

To:
the Bucharest Stock Exchange
Romanian Financial Supervisory Authority

Current report 71/2023

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report:	26.10.2023
Name of the Company:	Meta Estate Trust S.A.
Registered office:	4-10 Muntii Tatra Street, 4th Floor, District 1, Bucharest, Romania
E-mail:	investors@meta-estate.ro
Phone number/ fax:	+40 372 934 455
Website:	www.metaestate.ro
Trade Registry No.:	J40/4004/2021
Fiscal code:	43859039
Subscribed and paid share capital:	RON 87,035,241
Total number of shares:	87,035,241 shares, out of which 75,785,265 class "A" ordinary shares and 11,249,976 Class "B" preferred shares
Symbol:	MET
Market where securities are traded:	MTS AeRO Premium

Important events to report: Convening of the Extraordinary General Meeting of Shareholders of Meta Estate Trust SA for 28.11.2023 (first convening) and 29.11.2023 (second convening)

The management of Meta Estate Trust S.A. (the "**Company**") informs the shareholders and the market about the convening of the Extraordinary General Meeting of Shareholders of the Company (the "EGMS") for 28.11.2023 (first convening). In case the quorum for the first meeting is not met, the EGMS will be held at the second convening on 29.11.2023, with the same agenda (as set out in the convening notice attached to this current report).

Teodor-Cristian Cartianu

Permanent Representative of the Chairman of the Board of Directors

Meta Estate Trust S.A.

Str. Buzești nr. 75-77, Etaj 9, Biroul nr. 13, București, România
Nr. Reg. Comerțului: J40/4004/2021; CUI 43859039
Capital social subscris: 87.035.241 lei
Tel: +40 2158 97 329 | office@meta-estate.ro | meta-estate.ro



No. 1 dated 25 October 2023

META ESTATE TRUST S.A.

Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor
J40/4004/2021, CUI 43859039, EUID: ROONRC.J40/4004/2021,

subscribed and fully paid-up share capital:**RON 87,035,241****CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF META ESTATE TRUST S.A.**

The Board of Directors of META ESTATE TRUST S.A., with registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, registered at the Bucharest Trade Registry Office under no. J40/4004/2021, CUI 43859039, Unique European Identifier (EUID): ROONRC.J40/4004/2021, having subscribed and fully paid share capital of RON 87,035,241 (the “**Company**”),

Pursuant to the Companies Law no. 31/1990, republished, as subsequently amended and supplemented (the “**Companies Law**”), Law no. 24/2017 regarding issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation No. 5/2018**”) and the Company's articles of association (the “**Articles of Association**”),

CONVENES

The Extraordinary General Meeting of Shareholders of the Company (“**EGMS**”) for **28 November 2023, at 10:00 a.m.** at the address located at 4-10 Munții Tatra Street, 4th floor, District 1, Bucharest, to be attended by all shareholders of the Company registered in the shareholders' registry (kept by Depozitarul Central S.A.) until the end of **17 November 2023** set as reference date (the “**Reference Date**”). In case the validity quorum will not be met at the first convening, a second meeting of the EGMS will take place on **29 November 2023, at 10:00 a.m.**, at the same place and with the same agenda and having the same Reference Date.

The agenda for the EGMS is as follows:

1. Approval of the amendment of art. 6.1. of the Articles of Association, which will be read as follows:

“6.1. The Company is managed on a unitary basis by a Board of Directors consisting of 5 (five) members appointed by the Ordinary General Meeting of Shareholders for a maximum period of 4 (four) years, with the possibility of re-election for successive terms. The Board of Directors will include 4 (four) non-executive members, proposed by the Company's shareholders, and Meta Management Team SRL, in accordance with the Management Agreement.”

2. Approval of the amendment of art. 6.6. of the Articles of Association, which will be read as follows:

“6.6. The Chairman of the Board of Directors is appointed by the Board of Directors from among its members for a term of 1 (one) year, with the possibility of re-election for subsequent mandates.”

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3. Approval of the dissolution of the Shareholders' Representatives Committee established at the level of the Company.
4. Approval of the deletion of art. 8 of the Articles of Association, which regulates the organization and functioning of the Shareholders' Representatives Committee, subject to the approval of point 3 of the EGMS agenda by the EGMS. The following articles of the Articles of Association will be renumbered accordingly.
5. Approval of setting the date of:
 - 20 December 2023 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
 - 19 December 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation 5/2018;

As they are not applicable to this EGMS, the shareholders will not decide on the other aspects described by art. 176 para. (1) of Regulation 5/2018, such as the date of guaranteed participation and payment date.

6. Approval of the empowerment of the Chairman of the Board of Directors of the Company and/or the managers of the Company, with the possibility to sub-delegate, in the name and on behalf of the Company, with full power and authority, the signature of any of them being binding and enforceable against the Company, to sign any documents, including the resolution of the EGMS, the Articles of Association of the Company, to submit, to request the publication of the resolution in the Official Gazette of Romania Part IV, to collect any documents, to carry out any formalities required before the Trade Registry Office, as well as before any other authority, public institutions, legal entities or individuals, as well as to carry out any operations, in order to carry out and ensure the enforceability of the resolutions to be adopted by the EGMS.

Miscellaneous provisions for the EGMS meeting

- a) Documents related to the agenda of the EGMS

Starting with 27 October 2023, all the information materials relating to the items included on the agenda of the EGMS, as well as this convening notice, the draft resolutions, as well as the special proxy forms and correspondence voting ballots may be obtained from the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, on every business day and will be available on the Company's website, www.metaestate.ro, *Investor Relations* section.

- b) The shareholders' rights to request the inclusion of new items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall have the right, no later than 15 days from the date of publication of the convening notice, i.e. by 13 November 2023: (i) to introduce items on the agenda of the EGMS, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting; and (ii) to submit draft resolutions for items included or proposed to be included on the agenda of the EGMS. Proposals for the inclusion of new items on the agenda of the EGMS, accompanied by a copy of the shareholder's valid identity document (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), as well as a justification or a draft resolution proposed for approval by the EGMS may be submitted as follows:

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- in a sealed envelope (original hard copy), by post or courier, to the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, clearly marked "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 28/29.11.2023"; or
- by e-mail with extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signature, to the e-mail address: office@meta-estate.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 28/29.11.2023".

In cases where the exercise of this right results in a change to the agenda of the general meeting already communicated to shareholders, the Company must make available an updated agenda, following the same procedure as the one used for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

Shareholders may exercise their right to ask questions on the items on the agenda of the general meetings only if accompanied by a copy of the shareholder's valid identity document (in the case of natural persons, identity card/passport, respectively in the case of legal entities/entities without legal personality, identity card/passport of the legal representative). Questions in writing may be submitted, as the case may be, until 23.11.2023, 5:00 p.m., as follows:

- in a sealed envelope (original hard copy), by post or courier, to the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, clearly marked "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 28/29.11.2023"; or
- by e-mail with extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signature, to the e-mail address: office@meta-estate.ro, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 28/29.11.2023".

The Company will publish the answers to the questions asked under the terms of this convening notice on the Company's website: www.metaestate.ro.

c) Participation and voting at the Extraordinary General Meeting of Shareholders

Only shareholders registered with the Company's Shareholders' Registry at the Reference Date, in accordance with the legal provisions applicable to joint stock companies listed on the Multilateral Trading System operated by the Bucharest Stock Exchange and the Articles of Association, are entitled to attend and cast their votes at the EGMS, in person (respectively, in the case of legal entities, through legal representatives), by proxy (on the basis of a special or general power of attorney), considering the legal provisions, or by correspondence (on the basis of a correspondence voting ballot).

Access and/or voting by correspondence of shareholders entitled to participate in the EGMS is allowed by simply proving their identity, in the case of individual shareholders, with their identity card and, in the case of legal entities, with the identity card of the legal representative. Representatives of individual/legal shareholders shall be identified on the basis of their identity card, accompanied by the special or general power of attorney signed by the individual shareholder/legal representative of the legal entity shareholder, as the case may be.

The capacity as shareholder and, in the case of shareholders who are legal entities or entities without legal personality, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date received by the Company from the Depozitarul Central S.A.

d) General powers of attorney

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The general power of attorney may be granted by the shareholders for a period which will not exceed 3 years, allowing its representative to vote on all matters which are discussed in the general meetings of shareholders, including any disposal acts.

Before their first use, the general powers of attorney shall be deposited/sent to the Company's registered headquarters, located in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, in copy, including the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to the regulations issued by FSA, to office@meta-estate.ro), so as to be registered with the Company's registration desk at least 48 hours before the date of the EGMS, respectively until 26 November 2023, 10:00 a.m..

For the validity of the mandate, the proxy must be either an intermediary (in accordance with the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the shareholder is their client. Also, the proxy must not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the proxy is a legal person, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

e) Special powers of attorney and correspondence voting ballots

Special powers of attorney and correspondence voting ballots shall use the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e. vote "for", vote "against" or vote "abstention").

The special powers of attorney may be granted to any person for the representation within one general meeting and contain specific voting instructions from the issuing shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the registered office of the Company, located in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor, including by e-mail with an extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of correspondence voting ballots), in accordance with the regulations issued by FSA, to office@meta-estate.ro, in original or in copy, including the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk at least 48 hours before the date of the EGMS, respectively until 26 November 2023, 10:00 a.m., clearly mentioning on the envelope or in the subject of the e-mail "For the Extraordinary General Meeting of Shareholders of 28/29 November 2023".

When filling in special powers of attorney/ correspondence voting ballots by mail, the shareholders are requested to consider the possibility of updating the agenda of the EGMS with new items or proposed resolutions. In this case, the special powers of attorney/ correspondence voting ballots will be updated and made available by the methods indicated under letter a) above.

f) Electronic vote

The electronic vote can be exercised by using electronic means of voting according to art. 197 of Regulation 5/2018, by accessing the link <https://met.evot.ro/login> from any device connected to the internet.

For identification purposes and online access to the EGMS, shareholders will provide the following information:

In the case of natural persons:

- o last name and first name;

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- personal numerical code;
- e-mail address;
- copy of identity document (identity card, passport, residence permit)*;
- telephone number (optional).

In the case of legal persons:

- name of the legal person;
- unique registration code (CUI);
- last name and first name of the legal representative;
- personal numerical code of the legal representative;
- e-mail address;
- identity document of the legal representative (identity card, passport, residence permit)*;
- copy of the certificate of status (in Romanian certificat constatator) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date*;
- telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator whose signature has been certified by the notary public.

*the electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The shareholder can log in and vote whenever he/she/it wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the registered one.

All enquiries and any information regarding the convening and conduct of the EGMS will be sent to, or obtained from, the Company's registered office, by telephone +40 372 934 455 or by e-mail office@meta-estate.ro

Chairman of the Board of Directors

Meta Management Team SRL

Represented by Teodor Cristian Cartianu

As: Permanent representative

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