

To:
Bucharest Stock Exchange
Romanian Financial Supervisory Authority

Current report 83/2023

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:	13.11.2023
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 93,491,736
Total number of shares:	93,491,736 shares, out of which 82,241,760 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: Request to supplement the agenda of the Extraordinary General Meeting of Shareholders of the Company convened for 28 November 2023 (first call), respectively 29 November 2023 (second call)

META ESTATE TRUST SA. (hereinafter referred to as the "**Company**") wishes to inform the market and its shareholders regarding the receipt by the Company of a request to supplement the agenda of the Extraordinary General Meeting of Shareholders convened for 28 November 2023 (first call), respectively 29 November 2023 (second call) (the "**EGMS**") from a group of shareholders holding at least 5% of the Company's share capital.

The request to supplement the EGMS agenda is attached to this current report.

Chairman of the Board of Directors,

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

Bucharest, 8 November 2023

To: Meta Estate Trust S.A.

Bucharest, Str. Muntii Tatra, no. 4-10, 4th floor, District 1, Romania

In the attn of: Meta Management Team S.R.L., represented by Teodor- Cristian CARTIANU – Chairman of the Board of Directors of Meta Estate Trust S.A.

Cagils Invest S.R.L., represented by Ilinca Mihaela PĂUN – Member of the Board of Directors of Meta Estate Trust S.A.

Adivi Estate S.R.L., represented by Adrian Vasile VIMAN - Member of the Board of Directors of Meta Estate Trust S.A.

LCL GRUP S.R.L., represented by Ciprian LADUNCĂ - Member of the Board of Directors of Meta Estate Trust S.A.

Mircea OANCEA - Member of the Board of Directors of Meta Estate Trust S.A.

Re: Request for the introduction of new items on the agenda of the Extraordinary General Meeting of Shareholders of Meta Estate Trust S.A. convened for 28/29 November 2023

1. The undersigned, **CERTROM S.R.L.**, a limited liability company, incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 5, Calea 13 Septembrie No. 231 A, entrance I, floor 14, ap. 54, registered with the Trade Registry attached to the Bucharest Court under no. J40/1 583/2014, sole registration code (CUI) 13506930, legally represented by Mr. Laurentiu Mihai DINU, as director, holder of 3,267,545 ordinary shares, representing 4.3116% of the total number of ordinary shares and voting rights of Meta Estate Trust SA,
2. The undersigned, **CERT MASTER STANDARD S.R.L.**, a limited liability company, incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 5, Bd. 13 Septembrie no. 231 A, room 4, entrance 1, floor 14, ap. 54, registered with the Trade Registry attached to the Bucharest Court under no. 140/3991/2010, sole registration code (CUI) 26789790, legally represented by Mr. Laurentiu Mihai DINU, as director, holder of 1,179,782 ordinary shares, representing 1.5567% of the total number of ordinary shares and voting rights of Meta Estate Trust SA,
3. The undersigned, **Adrian Vasile VIMAN**, [REDACTED], holder of 10,164,944 ordinary shares, representing 13.41% of the total number of ordinary shares and voting rights of Meta Estate Trust SA
4. The undersigned, **Corneliu CIUREA**, [REDACTED] holder of 1,481,239 ordinary shares, representing 1.9545% of

the total number of ordinary shares and voting rights of Meta Estate Trust SA,

WHEREAS:

1. The Board of Directors of Meta Estate Trust S.A., a joint stock company, incorporated and operating under the laws of Romania, having its registered office in Bucharest, Muntii Tatra, no. 4-10, Floor 4, registered with the Trade Registry attached to the Bucharest Court under no. J40/4004/2021, sole registration code (CUI) 43859039 (hereinafter referred to as the "**Company**"), convened an Extraordinary General Meeting of Shareholders (hereinafter referred to as the "**EGMS**") of the Company for 28 November 2023 (first call) and 29 November 2023 (second call);
2. According to the provisions of art. 117¹ para. (1) of the Companies Law no. 31/1990 republished, with subsequent amendments and supplements, corroborated with the provisions of art. 105 para. (3) of Law 24/2017 on issuers of financial instruments and market operations, republished, one or more shareholders representing, individually or jointly, at least 5% of the share capital have the right to introduce new items on the agenda of the general meeting and to submit draft resolutions for the items included or proposed to be included on the agenda of the general meeting;
3. The signatory shareholders of this request together hold a total number of 16,093,510 ordinary shares, representing 21.2356% of the total number of ordinary shares and voting rights of the Company;

We hereby request the supplementation of the agenda of the EGMS by introducing 4 new items on the agenda as follows:

1. Approval of the amendment of Article 6.1. of the Articles of Association, which will have the following content:

“The Company is managed in a unitary system 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.”

JUSTIFICATION: the proposal of this new item on the agenda of the EGMS, convened for 28/29 November 2023, takes into account the need to corroborate the provisions of the Company's Articles of Association with the relevant mandatory legal provisions. In this regard, we consider the fact that, according to the provisions of art. 137¹ of the Companies Law, republished, with subsequent amendments and supplements, the directors are appointed by the Ordinary General Meeting of Shareholders, and the candidates for the positions of directors are nominated by the current members of the board of directors or by the shareholders.

Moreover, according to the provisions of Article 128 of the Companies Law, republished, with subsequent amendments and supplements, any agreement by which shareholders undertake to exercise the right to vote in accordance with the instructions given or proposals formulated by the Company or the persons responsible for representing the Company is prohibited. To the extent that

such a convention was concluded, it would be null and void by operation of law.

In these circumstances, taking into account the current wording of the Articles of Association, the wording of which is proposed by the Board of Directors according to the Convening notice published for the EGMS dated 28/29 November 2023, it follows unequivocally that there is an agreement limiting the free voting right of shareholders, in the sense that it is regulated that Meta Management Team S.R.L. will be part of the Board of Directors of the Company, mandatorily, in accordance with the provisions of the management agreement concluded with the director Meta Management Team S.R.L. in 2021, for a period of 10 years.

In this regard, we show the shareholders that such a clause is null and void and must be removed from the Articles of Association of the Company immediately, meaning that the proposal made by the Board of Directors regarding the amendment of Article 6.1 of the Articles of Association should be rejected and this proposal should be approved.

2. Approval of the amendment of Article 6.6. of the Articles of Association, which will have the following content:

“The Chairman of the Board of Directors shall be elected by the Board of Directors from among its members.”

JUSTIFICATION: Having regard to the duties of the Chairman of the Board of Directors, according to the provisions of art. 140¹ para. (4) of the Companies Law nr. 31/1990, republished, with subsequent amendments and supplements, the Chairman should exercise his mandate for a period equal to the duration of his mandate as director, so as to ensure a natural continuity and consistency in coordinating the activity of the Board of Directors. To the extent that it is intended that the Chairman is removed by the members of the Board of Directors at any time during his/her term of office, this is possible without any impediment. Thus, to the extent that the Board of Directors, at any time during its term of office, will consider it necessary to replace the Chairman of the Board of Directors, this can be done by the consent vote of the members of the Board of Directors. In these circumstances, there is no theoretical or practical justification to establish by the Articles of Association a limitation of the term of office of the Chairman of the Board of Directors, all the more so in the context in which he would be appointed by the Board of Directors and not by the general meeting of shareholders.

It is therefore necessary to reject agenda item 2 of the EGMS and approve the proposal for a new agenda item.

3. Approval of the empowerment of the new Board of Directors to be elected at the expiration of the mandate of the Board of Directors in office (respectively on 27.01.2024) to renegotiate, in its entirety, the management agreement concluded by the Company with Meta Management Team S.R.L. in order to corroborate the contractual provisions with the provisions of the applicable legislation and manage conflicts of interest, until the negotiation of the termination of this

agreement.

JUSTIFICATION: Taking into account the fact that the Company concluded a management agreement with Meta Management Team S.R.L. in 2021, so prior to the listing of the Company on the AeRO market, for a period of 10 years, but, according to the applicable legal provisions, especially regarding the corporate governance method of the listed companies, the mandate of the directors is granted by the General Meeting of Shareholders which decides on their appointment for a maximum period of 4 years, the appropriateness of some provisions of the management agreement must be reconsidered. Thus, taking into account the new corporate realities in which the Company operates and is managed, the management agreement should be renegotiated so that it complies with the applicable legal provisions, in particular with regard to ensuring the proper application of corporate governance principles and the proper management of conflicts of interest.

Thus, the new Board of Directors, as elected by the General Meeting of Shareholders in the exercise of its exclusive duties, must be empowered to analyse and identify a way to move from a totally atypical corporate structure, especially in the context of a listed company, to a classic corporate structure. Thus, the independence of the management bodies from each other must be ensured, in order for each of them to fulfil its own duties established by law and the general meeting of shareholders in the general interest of the Company. Once appropriate solutions are identified, the new Board of Directors must be empowered to renegotiate the clauses of the management agreement and even terminate it in agreement with Meta Management Team S.R.L.

4. Approval of the empowerment of the Board of Directors to develop a strategy regarding the implementation by the Company of a loyalty program for the Company's management, by buying back its own shares in order to carry out programs such as stock option plans.