

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF META ESTATE TRUST S.A. NO. [...]/[28/29].11.2023**

The Extraordinary General Meeting of Shareholders ("**EGMS**" or "**Meeting**") of **META ESTATE TRUST S.A.**, a company established and operating under Romanian law, registered with the Trade Register Office attached to the Bucharest Tribunal under no. J40/4004/2021, Fiscal Identification Code 43859039, with registered office in Bucharest, District 1, 4-10 Munții Tatra Street, 4th Floor (hereinafter referred to as the "**Company**"),

Considering the following:

- The convening notice of the EGMS published in the Official Gazette, Part IV no./..... and in Bursa Newspaper no./....., as well as the supplemented convening notice of the EGMS published in the Official Gazette, Part IV no./..... and in Bursa Newspaper no./.....
- The provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented ("**Companies Law**")

Legally and statutorily convened on 28.11.2023, at 10:00AM, first convening, in 4-10 Munții Tatra Street, 4th floor, District 1, Bucharest, in the presence of shareholders holding a number of [.....] voting shares, representing [.....]% of the total voting rights, following the deliberations on the items on the agenda, the present shareholders approved the following resolutions, which were duly registered in the minutes of the meeting:

RESOLUTION NO. 1

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The amendment of art. 6.1. of the Articles of Association, which will be read as follows:

"6.1. The Company is managed on a unitary basis 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. The Board of Directors will include 4 (four) non-executive members proposed by the Company's shareholders and Meta Management Team SRL, in accordance with the Management Agreement."

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 2 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).

RESOLUTION NO. 2

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The amendment of Article 6.1. of the Articles of Association, which will be read as follows:

“6.1. The Company is managed on 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.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 1 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).

RESOLUTION NO. 3

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The amendment of art. 6.6. of the Articles of Association, which will be read as follows:

“6.6. The Chairman of the Board of Directors is appointed by the Board of Directors from among its members for a term of 1 (one) year, with the possibility of re-election for subsequent mandates.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 4 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).

RESOLUTION NO. 4

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

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

“6.6. The Chairman of the Board of Directors is appointed by the Board of Directors from among its members.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 3 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).

RESOLUTION NO. 5

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The dissolution of the Shareholders' Representatives Committee established at the level of the Company.

RESOLUTION NO. 6

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The deletion of art. 8 of the Articles of Association, which regulates the organization and functioning of the Shareholders' Representatives Committee, subject to the approval of point 3 of the EGMS agenda by the EGMS. The following articles of the Articles of Association will be renumbered accordingly.

RESOLUTION NO. 7

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The empowerment of the new board of directors to be elected at the expiration of the mandate of the Board of Directors currently 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.

RESOLUTION NO. 8

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

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.

RESOLUTION NO. 9

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

Setting the date of:

- 20 December 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;
- 19 December 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018;

As they are not applicable to this EGMS, the shareholders will not decide on the other aspects described by art. 176 para. (1) of Regulation 5/2018, such as the date of guaranteed participation and payment date.

RESOLUTION NO. 10

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approves]/[Rejects]:

The empowerment of the Chairman of the Board of Directors of the Company and/or the managers of the Company, with the possibility to sub-delegate, in the name and on behalf of the Company, with full power and authority, the signature of any of them being binding and enforceable against the Company, to sign any documents, including the resolution of the EGMS, the Articles of Association of the Company, to submit, to request the publication of the resolution in the Official Gazette of Romania Part IV, to collect any documents, to carry out any formalities required before the Trade Registry Office, as well as before any other authority, public institutions, legal entities or individuals, as well as to carry out any operations, in order to carry out and ensure the enforceability of the resolutions to be adopted by the EGMS.

This resolution was drafted and executed in the name and on behalf of the shareholders, today, [28]/[29] November 2023, in 2 original copies, by the chairman of the meeting, [●], and the secretary of the meeting, [●].

Chairman of the meeting

[●]

.....

Secretary

[●]

.....