

*Translation from the Romanian language; Romanian version shall prevail*

**To: Bucharest Stock Exchange**  
**Financial Supervisory Authority**

**Current report 10/22.03.2024**

Prepared in accordance with Law no. 24/2017 on issuers of financial instruments and market operations (republished), as amended and supplemented and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented and/or the Bucharest Stock Exchange Code for the Multilateral Trading System.

Report Date:	22.03.2024
Name of issuing entity:	Meta Estate Trust S.A.
Headquarters:	Bucharest, 1 <sup>st</sup> District, 4-10 Munții Tatra Street, 4 <sup>th</sup> floor
E-mail:	<a href="mailto:investors@meta-estate.ro">investors@meta-estate.ro</a>
Phone number/ fax:	+40 372 934 455
Website:	<a href="http://www.metaestate.ro">www.metaestate.ro</a>
Registration number:	J40/4004/2021
Unique identification code	43859039
Subscribed and paid-up share capital	RON 93,491,736
Number of shares	93,491,736 shares, of which 82,241,760 ordinary class "A" shares and 11,249,976 preference class "B" shares
Symbol	MET
Trading market	SMT AeRO Premium

**Important events to report:** Convening of the Ordinary General Meeting of Shareholders for 25/26 April 2024

The management of Meta Estate Trust S.A. ("**Company**") informs the shareholders and the market of the convening of the Ordinary General Meeting of Shareholders of the Company ("**OGMS**") for 25.04.2024 (first convening). If the quorum present for the first meeting is not met, the OGMS will be held at the second convening on 26.04.2024 with the same agenda.

In accordance with the provisions of Companies Law no. 31/1990, republished, as amended and supplemented, Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, as amended and supplemented, Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, as amended and supplemented, and the Articles of Association,

The Board of Directors of Meta Estate Trust S.A., a company incorporated and operating under Romanian Law, registered with the Trade Registry under no. J40/4004/2021, Unique Registration Code 43859039, headquartered in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, hereinafter referred to as the "**Company**", through the Chairman of the Board of Directors,

**Meta Estate Trust S.A.**

Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor  
Registration number: J40/4004/2021; unique registration code 43859039  
Subscribed and paid-up share capital: RON 93,491,736  
Tel: +40 372 93 44 55 | [office@meta-estate.ro](mailto:office@meta-estate.ro) | [metaestate.ro](http://metaestate.ro)



## SUMMONS

The Ordinary General Meeting of Shareholders (“OGMS”) for **25.04.2024**, at 14:00, at the Company’s headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, at which the shareholders registered in the Shareholders’ Registry kept by the Depozitarul Central S.A. at the end of 16.04.2024, established as the **Reference Date**, are entitled to participate and vote.

In the event that the required quorum is not met on the mentioned date, under Article 118 of Law no. 31/1990, a second OGMS is summoned and scheduled for 26.04.2024, starting at 10:00, at the same location, with the same agenda for all shareholders registered in Shareholders’ Registry on the same Reference Date.

### The agenda for the OGMS is as follows:

1. Election of the secretary of the meeting from the proposals of the shareholders present at the OGMS.
2. Approval of the annual financial statements for the financial year 2023, drafted in accordance with the applicable legislation, supported by the Financial Auditor’s Report and the Board of Directors’ Report for the year 2023.
3. Approval of the Board of Directors’ Report for the year 2023.
4. Approval of the Financial Auditor’s Report for the year 2023.
5. Approval of the Annual Report for 2023 prepared in accordance with FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations, as amended and supplemented.
6. Approval of the income and expenditure budget of the Company for the financial year 2024.
7. Approval of the extension of the Company’s financial auditor’s mandate, namely Mazars Romania S.R.L., headquartered in 4B and 2-4 Ing. George Constantinescu Street, room 2, 5<sup>th</sup> floor, 2<sup>nd</sup> District, Bucharest, registered with the Trade Registry under no. J40/756/1995, unique registration code 6970597, represented by Mr. Andrian Vasile for an additional period ending on 31.05.2025, and authorization of the executive directors to conclude the audit agreement, in accordance with the above.
8. Approval of distribution of the Company’s net profit for the year 2023, in the amount of RON 9,474,284.58, as follows: the amount of RON 541,680.59 represents the legal reserve, and the amount of RON 8,932,603.99 will remain undistributed profit at the Company’s disposal.
9. In the event of the rejection of the matter no. 8 mentioned above, approval of the allocation of the distributable net profit of the Company achieved in 2023, in the total amount of RON 9,474,284.58, as follows:
  - 9.1 Distribution of RON 541,680.59 as legal reserve,
  - 9.2 Distribution of the total gross dividend in the amount of RON 2.947.759,32, relating to preferred shares (class B shares), as per art. 5.4.1. lit. c) of the Company’s Articles of Association, representing 33% of the annual distributable profit for the year 2023, to the shareholders holding preferred shares with priority dividend, proportionally to their shareholding in the class of preferred shares (class B). Approval of fixing a gross dividend per share of RON 0,26202. According to art. 5.4.1. lit. h) of the Company’s Articles of Association, the priority dividend is paid by free ordinary shares allocation. Allocations will be made as a result of the share capital increase operation.
  - 9.3 The amount of RON 5,984,844.67, part of the distributable net profit, shall remain at the disposal of the Company.
10. Approval of the liability discharge of the Company’s directors for the period 01.01.2023-31.12.2023.
  - 10.1. Discharge of liability of director Mircea Oancea;
  - 10.2. Discharge of liability of director Alexandru-Mihai Bonea;
  - 10.3. Discharge of liability of director Cagils Invest S.R.L.;
  - 10.4. Discharge of liability of director Adivi Estate S.R.L.;



- 10.5. Discharge of liability of director LCL Grup S.R.L.;
- 10.6. Discharge of liability of director Meta Management Team S.R.L.
11. Approval to initiate action against the director Meta Management Team S.R.L for the damages caused to the Company due to non-fulfilment/improper fulfilment of its obligations as director, in accordance with Article 155 of Companies Law no. 31/1990, republished, as amended and supplemented.
12. Approval of the date of 06.08.2024, as the “Record Date” for shareholders identification, in accordance with the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented.
13. Approval of the date of 05.08.2024, as the “Ex-date” in accordance with the provisions of Article 187 point 11 of Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented.
14. Approval of the date of 21.08.2024, as the “Payment Date” in accordance with the provisions of Article 87 paragraph 2 of Law no. 24/2017 (R) regarding issuers of financial instruments and market operations, as amended and supplemented, Article 2 paragraph 2 letter h) and Article 178 of Regulation no. 5/2018 regarding issuers of financial instruments and market operations, as amended and supplemented.
15. Approval of empowering the Chairman of the Board of the Directors and the secretary of the meeting to jointly sign the OGMS resolutions.
16. Approval of empowering Mr. Alexandru-Mihai Bonea, in his capacity as General Manager of Meta Estate Trust S.A., to complete all formalities and procedures required for the adopted resolutions implementation and to sign all necessary documents in relation to the competent Trade Registry, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and any other institutions. Additionally, Mr. Alexandru-Mihai Bonea may delegate, in turn, the responsibility of fulfilling the publicity and registration formalities to another individual or to an attorney.

One or more shareholders representing, individually or jointly, at least 5% of the Company’s share capital have the right, within a maximum of 15 days from the summons publication date, *i.e.*, until 10.04 2024, at 18:00 to:

- introduce new matters on the OGMS agenda, provided that each proposed matter is accompanied by a justification, or a draft resolution proposed for adoption by the OGMS;
- present draft resolutions for the proposed matters to be included on the agenda of the OGMS.

Proposals regarding the introduction of new matters on the OGMS agenda, accompanied by a copy of the shareholder’s valid identity document (for individuals: identity card/passport, for legal entities/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 OGMS, may be submitted as follows:

- in a sealed envelope (the handwritten document in original), by mail, courier services, or personally delivered to the Company’s headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, clearly marked on the envelope: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024”;
- by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the e-mail address: [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024”.

If applicable, the Company will publish the updated agenda before the OGMS Reference Date, *i.e.*, by 12.04.2024.

The shareholders may exercise their right to ask questions regarding the matters on the OGMS agenda only accompanied by a copy of the shareholder’s valid identity document (for individuals: identity card/passport, for legal



entities/entities without legal personality: identity card/passport of the legal representative). Questions may be submitted in writing, if applicable, until 23.04.2024, 18:00, as follows:

- in a sealed envelope (the handwritten document in original), submitted in person, by mail or courier service, to the Company's headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, clearly marked on the envelope: "FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF 25/26.04.2024";
- by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the e-mail address: [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024".

The Company will publish the responses to the questions addressed under the conditions of this summons and applicable legal provisions on the Company's website: [www.metaestate.ro](http://www.metaestate.ro), and for the questions with the same content, a general response will be formulated. The Company's obligation to respond will be subject to the protection of confidentiality and the interests of the Company.

The shareholders registered at the Reference Date may exercise their right to attend and vote at the OGMS:

1. in person (by legal representatives in case of shareholders which are legal entities).
2. By a designated representative who has been granted a special or general power of attorney.
  - a) The general powers of attorney will be submitted, prior to their first use, in copy, mentioning its conformity to the original version under the representative signature, either in person or by mail/courier to the Company's headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor) in a sealed envelope marked "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024" or by e-mail with an extended electronic signature (at the email address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024"), so that they are received by the Company 48 hours before the OGMS date, *i.e.*, by 23.04.2024, at 14:00, failure to comply with the above will result in the loss of voting rights in the OGMS. Copies of the general powers of attorney will be retained by the Company, with a related mentioned in the minutes. The Shareholders may notify the appointment of the representative only in writing, either in person, by mail or courier services, or by electronic means (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024").

For the general power of attorney to be valid, the representative must be an intermediary (in accordance with the provisions of Article 2 para. 1 point 19 of Law no. 24/2017 (R)) or an attorney of the Company's shareholder. The representative must not be in a conflict of interest, in particular in one of the following cases:

- (i) is a majority shareholder of the Company or a person controlled by such shareholder;
- (ii) is a member of a management, executive, or supervisory body of the Company, of a majority shareholder of the Company or of a controlled person, as referred to in point (i) above;
- (iii) is an employee or auditor of the Company or of a controlling shareholder or controlled entity as referred to in point (i) above;



(iv) is the spouse, relative or affinity up to and including the fourth degree of any of the individuals referred to at point (i) - (iii) above.

The general power of attorney signed by the Company's shareholder, including by attaching the extended electronic signature, if applicable, must be accompanied by an affidavit provided by the legal representative of the intermediary or the attorney who received the power of attorney stating: (i) that the shareholder has granted the power of attorney to the intermediary or attorney as client and (ii) that the general power of attorney is signed by the shareholder. This statement shall be submitted together with the general power of attorney, prior to its first use.

The Company does not impose a specific form for the general powers of attorney, and they are valid for a maximum period of 3 years, unless a longer term is specified. The person empowered by the shareholder cannot further delegate another person the right to vote at the OGMS, unless this prerogative has been expressly granted by the shareholder through the power of attorney. The empowered legal entity can designate any person who is part of its management or administrative bodies, or its employees, to exercise the mandate granted by the shareholder.

- b) The special power of attorney form will be available on the website [www.metaestate.ro](http://www.metaestate.ro) or at the Company's headquarters, in both Romanian and English languages. The special power of attorney must be presented in the form provided by the Company and must contain explicit voting instructions for each matter on the OGMS agenda. The special power of attorney is valid only for the OGMS for which it was granted. The special power of attorney shall be executed in three original copies (one for the Company's shareholder, one for the representative, and one for the Company).

The special power of attorney shall be submitted in original, either personally or by mail/courier to the Company's headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor) in a sealed envelope marked "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024" or by e-mail with an extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024"), so that it is received by the Company no later than 48 hours before the OGMS date, *i.e.*, by 23.04.2024, at 14:00, failure to comply with the above will result in the loss of voting rights in the OGMS. The special power of attorney shall be retained by the Company, with a related mention in the minutes.

For matters no. 7, 10 and 11 on the agenda, the shareholders' vote is secret, therefore a dedicated special power of attorney form will be used for these matters. An original copy of the special power of attorney pertaining to matters no. 7, 10 and 11, signed by the shareholder, shall be enclosed in a separate sealed envelope marked "*Confidential*". This envelope will be placed within the larger envelope containing the special power of attorney for the other matters on the OGMS agenda. If the special power of attorney for the matters 7, 10, and 11 is transmitted *via* e-mail with an extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro)), it should be sent in a separate e-mail from the special power of attorney for the other matters on the agenda. The subject of the e-mail should be "CONFIDENTIAL – FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON APRIL 25/26, 2024".





The verification and validation of the special powers of attorney will be conducted by the secretary of OGMS. The confidentiality of voting instructions will be ensured until the moment when the other votes expressed in secret by the shareholders present or their representatives participating in the OGMS are known.

In case the agenda is supplemented, the special powers of attorney will be updated accordingly and made available to the Company's shareholders, which can obtain the respective powers of attorney from the Company's headquarters or from the Company's website [www.metaestate.ro](http://www.metaestate.ro) starting from April 12, 2024.

3. By correspondence, using the correspondence voting form available on the Company's website [www.metaestate.ro](http://www.metaestate.ro) or at the Company's headquarters, both in Romanian and English languages. The correspondence voting form provided by the Company must contain specific instructions regarding the vote for each matter on the agenda. The correspondence voting form in Romanian or English language, completed and executed and accompanied by the shareholder's valid identification document, in copy (for individuals: identity card/passport, for legal entities/entities without legal personality: identity card/passport of the legal representative) shall be submitted in original, personally or by mail/courier to the Company's headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor) in a sealed envelope marked "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024" or by e-mail with extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024"), so that it is received by Company by the date and time of the OGMS, *i.e.*, by 25.04.2024, 14:00. The correspondence voting forms that are not received in the form and term stipulated in this summons will not be taken into account for determining the quorum of attendance and voting, as well as for vote counting at the OGMS.

The correspondence votes may be exercised by a Company's shareholders representative only if the representative has been granted a special or general power of attorney, which is submitted to the Company within the period prescribed for the submission of general or special powers of attorney, or if the representative is a credit institution providing custody services, subject to Article 105 para. 11 of Law no. 24/2017 (R).

For matters no. 7, 10 and 11 on the agenda, the shareholder vote is secret, so a separate correspondence voting form will be used for these matters. An original copy of the correspondence voting form for the matters no. 7, 10 and 11, completed and signed by the shareholder, will be placed in a separate sealed envelope marked "Confidential" and inserted in the envelope containing the correspondence voting form for the other matters on the OGMS agenda. If the correspondence voting form for the agenda matters no. 7, 10 and 11 is sent *via* e-mail with an extended electronic signature (to the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro)), it shall be sent in a separate e-mail from the correspondence voting form for the other agenda matters, stating in the subject of the e-mail: "CONFIDENTIAL - FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF 25/26.04.2024".

The verification and validation of the correspondence voting forms will be conducted by the secretary of the OGMS. The confidentiality of the votes will be ensured until the moment when the other votes expressed in secret by the attending shareholders, or their representatives are known.



In the event that the agenda is supplemented, the correspondence voting form will be updated accordingly and made available to the shareholders of the Company, which can be obtained from the Company's headquarters or from the Company's website [www.metaestate.ro](http://www.metaestate.ro) starting from April 12, 2024.

If a shareholder expressed its vote by correspondence attends the OGMS in person or through a representative (provided that a special/general power of attorney has been transmitted in accordance with the conditions mentioned in this summons), the vote expressed by correspondence regarding that OGMS will remain valid only if the shareholder does not express another voting option personally or through a representative.

If the person representing the shareholder by personal attendance at the OGMS is different from the person who expressed the correspondence vote, for the validity of the vote, such person may submit to the OGMS a written revocation of the correspondence vote signed by the shareholder or by the representative who expressed the correspondence vote.

4. By representation of the shareholder by a credit institution providing custody services. When a shareholder is represented by a credit institution providing custody services, it will be able to vote at the OGMS based on the voting instructions received from the shareholder. In this situation, it is no longer necessary for the shareholder to prepare a general or special power of attorney. The credit institution must submit an affidavit in accordance with Article 207 of Regulation no. 5/2018, specifying: (i) the name of the shareholder on whose behalf the credit institution participates and votes at the OGMS, and (ii) that the credit institution provides custody services for the respective shareholder. This statement, signed by the legal representative of the credit institution, shall be submitted in original, personally or by mail/courier to the Company's headquarters (Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor), in a sealed envelope marked "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024" or by e-mail with extended electronic signature (at the e-mail address [secretariat.aga@meta-estate.ro](mailto:secretariat.aga@meta-estate.ro), specifying in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25/26.04.2024"), so that it is received by the Company 48 hours before the OGMS date, *i.e.*, by 23.04.2024, at 14:00, failing to comply with the above will result in losing the voting right at the OGMS.
5. By voting online using the "e-vote" system by accessing the link <https://met.evot.ro/login> from any internet connected device.

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

- a. Individuals:
  - Last name and first Name;
  - Personal identification number (PIN);
  - E-mail address;
  - Copy of an identification document (identity card, passport, residence permit);\*
  - Phone number (optional).
- b. Legal entities:
  - name of the legal entity;
  - unique registration code (CUI);
  - last name and first name of the legal representative;
  - personal identification number (PIN) 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 entity will be issued no later than 30 days before the Reference Date\*;
- Phone number (optional).

The documents and information materials regarding the OGMS agenda, the present summons, the draft resolutions, the total number of shares and voting rights at the date of the summons, as well as the special powers of attorney forms and correspondence voting forms, may be obtained by the shareholders from 25.03.2024 until the date set for the general meeting, at the Company's headquarters in Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor, every working day, during office hours, from 09:00 to 18:00, and will be available on the Company's website [www.metaestate.ro](http://www.metaestate.ro), Investor Relations section.

In the event that: (i) the individual shareholders have not registered their valid and updated identification data in Depozitarul Central S.A. system, they shall also submit a copy of their updated identity document (identity card/passport/residence permit, *etc.*); (ii) the legal representative of legal entity shareholder is not mentioned in the list of the Company's shareholders as of the Reference Date received from the Depozitarul Central S.A., then it shall also present a document attesting to its status (proof issued by the Trade Registry or other similar authority in the state where the shareholder is registered). For dates different from the Reference Date, in order to prove the status of shareholder, it shall submit the following documents: (i) the account statement showing the status of shareholder and the number of shares held, (ii) documents proving the registration of the information on the legal representative with the Depozitarul Central S.A.

Any documents submitted in a foreign language, other than Romanian or English, must be accompanied by a translation into Romanian/English by an authorised translator.

The electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields.

*\*The files which can be uploaded can have one of the following extensions: .jpg, .pdf, .png. Shareholders may log in and vote whenever they wish within the timeframe designated for correspondence vote and/or live voting, with the last voting option being the registered one.*

At the date of the summons, the share capital of the Company is RON 93,491,736 and consists of 93,491,736 nominal, dematerialized shares with a nominal value of RON 1, each share conferring to one vote in the General Meeting of Shareholders of the Company.

All requests and any information regarding the summons and the OGMS conducts will be sent to, or obtained from, the Company's headquarters, by telephone +4021 589 73 29 or by e-mail [secretariat.ag@meta-estate.ro](mailto:secretariat.ag@meta-estate.ro), on working days between 09:00-18:00.

Chairman of the Board of Directors  
Cert Master Standard S.R.L.  
By Laurențiu Mihai Dinu





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**Meta Estate Trust S.A.**

Bucharest, 1<sup>st</sup> District, 4-10 Munții Tatra Street, 4<sup>th</sup> floor  
Registration number: J40/4004/2021; unique registration code 43859039  
Subscribed and paid-up share capital: RON 93,491,736  
Tel: +40 372 93 44 55 | office@meta-estate.ro | metaestate.ro

