

**Power of attorney voting procedure for the
Extraordinary General Meeting of EVERGENT Investments shareholders,
convened for January 20/21, 2022**

elaborated according to Law no. 24/2017 on issuers of financial instruments and market operations, FSA Regulation no. 5/2018 and EVERGENT Investments Memorandum of Association

1. EVERGENT Investments's shareholders may exercise their vote at the Extraordinary General Meeting of Shareholders (EGMS) also by proxy, in accordance with the regulations in force and the present proceedings.
2. The procedure is initiated at the same time with the publication of the Convening Notice and of the voting procedure, published together with the forms of Special Proxy and Statements of the empowered persons on the website www.evergent.ro, according to *Law no. 24/2017, FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations* and the materials corresponding to the agenda. The documents are made available to shareholders both on the company's website www.evergent.ro and at its headquarters (*Bacau, 94C Pictor Aman street, code 600164*).
3. EVERGENT Investments provides the following to its shareholders in the Romanian and English¹ language:
 - (a) Vote by power of attorney procedure;
 - (b) Special power of attorney in 3 copies (*for the shareholder/representative/EVERGENT Investments*);
 - (c) Affidavit of the proxies (*for special and general powers of attorney*);
 - (d) Materials for voting.

The special/general power of attorney along with the affidavits of the proxies may be filled in and sent to the shareholder either in the Romanian or in the English language².

4. The shareholders may designate their representative only in writing, under handwritten signature, in original, or through an electronic document with extended electronic signature, according to Law. 455/2001 on electronic signature.
5. The shareholder position and the legal representative position in case of legal entities shareholders or of non-incorporated entities, shall be proved on the basis of the documents issued by the Depozitarul Central or by the participants defined in art. 2 para. (1) point 19 of the Regulation (EU) no. 909/2014 (art. 194 of the FSA Regulation no. 5/2018): account statement from which results the quality of shareholder and the number of shares held together with documents attesting the registration of the information regarding the legal representative at the Depozitarul Central / respective participants (art. 105 paragraph (11) of the Law No. 24/2017).

The participants defined in art. 2 para. (1) point 19 of the Regulation (EU) no. 909/2014, by reference to Article 2, letter (f) of the Directive 98/26 / EC are: "participant" means an institution, a central partner, a settlement agent or a clearing house.

¹ Art. 188 of FSA Regulation 5/2018

² Art. 194, paragraph (2), Art. 202 and Art. 206 of FSA Regulation 5/2018

In accordance with the system operation rules, the same participant may act as a central partner, as a settlement agent or as a clearing house or may carry out these activities in part or in full.

A Member State may decide, for the purposes of this Directive, that an indirect participant shall be considered a participant if it is justified by systemic risk reasons and only if the indirect participant is known in the system.

Shareholder and legal representative quality proof is made based on the shareholders' list on the reference date, received by Depozitarul Central. In case the data regarding the legal representative status have **not** been updated at Depozitarul Central by the shareholder legal entity up to the reference date, the legal representative status is proven based on an ascertaining certificate issued by the Trade Registry in copy according to the original, or any other document issued by another competent authority from the country where the shareholder is legally registered, issued within the validity period.

If a shareholder (individual or corporate) is represented by a credit institution providing custody services, than the representative will be able to vote in the general meeting of shareholders on the basis of the voting instructions received by electronic means of communication. The vote by correspondence, written or electronic ballots will be signed by hand or with an extended electronic signature, as the case may be, by the legal representative or the responsible / authorized person within the credit institution. Proof of the quality of the signatories will be submitted together with the correspondence vote.

The documents that certify the legal representative status drawn up in a language other than English will be accompanied by a translation made by a sworn translator in the Romanian or English language³.

6. The person empowered will submit/transmit in original the *Affidavit* under handwritten signature *accompanied by his ID⁴* or will transmit it as an electronic document with extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail together with the General Proxy (*copy certified under the signature of the empowered*) /Special Proxy (*in original*) no later than **January 18, 2022, at 10⁰⁰**.
7. The submission/transmission of documents shall be made until **January 18, 2022, at 10⁰⁰** at the company headquarters (*Bacau, 94C Pictor Aman street, code 600164, secretariat*), or electronically, by e-mail at the address AGA@evergent.ro until **January 18, 2022, 10⁰⁰**, with extended electronic signature, according to Law 455/2001 on extended electronic signature, with subsequent amendments and additions, as well as to FSA regulations.

³ According to art. 194, paragraph (2) of FSA Regulation 5/2018 on the issuers of financial instruments and market operations.

⁴ Art 204 of FSA Regulation no. 5/2018

8. The revocation of the power of attorney shall be in writing through any designation forms, up to **January 18, 2022 at 10⁰⁰**, drafted in the Romanian or English language.
9. A person acting as a representative may represent several shareholders, the number of shareholders being therefore unlimited.
10. Only those power of attorney forms that contain all the identification elements required for the signatory and the proxy will be considered valid.
11. The shareholders who voted through ballots or special powers of attorney can modify their initial voting option, being considered valid the last vote expressed and registered until the deadline of **January 18, 2022, at 10⁰⁰**.

If the shareholder who expressed his vote through correspondence personally participates or through representative at the general meeting, the vote expressed through correspondence is cancelled, being considered valid only the vote expressed personally or through representative. *If the person that participates at the EGMS is other than the one who expressed the vote through correspondence, for the validity of his vote, this will submit at the EGMS a written revocation of the vote through correspondence signed by the shareholder or by the representative who expressed the vote through correspondence⁵.*

The direct participation of the shareholder at the General Meeting, personally or through his legal representative removes any previously submitted voting options.⁶

12. Instructions regarding special powers of attorney:

- The special power of attorney will be offered to any individual for representation in only one general meeting and contain specific vote instructions from the shareholder with the explicit mention of the vote option for each item on the agenda of the general meeting. In this case, the provisions of art. 125 line (5) of Law no. 31/1990 are not applicable.
- the special power of attorney will be filled in in three original counterparts: one remains with the shareholder, one will be handed to the proxy and one counterpart is submitted to the headquarters (Bacau, str. Pictor Aman no.94 C, code 600164, secretariat) by **January 18, 2022, at 10⁰⁰** otherwise the vote right in the extraordinary general meeting is lost;
- A shareholder has the obligation to give, within the form of special proxy, specific instruction of voting to the person that represents him, for each item on the agenda of the Extraordinary General Meeting of Shareholders. Discretionary voting is not permitted.
- In case the Extraordinary General Meeting of Shareholders discusses, in compliance with legal provisions, certain items not included in the published agenda, the proxy may vote on them in compliance with the interests of the represented shareholder (Art 105, paragraph (12) of Law 24/2017).
- the shareholder fills in the personal identification data;

⁵ Lege 24/2017, art 92, alin (21)

⁶ Lege 24/2017, art 92

- chooses a representative and an alternate⁷ if the case be, for whom the following data are filled in: name and forename of the representative, address, personal identity code
 - for each problem submitted to vote, the shareholder will check correctly, on each option "for", "against" or "abstain", according to personal choices⁸;
 - the shareholder will personally fill in the voting options on each item of the agenda, will write clearly his name with capital letters, will date and sign the forms; in case of legal entities, the powers of attorney are signed by the legal representative and the stamp is applied (as the case may be).
 - the filled in and signed by hand power of attorney accompanies the Affidavit of the proxy and the copy of his/her ID card.
- 13.** The powers of attorney that are not registered at the company until the moment mentioned in the convening notice shall not be taken into account for quorum of presence and vote within the EGMS.
- 14.** The special power of attorney is valid only at the Extraordinary General Meeting for which was given and does not give the representative the right to decide on the shares that he represents or on the dividends associated to these shares.
- 15.** The corporate shareholder represented by another person (*other than the legal representative*) will submit at the headquarters (*Bacau, 94C Pictor Aman street, code 600164, secretariat*) until **January 18, 2022, at 10⁰⁰**, special power of attorney signed by the legal representative of the legal entity, as well as the Affidavit of the empowered person accompanied by the copy of the ID.
- 16.** Shareholders who voted through special powers of attorney or ballots can modify their initial voting option or means of expressing the vote, being considered valid the last vote expressed and registered until the deadlines corresponding to the modality of voting.
- 17.** A shareholder is allowed to give one special power of attorney to only one attorney-in-fact, and the proxy is valid only for the mentioned Extraordinary General Meeting of Shareholder.
- 18.** The special power of attorney must be dated; special proxy having a subsequent date result in revocation of the powers previously dated.
- 19.** Representation of shareholders in the EGMS based on **general power of attorney**⁹. The shareholder may grant a valid general proxy for a period that shall not exceed 3 years, allowing his representative to vote in all aspects under debate of EVERGENT Investments EGMS *with the condition that the proxy to be given by the shareholder, just as client, to an intermediary (defined according to art. 2 paragraph (1) point 19 of the [Law 24/2017](#)), or to an lawyer.*

Before their first use, general powers of attorney are submitted/set to the company by **January 18, 2022, at 10⁰⁰**, in copy, including *the mention of their being according to the original, under the representative's signature*¹⁰, along with the Representative's Affidavit in original¹¹ and his/her ID copy. Certified copies of the powers of attorney are

⁷ Art. 200, paragraph (5) of FSA Regulation no. 5/2018

⁸ Art. 105, paragraph 12 of Law 24/2017, Art. 201, paragraph 2 of FSA Regulation 5/2018

⁹ Art. 105, paragraph 13 of Law 24/2017, Art. 202 of FSA Regulation 5/2018

¹⁰ Art. 105, paragraph 13 of Law 24/2017

¹¹ Art. 105, paragraph 14 of Law 24/2017

retained by the company, *a mention of these being made in the minutes of the Extraordinary General Meeting.*

The empowered person cannot be replaced by another person, unless that right has been expressly conferred on it by the shareholder in the power of attorney¹². If the empowered person is a legal person, this can exercise his mandate received through any person that is part of the administrative or management body or of his employees, *according to the mentions of empowerment and the proofs concerning the respective quality of the representative.*

The specifications from points 1-11 shall apply as well in case of representation through general power of attorney.

The general proxy must contain at least the following information:

1. name of shareholder;
2. name of the representative (to whom is given the empowerment);
3. date of empowerment, as well as its validity period, by complying with legal provisions; the powers of attorney having a subsequent date result in revocation of the powers previously dated;
4. indicating the fact that the shareholder empowers the representative to participate and to vote on his behalf through the general proxy in the GMS for the entire holding of the shareholder on the reference date, with the express specification of the company – EVERGENT Investments – for which the general proxy is used.

The general proxy ceases by:

- (i) written revocation by the shareholder mandatory of it transmitted to EVERGENT Investments no later than the date of submission of powers (**January 18, 2022, at 10⁰⁰**), written in Romanian or English, or
- (ii) loss of shareholder quality of the mandatory on the reference date, or
- (iii) loss of quality of intermediary or attorney of the attorney in fact.

A person acting as a representative may represent several shareholders, the number of shareholders therefore not being limited. If a representative has different powers given by various shareholders, this has the right to vote for a shareholder differently from the vote for another shareholder. The person who represents more shareholders based on powers of attorney expresses the votes of the persons represented by cumulating the number of votes «for», «against» and «abstain» without compensating them¹³.

The shareholders cannot be represented at the general meeting of shareholders based on such a proxy by a person who is in *a situation of conflict of interest* which may arise especially in one of the following:

- (a) is a controlling shareholder of the company, or other entity, controlled by the respective shareholder;
- (b) is a member of the administrative, management or supervisory board of

¹² Art 105 paragraph 16 of Law 24/2017

¹³ Law 24/2017

- the company, of a controlling shareholder or controlled entity as provided at point a);
- (c) is an employee or an auditor of the company, or of a controlling shareholder or controlled entity as provided at point a);
- (d) is the spouse, relative or in-law up to the fourth degree, of one of the natural persons referred to in subparagraph a) - c)).

* * *

The Technical Secretariat of counting votes has access to information regarding votes previously expressed through special powers of attorney and ballots as the respective points on the agenda are submitted to vote¹⁴.

People involved in the application of the dispositions of this comply with the provisions of Law no. 677/2001 on the protection of individuals with regard to the processing of personal data and the free transfer of such data and of Law no. 506/2004 concerning the processing of personal data and protection of privacy in the electronic communications sector.

For more information on the way we process your personal information you may access „*Notification regarding the processing of Personal data as per EU Regulation 2016/679*” available at <https://evergent.ro/en/personal-data-protection#personal-data-protection>.

At the same time, for any question regarding the way in which we process your personal data, you can contact us at our email address gdpr@evergent.ro, or by phone (+40) 787.869.305.

The working procedure of the Technical Commission:

The appointing of members for the Technical Commissions is made through Appointing Decision issued by the President CEO and validated by the EVERGENT Investments Board of Directors.

- The staff appointed in the commission is instructed concerning the application of procedures for gathering information from Ballots through Correspondence, Special Powers of Attorney and maintaining secrecy about the activity developed and the manipulated documents.
- The operators designated develop their activity starting with the date of convening EGMS and until the last day of exercising the vote previously expressed through Special Powers of Attorney or Ballots through Correspondence.
- The Commission is made up of people who will keep safe and ensure the confidentiality of votes until the moment of submitting to vote the draft resolutions included on the agenda.
- As the Special Powers of Attorney forms are submitted to headquarters, the commission members are required to verify the way of filling in the forms and to introduce the voting options in the electronic system of centralization of votes.
- At the end of each day the operator writes a report in which are recorded the number of operations performed and the operated voting forms; the forms must be sealed and stored safely. The report also mentions the incidents occurred during the data collection period (Ballots through Correspondence, Special Powers of Attorney) and how to solve them.

¹⁴ Art 105, paragraph 19 of Law 24/2017

- Operators responsible for the entry of vote data do not have access to information regarding: total number of registered votes, votes entered by other operators, synthetic data regarding vote result.
- Access to the electronic application is made on access level, based on passwords and it is strictly monitored.
- The members of this commission sign *confidentiality agreements*.

At the time of disclosure of synthesis information (centralized) concerning the vote, is submitted within the EGMS to the members of technical secretariat the centralized situation of the votes previously expressed (*through ballots through correspondence printed, electronic and special powers of attorney*). The report will contain information concerning: the situation of the electronic votes recorded, situation of printed ballots collected on operators, situation of special powers of attorney votes collected on operators, centralized situation of the votes expressed.

The company undertakes to keep copies of the Special Powers of Attorney and of the Ballots through Correspondence submitted, in conditions of safety and confidentiality.

The voting procedure is approved by the Board of Directors, based on legal and statutory competence.

The computer system is realized in collaboration with the company specialized which certified that *the IT application of management and conducting the EGMS meets the requirements in force¹⁵, namely:*

- *The synthesis information concerning the previously expressed vote (through ballot through correspondence printed, electronic or special proxy) is revealed within EGMS, after they were collected/introduced also the votes expressed in the hall towards commission with corresponding attributions.*
- *The operators responsible with introducing the voting data do not have access to information concerning: total number of recorded votes, votes introduced by other operators, synthesis data concerning the result of the voting.*
- *At the time of disclosure of synthesis information (centralized) concerning the vote, is submitted within the EGMS to the members of technical secretariat the centralized situation of the votes previously expressed through ballots through correspondence printed, electronic and special powers of attorney). The report will contain information concerning: the situation of the electronic votes recorded, situation of printed ballots collected on operators, situation of special powers of attorney votes collected on operators, centralized situation of the votes expressed.”*
- *In case of exercising the vote through electronic means at distance, in the situation in which the shareholders participate to EGMS through electronic means according to FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations¹⁶, the electronic vote casting means allow the later verification of the vote method before or during the general meeting.*

¹⁵ Law no. 24/2017

¹⁶ Art. 197, paragraph (6) of FSA Regulation 5/2018 on the issuers of financial instruments and market operations

- EVERGENT Investments has implemented the Information Security Management System (*ISO 27001 standard*), certified by the United Registrar of Systems Ltd. UK (*accredited by United Kingdom Accreditation Service*); the information system is audited as required by FSA Norm 6/2015.