



**META ESTATE TRUST**

**SPECIAL POWER OF ATTORNEY FOR THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF META ESTATE TRUST S.A. called on 28/29.11.2023**

The undersigned, ....., Romanian citizen, born on ....., in....., domiciled in ....., identified with ID card series ..... number..... issued by..... on....., valid until....., personal numerical code .....,

or

The undersigned, ....., a Romanian company having its registered offices in....., registered with the Trade Registry Office under no. ...., tax identification code....., duly represented by....., as .....

In my capacity, on the reference date, i.e. 17.11.2023, as Shareholder of Meta Estate Trust S.A. („**Company**”), a legal entity organized and existing according to the Romanian laws, registered with the Trade Register Office attached to the Bucharest Tribunal under no. J40/4004/2021, tax identification code (CUI) 43859039, with its headquarters in Bucharest, District 1, Munții Tatra Street, 4th Floor,

holding a number of..... nominal ordinary shares issued in dematerialised form by the Company, which entitle to.....% of votes in the Extraordinary General Meeting of Shareholders according to the shares registered in the Shareholders’ Register, hereby appoint and authorise the following person to act as my empowered representative with respect to the following:

....., Romanian citizen, born on....., in....., domiciled in ....., identified with ID card series..... number..... issued by..... on....., valid until....., personal numerical code....., Hereinafter „**Proxy**”

to represent me in the Extraordinary General Meeting of Shareholders of Meta Estate Trust S.A. convened to take place on **28.11.2023 starting at 10:00AM or on 29.11.2023 starting at 10:00AM** (in case the necessary quorum is not met on the first convening) in 4-10 Munții Tatra Street, 4th floor, District 1, Bucharest, and to participate in debates and exercise the voting rights related to the shares I hold as of the reference date, with respect to all the items on the agenda, as follows:

- 1. Approval of 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).

IN FAVOUR	AGAINST	ABSTENTION

2. Approval of 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).

IN FAVOUR	AGAINST	ABSTENTION

3. Approval of 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).

IN FAVOUR	AGAINST	ABSTENTION

4. Approval of 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).

IN FAVOUR	AGAINST	ABSTENTION

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

IN FAVOUR	AGAINST	ABSTENTION

6. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

7. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

8. 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.

IN FAVOUR	AGAINST	ABSTENTION

9. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

10. Approval of 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.

IN FAVOUR	AGAINST	ABSTENTION

We hereby enclose to this power of attorney a copy of the valid identity document (e.g. identity card/passport for natural persons, respectively identity card/passport of the legal representative for legal persons/entities without legal personality).

This power of attorney is valid only for the EGMS it was requested for, and the empowered representative is bound to vote as instructed by the shareholder who appointed him/her, under penalty of vote cancellation.

**Notes:**

1. Please indicate your vote by checking with an „X” one of the boxes corresponding to „IN FAVOUR”, „AGAINST” or „ABSTENTION”. If more than one box is checked with an "X" or none at all, the respective vote is considered null/not having been exercised.
2. Please fill in this ballot in its entirety.
3. If the shareholder submits successively more than one special power of attorney, the Company shall consider that the special power of attorney with the most recent date revokes all previously transmitted special powers of attorney.

**Date**...../...../.....

**Name of Shareholder,**

.....

**[last and first name of natural person shareholder, or of the legal representative of the legal person shareholder]**

**Signature** \_\_\_\_\_