signature _____