

To:
Bucharest Stock Exchange
Romanian Financial Supervisory Authority

Current report 74/2023

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:	01.11.2023
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: Information material regarding the distribution of free shares

The management of **META ESTATE TRUST SA.** (hereinafter referred to as the "**Company**") informs the investors regarding the publishing of the information material regarding the distribution of free shares by the Company, following the increase of the share capital with the amount of RON 6,456,495 by issuance of a number of 6,456,495 new ordinary, nominative and dematerialised shares with a nominal value of RON 1 per share (the "**New Shares**"), as approved by the Board of Directors in accordance with the Resolution of the Extraordinary General Meeting of the Shareholders no. 1 dated 25 September 2023 (items 3, and 4), ("**Share Capital Increase**"), which shall be allotted as follows:

- The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their shareholdings in the share capital of the Company; within the Share Capital Increase; as a result, each shareholder registered on the registration date, shall receive free of charge, for every 100 shares held New Shares determined with the following formula: $100 \times (6,456,495 / 87,035,241)$;
- If the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be allotted to such shareholder will be rounded down to the next lower natural number
- The settlement price of the shares fractions resulting from the implementation of the algorithm set out at letter a) above and rounding of the results according to letter b) above, set in accordance with the applicable legal provisions shall be RON 1 per share.

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Pursuant to the Share Capital Increase, the share capital of the Company will amount to up to RON 93,491,736, fully subscribed and paid up by the shareholders, divided into a number of up to 93,491,736 registered, dematerialized shares with a nominal value of RON 1/share.

For more details in relation to the share capital increase, the informative document relating to the distribution of shares by the Company is attached to this current report.

Chairman of the Board of Directors,

META MANAGEMENT TEAM S.R.L., represented by Teodor Cristian Cartianu

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INFORMATION DOCUMENT REGARDING THE DISTRIBUTION OF SHARES BY**META ESTATE TRUST S.A.**

(a joint stock company incorporated in accordance with the laws of Romania, with its registered office located at 4-10 Muntii Tatra Street, 4th Floor, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40/4004/2021, (EUID): ROONRC. J40/4004/2021, sole registration code 43859039)

1 November 2023

This document (the “**Document**”) is issued in connection with the distribution of a number of 6,456,495 shares, each having a nominal value of RON 1 and a total nominal value of RON 6,456,495 to the shareholders of META ESTATE TRUST S.A., a joint stock company registered with the Trade Register attached to the Bucharest Tribunal under J40/4004/2021, Fiscal Identification Code 43859039, with registered office in Bucharest, District 1, 4-10 Mușii Tatra Street, 4th Floor (the “**Company**”) as this operation was approved by the Resolution of the Extraordinary General Meeting of Shareholders no. 1 dated 25 September 2023 (items 3 and 4) (“**EGMS Resolution 1/25 September 2023**”).

This document has been published and is made available to the public on the Company's website at <https://metaestate.ro/>. The information in this Document is accurate only on the date mentioned on the first page of this Document.

1. RESPONSIBLE PERSONS

The Company, Meta Estate Trust S.A., declares that it is a joint stock company established accordingly and validly operating in accordance with the laws of Romania, with its registered office in Bucharest, District 1, 4-10 Mușii Tatra Street, 4th Floor, registered with the Bucharest Trade Registry Office under no. J40/4004/2021, Fiscal Identification Code 43859039 and accepts responsibility for the information contained in this Document.

The responsible persons on behalf of the Company for the information contained in this Document are the members of the Board of Directors, respectively:

- a) META MANAGEMENT TEAM S.R – President of the Board of Directors;
- b) LCL GRUP S.R.L., represented by Ciprian Lănducă–member of the Board of Directors;
- c) ADIVI ESTATE S.R.L., represented by Adrian Vasile Viman –member of the Board of Directors;
- d) CAGILS INVEST S.R.L., represented by Ilinca Mihaela Păun –member of the Board of Directors;
- e) MIRCEA OANCEA –member of the Board of Directors;

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Based on all the knowledge available to the Company (taking reasonable steps to ensure that it is correct), the information contained in this Document is in accordance with reality and does not contain omissions that may significantly affect this information.

2. INFORMATION ABOUT THE COMPANY

2.1 The company name is META ESTATE TRUST S.A.

META ESTATE TRUST S.A. is a joint stock company registered with the Trade Register attached to the Bucharest Tribunal under J40/4004/2021, Fiscal Identification Code 43859039, with registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor and has its fiscal residency in Romania. According to its articles of association, the Company operates for an undetermined period.

2.2 The share capital of the Company is RON 87,035,241, fully subscribed and paid-up by the shareholders, divided into a number of 87,035,241 ordinary, nominative shares, dematerialized, having a nominal value of RON 1/share, split in two classes of shares:

- (i) Class A shares, counting 75,785,265 ordinary shares (ISIN code: ROX9GQFJ81G8) admitted to trading on the Alternative Trading System operated by Bursa de Valori București S.A.; and
- (ii) Class B shares, counting 11,249,976 preference shares.

NAME	NUMBER OF SHARES	VALUE	PERCENTAGE IN THE SHARE CAPITAL
Class A Shares - ordinary			
Individuals	50,577,328	RON 50,577,328	58.11%
Legal entities	25,207,937	RON 25,207,265	28.96%
Class B Shares – preference			
Individuals	8,265,756	RON 8,265,756	9,50%
Legal entities	2,984,220	RON 2,984,220	3,43%

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3. INFORMATION ON THE ISSUANCE OF SHARES

3.1 Decision-making acts establishing the issuance of shares

The issuance of new shares was approved by EGMS Resolution 1/25 September 2023, thus approving the increase of the share capital by the amount of up to RON 6,456,495, by issuing a number of 6,456,495 new ordinary, nominative and dematerialized shares, with the nominal value of RON 1 per share, as well as the empowerment of the Board of Directors to adopt any decision and to carry out any acts or deeds that would be necessary, useful or advisable for the implementation of this decision.

The Board of Directors subsequently adopted Decision no.1 dated 28 September 2023, which confirmed the final amount of the Share Capital Increase, respectively the amount of RON 6,456,495 by issuance of 6,456,495 new ordinary, nominative and dematerialized shares, with the nominal value of RON 1 per share (the “New Shares”).

3.2 Registration date for identifying the shareholders who will benefit from the shares distribution and who will be allotted shares

By the EGMS Resolution 1/25 September 2023 the following dates have been set:

- 8 November 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;
- 7 November 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018; 1 November 2022 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;
- 6 November 2023 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation 5/2018;
- 9 November 2023 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation 5/2018; and
- 24 November 2023 as the date of payment calculated in accordance with the provisions of art. 178 para. (1) of Regulation No 5/2018 for the payment of the settlement price of the shares fractions resulting from the implementation of the specific algorithm of the Share Capital Increase.

3.3 Description of the operation: the total value of the shares, the reason for the issuance and distribution of the shares, the number of newly issued shares and by which the share capital will be increased

Among the reasons for the Share Capital Increase is primarily the Company's desire to strengthen its relationship with its shareholders. The Company registered as an issue premium resulting from the increase of share capital between 20



July 2022 - 2 August 2022 the amount of approximative RON 6,456,495, representing the difference between the total amount paid as subscription price for all the new subscribed shares and the total nominal value of all the new subscribed shares. By means of the EGMS Resolution 1/26 April 2023, the transfer of the amount of RON 6,456,495.14, representing share premiums (capital premiums) to the reserves account (other than legal reserves) and the corresponding registration of the respective operation in the Company's accounts was approved. By means of the EGMS Resolution 1/25 September 2023, the increase of the share capital by the amount of up to RON 6,456,495 was approved, by issuance of up to 6,456,495 new ordinary, nominative and dematerialized shares, with the nominal value of RON 1 per share by incorporating the reserve of the Company (other than legally require reserve). Thus, the goal pursued by the implementation of the Share Capital Increase is that all the shareholders of the Company benefit from the success of the share capital increase between 20 July 2022 - 2 August 2022.

The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their shareholdings in the share capital of the Company; within the Share Capital Increase; as a result, each shareholder registered on the registration date, shall receive free of charge, for every 100 shares held New Shares determined with the following formula: $100 \times (6,456,495 / 87,035,241)$.

If the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be allotted to such shareholder will be rounded down to the next lower natural number. The settlement price of the shares fractions resulting from the implementation of the algorithm set out above and rounding of the results, set in accordance with the applicable legal provisions shall be RON 1 per share.

3.4 Description of the type and class of securities allotted

The New Shares are ordinary, nominative, dematerialized shares, having a nominal value of RON 1 share. The ISIN Code of the New Shares is ROX9GQFJ81G8. The currency of the New Shares is RON, the national currency of Romania. The denomination per unit of the New Shares is RON 1 and the number of New Shares is 6,456,495.

The rights related to the New Shares:

- Right to participate and to vote within the general meeting of shareholders (each New Share attaching one (1) vote);
- Right to dividends, namely to participate in the distribution of the Company's net profit;
- Preference right;
- Right to information;
- Right to elect, and be elected to, the management bodies;
- Right of withdrawal in certain cases and conditions provided by law;

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- Right to participate in the distribution of assets in case of liquidation;
- The right to challenge the decisions of the general meeting of shareholders;
- The right to secure registration and confirmation of the ownership of shares issued by the Company;
- Other shareholders rights;
- Obligation to report an important shareholding; and
- Provisions regarding shareholders' squeeze-out from the Company.

3.5 The number of shares allotted for holding one share

For every 100 shares held, New Shares determined with the following formula: $100 \times (6,456,495 / 87,035,241)$ will be allotted, subject to the aspects regarding the shares fractions, as reflected under item 3.3. above.

3.6 The value of the increased share capital

Pursuant to the Share Capital Increase, the Company's share capital shall be in value of RON 93,491,736, fully subscribed and paid up by the shareholders, divided into 93,491,736 shares, each having a nominal value of RON 1.

