



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

June 5, 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 on the 20th of June, 2024 at 11 a.m.

SHORTER NOTICE

Subject to the presence of members with voting rights representing no less than ninety-five per cent of the Company's share capital, and subject to their consent the meeting will be held on 10th of June at 11 a.m at the registered office located at Spyrou Araouzou 67, Ulysses House, 2nd floor, office 202, 3036, Limassol, Cyprus, as well as via electronic means.

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

BACKGROUND

On April 18, 2024, the Shareholders of the Company approved the acquisition by the Company of 1,050 shares numbered from 0001 to 1050 (both inclusive), each with a nominal value of 1.00 euro, equivalent to 35% of the issued share capital of "COSTA NATURA UEN 05, S.L.", a company registered in Spain on 26.09.2023, with its registered address at CTRA NACIONAL 340 Km 164 – COMPLEJO AGROJARDIN, ESTEPONA, 29680-MÁLAGA, and Tax Identification Number (NIF) B56445414 (the "Target Company"), from Triangulo Costa Natura, S.L., for a purchase price of EUR 1,050.00 (one thousand fifty Euro).

On April 19, 2024, the Company acquired the 35% of the issued share capital of the Target Company by concluding a Notary Deed of sale and purchase of shares in Spain.

The Target Company was expected to acquire and renovate the immovable property located at Urbanizacion La Resinera, Camino de la Resinera Nº12 Parcela SUP-C4, Estepona 29680 – Malaga, Spain (the "**Property**" and/or the "**Project**") by May 2024.

Subsequently, on April 23, 2024, the Company (as a lender) and the Target Company (as a borrower) entered into Loan Agreement No. LA/MT-3r/30-24 dated April 23, 2024 (the "**Loan Agreement**") to provide an interest-bearing loan to the Target Company in the amount of 5,200,000.00 EUR (five million two hundred thousand Euro) at an interest rate of 6% per annum, for the purpose of purchasing and renovating the Property, as approved by the Shareholders on the Extraordinary General Meeting held on April 18, 2024.

Given that the Target Company failed to acquire the Property in accordance with the purpose and terms of the Loan Agreement, the Directors of the Company requested the return of the principal loan amount remitted to the Target Company and accrued interest to the principal amount as of 24.05.2024 (inclusive) and the immediate termination of the Loan Agreement.

The Company received the total amount due by the Target Company on May 27, 2024 and on the same day, the Company and the Target Company entered into a Mutual Release Agreement mutually agreeing to terminate the Loan Agreement and release each other from any claims related to it.

Due to the failure to acquire the Property, the inability to proceed with the Project, and subsequent termination of the Loan Agreement, the ownership of a 35% in the share capital of the Target Company is not further valuable for the company's business operations.



AGENDA

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

Matter 1

- A.** Approval of sale by the Company, of 1050 shares numbered from 0001 to 1050 (both inclusive) with a nominal value of 1.00 euro each (the “Shares”), equal to the 35% of the issued share capital of the company "COSTA NATURA UEN 05, S.L.", a company, registered in Spain, with registered address CTRA NACIONAL 340 Km 164 – COMPLEJO AGROJARDIN, ESTEPONA, 29680-MÁLAGA, with Tax Identification Number (NIF) B56445414, for the purchase price of EUR 1,050.00 (one thousand fifty Euro) (the “Purchase Price”).

- B.** Authorization for the Directors of the Company to perform decisions above and to appear before the Notary Public in Spain and to execute on behalf of the Company the Notary Deed of sale and purchase of shares by which the Company acquires the Shares for the Purchase Price and (or) to issue, grant and authorize by a Special Power of Attorney a representative in Spain to perform the above decisions for and on behalf of the Company.

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

By order of the Board of Directors

Secretary