

Translation from the Romanian language; Romanian version shall prevail

Bucharest, 10 April 2024

To: **Meta Estate Trust S.A.**
Bucharest, 4-10 Munții Tatra Street, 4th Floor, District 1, Romania

Attn: **CERT MASTER STANDARD S.R.L.**, represented by Laurențiu Mihai DINU
- Chairman of the Board of Directors Meta Estate Trust S.A.

Ilinca Von Derenthall BERZA - Member of the Board of Directors Meta Estate Trust S.A.

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

Alexandru VOICU- Member of the Board of Directors Meta Estate Trust S.A.

Dumitru-Daniel POPA - Member of the Board of Directors Meta Estate Trust S.A.

Re: **Request to introduce new items on the agenda of the Extraordinary General Meeting of Shareholders Meta Estate Trust S.A. convened for 25/26 April 2024**

1. The undersigned **CERTROM S.R.L.**, a limited liability company, established and operating in accordance with the laws of Romania, having its registered office in Bucharest, District 5, 231A Calea 13 Septembrie, Entrance 1, 14th Floor, app. 54, registered with the Bucharest Trade Registry under no. J40/1583/2014, unique identification code (CUI) 13506930, legally represented by Mr. Laurentiu Mihai DINU, as Director, holding a number of 3,542,082 ordinary shares, representing 4.3069% of the total number of ordinary shares and voting rights of Meta Estate Trust S.A.,
2. The undersigned **CERT MASTER STANDARD S.R.L.**, a limited liability company established and operating in accordance with the laws of Romania, having its registered office in Bucharest, District 5, 231A Calea 13 Septembrie, Room 4, Entrance 1, 14th, app. 54, registered with the Bucharest Trade Registry under no. J40/3991/2010, unique identification code (CUI) 26789790, legally represented by Mr. Laurentiu Mihai DINU, as Director, holding a number of 1,267,301 ordinary shares, representing 1.5409% of the total number of ordinary shares and voting rights of Meta Estate Trust S.A.,

Whereas:

1. The Board of Directors of Meta Estate Trust S.A., a joint-stock company, incorporated and operating in accordance with the laws of Romania, having its registered office in Bucharest, 4-10 Munții Tatra Street, 4th Floor, District 1, registered with the Bucharest Trade Registry under no. J40/4004/2021, unique identification code (CUI) 43859039 (hereinafter "**Company**"), has convened an Extraordinary General Meeting of Shareholders (hereinafter "**EGMS**") of the Company for 25 April 2024 (first call) and 26 April 2024 (second call);
2. According to Art. 117¹ para. (1) of the Companies Law no. 31/1990 republished, as amended and supplemented, in conjunction 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 items included or proposed to be included on the agenda of the general meeting;
3. The undersigned shareholders of this request hold together a total of 4,809,383 ordinary shares, representing 5.8479% of the total number of ordinary shares and voting rights of the Company;

We hereby request to complete the agenda of the EGMS by introducing 3 new agenda items as follows:

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1. Approval of a program of issuance of non-convertible bonds by the Company (whether secured or unsecured, in certificated or dematerialized form, whether to be listed on any stock exchange or not and/or denominated in RON, EUR, any other currency or any combination of the above) with a minimum aggregate nominal value of EUR 200,000 and a maximum aggregate nominal value of EUR 5,000,000 or the equivalent thereof in any other currency, with a minimum maturity of 1 year and a maximum maturity of up to 5 years, with an interest rate between 8% and 12% (“**Bonds**”), in one or more issues and/or tranches (whether with the same and/or different characteristics, including in respect of the form of the Bonds, the nominal amount, the interest rate and/or the maturity date). The nominal amount of a Bond may not be less than RON 2.5 or the equivalent thereof in any other currency. The Bonds will be placed pursuant to: (i) one or more public offer(s) to the public and/or to certain qualified and/or professional investors and/or pursuant to any other exemption from the publication of a prospectus in connection with the issue of such Bonds; and/or (ii) one or more private placements to investors through an offer and/or offers to qualified investors and/or to less than 150 natural or legal persons other than qualified investors in a Member State, subject to the provisions of law. The above approval is valid in relation to the Bonds with the above maximum maturity up to the maximum aggregate nominal amount of EUR 5,000,000 or the equivalent thereof in any other currency, irrespective of whether the issue of such Bonds will be completed within one or more calendar years.
2. Approval of the issuance and/or establishment by the Company of any security interests and/or any mortgages in connection with the Bonds, including, without limitation, personal guarantees or guarantees over property of the Company or by any other type of guarantee issued for the purposes of the foregoing.
3. Approval of the authorization and empowerment of the Board of Directors, with the possibility of sub-delegating such authorization and empowerment to any person as it deems necessary and/or appropriate, as the case may be:
 - a) to pass any resolution and to do all such legal acts and things as may be necessary, useful and/or expedient to carry out the resolutions to be passed by the EGMS of the Company in accordance with the above paragraphs, including, without limitation, the negotiation and determination and approval of the following in relation to each issue or tranche of Bonds: (i) the type and amount of the issue or tranche, as applicable; (ii) the price of the Bonds; and (iii) any other terms and conditions of the Bonds, including, without limitation, to the form of the Bonds, maturity, early repurchase, interest, taxes and fees, guarantees and/or mortgages issued and/or instituted in connection with the issuance of the Bonds and, if applicable, the prospectus prepared in connection with the issuance of the Bonds; and (iv) the intermediaries for the issuance and sale of the Bonds, as applicable,
 - b) negotiate, approve and sign any contracts and/or arrangements relating to the Bonds and/or pursuant to which the Bonds are issued, sold and/or admitted to trading on a stock exchange, guarantee agreements, underwriting agreements, offering documents, any underwriting, sale, agency, trust, advisory agreements, certificates, statements, registers, notices, addenda and any other necessary documents and instruments, carry out any formalities and authorize and/or execute any other actions necessary to give full effect to the issue of the Bonds and/or the offer in connection therewith and the sale thereof and/or the related guarantees (as the case may be) and to negotiate, approve and execute any other documents and carry out any other transactions and/or formalities which are necessary or expedient to implement and give full effect to the aforesaid and the issue of the Bonds,
 - c) to decide whether the Bonds or any issue and/or tranche thereof shall be listed on any stock exchange and, if applicable, to negotiate, approve and sign any documents and carry out any

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transactions and/or formalities which are necessary in connection with the admission of the Bonds to trading on such stock exchange (including, if applicable, the negotiation and approval of the prospectus prepared in connection with the admission of such Bonds to trading on such stock exchange),

- d) to negotiate, approve and sign any contracts and/or arrangements relating to the above operations and to carry out any actions and/or formalities that are necessary in connection with these operations,
- e) to represent the Company before any competent authorities and institutions, with the possibility of delegating this power to any other natural or legal person, (including but not limited to the Official Gazette of Romania, the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central, etc.) to register and carry out any operations regarding the issue of Bonds.

CERTROM S.R.L.

By Laurențiu Mihai DINU

As Director

CERT MASTER STANDARD S.R.L.

By Laurențiu Mihai DINU

As Director
