



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

March 05, 2024

To the Shareholders of METTMANN PUBLIC COMPANY LIMITED (the “Company”)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company’s Shareholders will be held at the registered office of the Company, located at Spyrou Araouzou 67, Ulysses House, 2nd floor, office 202, 3036, Limassol, Cyprus and via electronic means on the **20th of March 2024 at 10 a.m.**

INFORMATION

On 23rd of February, 2024 the Shareholders of the Company approved the acquisition of 50% in the share capital of “Inversion Correcta, S.L.” a company, registered in Spain with Tax Identification Number (NIF) B10839892 and subsequently approved the financing “Inversion Correcta, S.L.” by the provision of interest bearing loan for the purchase of properties located at BV PRINCIPE ALFONSO HOHENLOH 1 Es:1 Pl:00 and Pl:-1 Pt:08 CJTO MARBELLA MAR, 29602 MARBELLA, hereinafter referred together referred to as the “Property” and payment of any other expenses related on acquisition of the Property <https://publicoam.cse.com.cy/card-details/211960/0tr>.

Provided that financing was approved on 23rd of February, 2024 and taking into account the obligation of Inversion Correcta, S.L., of payment of the consideration for the purchase of the Property on the same date, the shareholders of “Inversion Correcta, S.L.” considering the administrative time-consuming processes and strict bank requirements for the release of financial funds, decided to obtain temporary financing from other parties in order to comply with the contractual obligations for acquisition of the Property.

However, to avoid Mettmann’s group business fragmentation and outflow of the funds to third parties, the Spain partners and the Board of Directors proposed to integrate financing of the group company by the Company by the way of refinancing current loan agreements of “Inversion Correcta, S.L.” that financed the acquisition of the Property. The economic benefits of third-party debt releases are significant as they ensure continuity of a funds flow within a single group and safeguard the collateralized assets. Furthermore, by way of third-party debt releases, Mettmann’s group is expecting to achieve cost-saving and promote administrative convenience to Mettmann’s group.

The Meeting will be held to consider and, if thought fit, to pass the appropriate resolution in respect of the following:

AGENDA

To examine and, if considered appropriate, adopt the following resolutions:

Matter 1

A. Approval of granting of an interest-bearing loan based on proposal made by the Spain partner of the Company dated 4 of March, 2024, and Directors’ proposal and conclusion of loan agreement (the “Loan Agreement”) under the below terms:

1.	The Lender:	METTMANN PUBLIC COMPANY LIMITED;
2.	The Borrower:	INVERSION CORRECTA, S.L. with NIF No. B10839892;
3.	Principal amount of loan:	2,945,000.00 EUR (two million nine hundred forty-five thousand Euro only);



4.	Interest rate:	6% (six per cent) per annum;
5.	Purpose:	Refinancing current “Inversion Correcta, S.L.” loan agreements that financed the acquisition of the Property and payment of any other expenses related with the acquisition of the Property and “Inversion Correcta, S.L.”;
6.	Collateral:	Right of first priority collateral security over the Property and belongings of all kinds that are added to it, the works, constructions and buildings that are located or that are established in the future on the Property;
7.	Date of Loan Issuing:	Upon request of the Borrower;
8.	Repayment Date:	On or before December 31, 2035 (inclusive);
9.	Applicable law:	Law of the Kingdom of Spain.

B. To authorize the Directors of the Company to:

- arrange conclusion of the Loan agreement;
- execute the Loan Agreement in accordance with the terms, conditions and timeframes that would be stated in the Loan Agreement; and
- proceed with transfer of the principal amount of loan in accordance with the terms of the Loan Agreement.

All materials and documents pertaining to the Loan Agreement and information for this Extraordinary General Meeting of the Shareholders will be distributed to the Shareholders in advance.

By order of the Board of Directors

Secretary