

To:
Bucharest Stock Exchange
Romanian Financial Supervisory Authority

Current report 6/2022

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:	21.09.2022
Name of the Company:	Meta Estate Trust S.A.
Registered Office:	75-77 Buzesti street, 9th floor, office no. 13, sector 1, Bucharest
E-mail:	investors@meta-estate.ro
Phone/ fax:	021 589 7329
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: EGMS resolution of September 29th 2022

The management of Meta Estate Trust S.A. ("the Company") informs the market that the Extraordinary General Meeting of Shareholders of Meta Estate Trust SA ("the Company") was held on September 29th 2022, starting at 3:00 PM, at the address in Bucharest, District 1, 75-77 Buzești Street, 2nd floor. The legal and statutory quorum was constituted at the first convocation.

The resolution of the Extraordinary General Meeting of Shareholders is attached to this current report.

Oriol Casellas Deig
CEO

RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF META ESTATE TRUST S.A. NO. 1/20.09.2022

The Extraordinary General Meeting of Shareholders (hereinafter „EGMS” or „Meeting”) of **META ESTATE TRUST SA**, a legal entity organized and existing according to the Romanian laws, registered with the Trade Register Office under no. J40/4004/2021, Tax Identification Code (CUI) 43859039, based in Bucharest, District 1, 75-77 Buzesti, 9th floor, Office no. 13, with a subscribed and paid-up share capital of RON 87,035,241, divided into 87,035,241 registered shares, out of which 75,785,265 ordinary shares and 11,249,976 preference shares with preferred dividend with no voting right (hereinafter referred the “**Company**”), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Incorporation, at the first call, in the meeting of 20.09.2022, at 15:00, which took place at the address in Bucharest, Sector 1, 75-77 Buzesti, 2nd Floor, in the presence of shareholders holding a number of 45,204,410 shares with voting rights, representing 59.648020% of the total voting rights,

DECIDED:

1. Approves the amendments to the Memorandum of Association, as described hereinafter:
 - a. Approves the amendment of the definitions in the preamble to the Memorandum of Association, as follows:

‘Shares: means any and all (common or preferred) shares issued in the Company’s share capital

Governing Law: refers to any Romanian laws, rules and regulations, including the supranational law of the European Union and related institutions, in effect at a given moment, including the specific laws regulating the capital market.’

This decision is adopted with a number of 41,177,205 votes, representing 91.091124% of all the voting rights held by shareholders present in person or represented, respectively 54.334052% of the Company’s total voting rights.

The number of votes cast: total = 42,306,217 votes, of which: 41,177,205 votes ‘in favour’, 0 votes ‘against’ and 1,129,012 ‘abstentions’.

- b. Approves the removal of Clause 4.2 from the Memorandum of Association. Consequently, the provisions of Clause 4 shall be renumbered.

This decision is adopted with a number of 40,403,401 votes, representing 89.379335% of all the voting rights held by shareholders present in person or represented, respectively 53.313004% of the Company’s total voting rights.

The number of votes cast: total = 41,664,934 votes, of which: 40,403,401 votes ‘in favour’, 450,000 votes ‘against’ and 811,533 ‘abstentions’.



- c. Approves the removal of Clause 5.1 from the Memorandum of Association. Consequently, taking into account the proposed amendments below, the provisions of Clause 5 shall be renumbered.

This decision is adopted with a number of 40,765,646 votes, representing 90.180684% of all the voting rights held by shareholders present in person or represented, respectively 53.790992% of the Company's total voting rights.

The number of votes cast: total = 41,950,497 votes, of which: 40,765,646 votes 'in favour', 455,000 votes 'against' and 730,033 'abstentions'.

- d. Approves the amendment of Clause 5.2 in the Memorandum of Association and renumbering it as Clause 5.1, as follows:

'5.1. The title over the Common Shares may be transferred in accordance with the capital market regulations.'

This decision is adopted with a number of 41,570,205 votes, representing 91.960508% of all the voting rights held by shareholders present in person or represented, respectively 54.852622% of the Company's total voting rights.

The number of votes cast: total = 42,306,217 votes, of which: 41,570,205 votes 'in favour', 450,000 votes 'against' and 286,012 'abstentions'.

- e. Approves to add a new Clause 5.2 which shall read as follows:

'5.2. The title over the Preferred Shares may be transferred in accordance with Law 31/1990 and, whenever such Shares are to be accepted to trading on a stock exchange, in accordance with capital market regulations.'

This decision is adopted with a number of 41,147,076 votes, representing 91.024473% of all the voting rights held by shareholders present in person or represented, respectively 54.294296% of the Company's total voting rights.

The number of votes cast: total = 42,387,717 votes, of which: 41,147,076 votes 'in favour', 450,000 votes 'against' and 790,641 'abstentions'.

- f. Approves the amendment of Clause 5.4.1 in the Memorandum of Association, as follows:

'5.4.1. The Parties agree that issuing new Shares or, as the case may be, any other securities („New Issue”) shall be achieved by EGMS resolution adopted with a majority of at least 30 (thirty)% of the voting rights in the Company, during the first meeting called, and with a majority of the voting shareholders present or represented during the subsequent meetings called.'

This decision is adopted with a number of 38,012,118 votes, representing 84.089402% of all the voting rights held by shareholders present in person or represented, respectively 50.157663% of the Company's total voting rights.

The number of votes cast: total = 42,281,604 votes, of which: 38,012,118 votes 'in favour', 2,445,510 votes 'against' and 1,823,976 'abstentions'.



- g. Approves the removal of Clause 5.5 from the Memorandum of Association - Listing on the Stock Exchange

This decision is adopted with a number of 40,493,719 votes, representing 89.579134% of all the voting rights held by shareholders present in person or represented, respectively 53.432180% of the Company's total voting rights.

The number of votes cast: total = 42,077,731 votes, of which: 40,493,719 votes 'in favour', 455,000 votes 'against' and 1,129,012 'abstentions'.

- h. Since the quorum conditions mentioned in the Memorandum of Association were not met for the adoption of a decision regarding the amendment of art. 5.6 of the Memorandum of Association (respectively 95% of the Company's voting rights), point 1 letter h) on the agenda was not subject to the shareholders' debate.
- i. Since the quorum conditions mentioned in the Memorandum of Association were not met for the adoption of a decision regarding the amendment of art. 5.6 of the Memorandum of Association (respectively 95% of the Company's voting rights), point 1 letter i) on the agenda was not subject to the shareholders' debate.
- j. Since the quorum conditions mentioned in the Memorandum of Association were not met for the adoption of a decision regarding the amendment of art. 5.6 of the Memorandum of Association (respectively 95% of the Company's voting rights), point 1 letter j) on the agenda was not subject to the shareholders' debate.
- k. Since the quorum conditions mentioned in the Memorandum of Association were not met for the adoption of a decision regarding the amendment of art. 5.6 of the Memorandum of Association (respectively 95% of the Company's voting rights), point 1 letter k) on the agenda was not subject to the shareholders' debate.

- l. Approves the amendment of Clause 6.1. in the Memorandum of Association, as follows:

'6.1. The Company is a one-tier structure managed by a Board of Directors ('BoD') composed of 5 (five) directors appointed for renewable offices of no more than 4 (four) years each by the Ordinary General Meeting of Shareholders. Once the BoD members appointed, the Ordinary General Meeting of Shareholders shall decide on the precise number of BoD members. The Board of Directors shall include Meta Management Team SRL, 2 (two) directors proposed by the founding shareholders and 2 (two) directors proposed and appointed by the Company's shareholders.'

This decision is adopted with a number of 39,401,013 votes, representing 87.161879% of all the voting rights held by shareholders present in person or represented, respectively 51.990335% of the Company's total voting rights.

The number of votes cast: total = 42,281,604 votes, of which: 39,401,013 votes 'in favour', 470,000 votes 'against' and 2,410,591 'abstentions'.

- m. Approves the amendment of Clause 7.1. in the Memorandum of Association, as follows:
'7.1. The General Meeting of Shareholders shall have the powers and authority provided for by the Company Law 31/1990, the relevant legislation and the governing capital market regulations.'
This decision is adopted with a number of 41,995,592 votes, representing 92,901538% of all the voting rights held by shareholders present in person or represented, respectively 55,413928% of the Company's total voting rights.
The number of votes cast: total = 42,281,604 votes, of which: 41,995,592 votes 'in favour', 0 votes 'against' and 286,012 'abstentions'.
- n. Since the quorum conditions mentioned in the Memorandum of Association were not met for the adoption of a decision regarding the amendment of art. 7.4 of the Memorandum of Association (respectively 95% of the Company's voting rights), point 1 letter n) on the agenda was not subject to the shareholders' debate.
- o. Since the quorum conditions mentioned in the Memorandum of Association were not met for the adoption of a decision regarding the amendment of art. 7,8 of the Memorandum of Association (respectively 95% of the Company's voting rights), point 1 letter o) on the agenda was not subject to the shareholders' debate.
- p. Since art. 5.6.6 has not changed, according to this decision, point 1 letter p) on the agenda was not subject to the shareholders' debate.
- q. Approves the amendment of Clause 13 in the Memorandum of Association, as follows:
'Clause 13 – Final Dispositions
13.1 The same corporate governance principles and management rules shall be applied mutatis mutandis across each company/investment vehicle to be incorporated, acquired and owned directly or indirectly by MET in the Project.
13.2 This Memorandum of Association shall be supplemented by the provisions of Company Law 31/1990 and the Governing Law, unless such provisions are contrary to the dispositions laid down herein.'

This decision is adopted with a number of 41,178,094 votes, representing 91.093090% of all the voting rights held by shareholders present in person or represented, respectively 54.335225% of the Company's total voting rights.

The number of votes cast: total = 42,077,731 votes, of which: 41,178,094 votes 'in favour', 0 votes 'against' and 899,637 'abstentions'.
- r. Approves the proper renumbering of the clauses in the Memorandum of Association as a result of agreed amendments.

This decision is adopted with a number of 41,995,592 votes, representing 92.901538% of all the voting rights held by shareholders present in person or represented, respectively 55.413928% of the Company's total voting rights.

The number of votes cast: total = 42,281,604 votes, of which: 41,995,592 votes 'in favour', 0 votes 'against' and 286,012 'abstentions'.

2. Approves 10.10.2022 as „Registration Date” for the identification of shareholders with respect to the date when EGMS resolutions will take effect.

This decision is adopted with a number of 41,416,842 votes, representing 91.621242% of all the voting rights held by shareholders present in person or represented, respectively 54.650257% of the Company's total voting rights.

The number of votes cast: total = 41,702,854 votes, of which: 41,416,842 votes 'in favour', 0 votes 'against' and 286,012 'abstentions'.

3. Approves 07.10.2022 as the „Ex-date”, in accordance with the provisions of Section 187 subsection 11 of Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.

This decision is adopted with a number of 41,995,592 votes, representing 92.901538% of all the voting rights held by shareholders present in person or represented, respectively 55.413928% of the Company's total voting rights.

The number of votes cast: total = 42,281,604 votes, of which: 41,995,592 votes 'in favour', 0 votes 'against' and 286,012 'abstentions'.

4. Approves to empower Mr. Oriol Casellas Deig, in his capacity as General Manager of Meta Estate Trust SA, in order to carry out the adopted resolutions, including to execute the Company's updated Memorandum of Association in line with the aforesaid resolutions, draft and sign on behalf and for the Company, and submit any documents, issue any statements requested for the registration/filing of Shareholder decisions with the relevant Trade Registry Office, to carry out any other formalities, pay any taxes, apply for and pick up certificates or any other documents issued by the relevant Trade Registry Office. Furthermore, Oriol Casellas Deig, in his capacity as General Manager of Meta Estate Trust SA, shall on his turn have the authority to delegate another person or an attorney at law to carry out the publicity and registration formalities.



This decision is adopted with a number of 41,771,910 votes, representing 92.406714% of all the voting rights held by shareholders present in person or represented, respectively 55.118775% of the Company's total voting rights.

The number of votes cast: total = 41,853,729 votes, of which: 41,771,910 votes 'in favour', 0 votes 'against' and 81,819 'abstentions'.

This represents the will of the Extraordinary General Meeting of the Company's Shareholders, expressed by the valid vote expressed in the legally convened meeting held on 20.09.2022, and, therefore, this resolution is adopted and signed.

Meeting Chairman
Meta Management Team SRL
By Voicu Eugen Gheorghe

Secretary
Nae-Serban Catalin