



TO: BUCHAREST STOCK EXCHANGE  
  
FINANCIAL SUPERVISION AUTHORITY  
Financial Instruments and Investors Sector

Current report in accordance with: Law 24/2017, FSA  
Regulation no. 5/2018  
Report date: March 25, 2022  
Regulated market on which issued securities are traded:  
*Bucharest Stock Exchange, Premium category*

## **Convening the Extraordinary General Meeting of Shareholders and the Ordinary General Meeting of Shareholders on April 28/29, 2022**

The Board of Directors has decided to convene the Extraordinary and Ordinary General Meeting of EVERGENT Investments shareholders on April 28/29, 2022, having the agenda from the attached Convening Notice. All shareholders registered in the register of shareholders at the end of April 15, 2022, which is the reference date, are invited to attend the meeting.

Among the most important items on the agenda of the General Meetings are the following:

1. Approval of a share buyback program – “Program 7”. The company will buyback shares in order to reduce the share capital, by cancelling the shares, as well as in order to run “stock option plan” programs. The maximum number of shares that can be bought back: maximum 28,025,000 shares (2.856% of the registered share capital), of which maximum 19,625,000 shares (2.000% of the registered share capital) through a public purchase offer, in order to reduce the share capital by cancelling the shares at a maximum price per share of 2.2 lei and maximum 8,400,000 shares through market operations (0.856% of the registered capital) in order to be distributed to the employees, directors and managers of the Company, within “stock option plan” programs.
2. Approval of the individual and consolidated financial statements for the financial year 2021, accompanied by the reports of the auditor and of the Board of Directors.
3. Approval of the distribution of dividends in the maximum amount of RON 62.3 million from the net result achieved in the financial year ended on December 31, 2021, comprised of the net profit and net gain reflected in the retained earnings from the sale of equity instruments classified at fair value through other comprehensive income (FVTOCI), and gross dividend of 0.065 RON/share (representing 41.70% payout and 5.39% dividend yield) for the shareholders registered on May 18, 2022. The payment date is June 10, 2022.
4. Approval of the Activity Program and of the Revenue and Expenditure Budget 2022.



5. Approval of the financial auditor Deloitte Audit mandate extension and of the contract duration for a period of 2 years, namely from January 1, 2023 to December 31, 2024.

The Board of Directors of EVERGENT Investments maintains the shareholders remuneration policy through an optimal mix between a predictable dividend policy and annual buyback programs, which provides higher returns now and in the long run.

EVERGENT Investments continues the company's development strategy with a resource allocation policy that ensures a robust organic growth of the company and capital increase for the shareholders.

The shareholders are invited to consult all the materials related to the EGMS and OGMS, available on the website [www.evergent.ro](http://www.evergent.ro), starting with Monday, March 28, 2022, which is the publication date of the Convening Notice in the Official Gazette of Romania, part IV.

We recommend to the shareholders the vote by correspondence at the General Meetings of the shareholders from April 28/29, 2022, according to the procedure presented in the Convening Notice and on the website.

Claudiu Doros  
President and CEO

Michaela Pușcaș  
Compliance Manager

## CONVENING NOTICE

The Board of Directors of EVERGENT Investments SA (the Company), headquartered in Bacău, 94C Pictor Aman St., Bacău district, registered with the Trade Registry under no. JO4/2400/1992 and in the FSA register under no. PJRO9FIAIR/040003, classified as Retail Investor Alternative Investment Fund (FSA authorization no. 101/25.06.2021) and as Alternative Investment Fund Manager (FSA authorization no. 20/23.01.2018), ISIN ROSIFBACNOR0, tax code 2816642, EUID: ROONRC. J/04/2400/1992, with subscribed and paid-up capital of 98.121.305,10 lei, hereby

## CONVENES

**The Extraordinary General Meeting of Shareholders** of EVERGENT Investments SA (EGMS) on the **28<sup>th</sup> April 2022** at **10<sup>00</sup>**

and

**The Ordinary General Meeting of Shareholders** of EVERGENT Investments SA (OGMS) on the **28<sup>th</sup> April 2022** at **11<sup>00</sup>**.

The general meetings of shareholders will be held at the headquarters of EVERGENT Investments from Bacau, 94C Pictor Aman street, ground floor, “Ioan Maric” hall”.

The convening notice is issued in accordance with the provisions of Law no. 24/2017 on the issuer of financial instruments and market operations, republished, FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, with its later amendments and additions, Law no. 243/2019 on alternative investment funds, Law no. 74/2015 on the managers of alternative funds and regulations of the Financial Supervisory Authority for their application, Companies’ Law no. 31/1990 and the provisions of the Memorandum of Association (FSA Authorization no. 35/23.02.2022 – [www.evergent.ro](http://www.evergent.ro)).

The Company’s share capital is comprised of 981.213.051 nominative shares, with a face value of 0,1 lei, dematerialized and undividable, each share granting the right to one vote in the General Meetings of Shareholders, except for **a number of 27.155.189 shares bought-back according to EVERGENT Investments Extraordinary General Meeting of Shareholders Resolution** no. 4/27.04.2020 (O.J Part IV-a no. 1655/11.05.2020) EGMS Resolution no. 3/29.04.2021 (O.J. Part IV no. 2170/31.05.2021) and EGMS resolution no.4/20.01.2022 (O.J Part IV, no. 562/07.02.2022) representing 2,77% of share capital, that **together with the shares that will be bought-back up to the reference date, shall have the voting right suspended**, in accordance with article 105 line 2 of Companies’ Law no. 31/1990. The buy-back program is in progress, the shares with voting rights on reference date, 15<sup>th</sup> April 2022 shall be displayed on the website– [www.evergent.ro](http://www.evergent.ro).

Only shareholders registered in the Shareholders’ Register held by Depozitarul Central SA, at the end of **15<sup>th</sup> April 2022**, set as **reference date**, are entitled to participate and vote in the extraordinary and ordinary general meeting.

## EGMS AGENDA

1	<p>The election of the secretariat of the Extraordinary General Meeting of Shareholders, comprised of 1 -3 individuals from among the company's shareholders, entered on the vote ballots, in accordance with art. 129, line (2) of Companies' Law no. 31/1990.</p>
2	<p>Approval of the running of a treasury shares buy-back program - "Program 7", abiding by applicable legal provisions and with the following main characteristics:</p> <p>a) Program purpose: The company shall buy-back shares in order to reduce its share capital, through share annulment, as well as in order to run "stock option plan" programs.</p> <p>b) The maximum number of shares that can be bought-back: maximum 28.025.000 shares (2,856% of registered share capital), of which maximum 19.625.000 shares (2,000% of registered share capital) through a public purchase offer, in order to reduce the share capital by cancelling the shares and maximum 8.400.000 shares through market operations (0,856% of the registered capital) in order to be distributed to the employees, directors and managers of the Company, within "stock option plan" programs.</p> <p>c) Minimum price per share: the minimum purchase price shall be the BSE market price on the time the purchase is made.</p> <p>d) Maximum price per share: 2,2 lei.</p> <p>e) Program duration: maximum 18 months from the date the resolution is published in Romania's Official Journal, Part IV.</p> <p>f) The payment of the bought-back shares shall be made from the distributable profit or from the company's available reserves, rentered in the last approved annual financial statement, except for the legal reserves registered in the 2021 financial statements, in accordance with the provisions of art. 103 index 1 of Companies' Law no. 31/1990.</p> <p>The authorization of the Board of Directors and of its individual members to adopt all resolutions necessary for the fulfilment of the resolutions regarding the share buy-back program. Maintains the authorization granted to the Board of Directors through EGMS resolution no. 3 on 18.04.2019, published in the Official Journal Part IV no. 2124/21.05.2019, on the adoption of all necessary measures for the running and implementation of future "stock option plan" programs.</p>
3	<p>Approval of the date of 18<sup>th</sup> May 2022 as registration date (ex-date 17<sup>th</sup> May 2022) for the shareholders impacted by the resolutions adopted by the Extraordinary General Meeting of Shareholders.</p>
4	<p>Authorization of the Board of Directors and individually of its members to fulfill the resolutions adopted by the Extraordinary General Meeting of Shareholders. Authorization, with the possibility of substitution, of the President CEO and/or Deputy CEO to carry out all legal procedures and formalities and sign any documents necessary for the implementation of the Extraordinary General Meeting of Shareholders resolutions, including the formalities for publication and registration in the Trade Registry.</p>

## OGMS AGENDA

1	The election of the secretariat of the Ordinary General Meeting of Shareholders, comprised of 1 -3 individuals from among the company's shareholders, entered on the vote ballots, in accordance with art. 129, line (2) of Companies' Law no. 31/1990.
2	Approval of the consolidated financial statements for the financial year ended on 31 <sup>st</sup> December 2021, prepared in accordance with Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by FSA, approved by FSA Norm no. 39/ 2015 (including in the format compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format), accompanied by the Report of the Independent Auditor and Annual Report of the Board of Directors related to the consolidated financial statements.
3	Approval of the individual financial statements for the financial year ended on 31 <sup>st</sup> December 2021 prepared in accordance with Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by FSA, approved by FSA Rule no. 39/ 2015 (including in the format compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format), accompanied by the Report of Independent Auditor, Annual Report of the Board related to the individual financial statements and Remuneration Report of EVERGENT Investments for 2021 financial year.
4	<p>Approval of dividend distribution from the net result of the financial year ended on 31<sup>st</sup> December 2021, comprised of the net profit and net gain reflected in retained earnings from the sale of equity instruments classified at fair value through other comprehensive income (FVTOCI), and gross dividend of 0,065 lei/share.</p> <p>The total amount of dividends payable to shareholders shall be determined based on the number of shares that grant the right to collect dividends on the registration date (without treasury shares bought-back by the Company, held on the registration date), of maximum 62.263.501 lei is comprised of:</p> <ul style="list-style-type: none"> <li>• 46.388.634 lei net profit obtained in 2021 financial year, so that the entire profit of 2021 is distributed to dividends;</li> <li>• maximum 15.874.867 lei net gain reflected in retained earnings in financial year 2021 from the sale of equity instruments classified at fair value through other comprehensive income (FVTOCI).</li> </ul> <p>The costs related to the payment shall be borne from the net dividend value. Dividend payment is made through Depozitarul Central and payment agent Banca Transilvania. Approval of the date of 18<sup>th</sup> May 2022 as registration date (ex-date 17<sup>th</sup> May 2022) and date of 10<sup>th</sup> June 2022 as dividend payment date.</p>
5	Approval of 2022 Activity Program in agreement with "EVERGENT Investments's Investment Strategy and Policy" and 2021 financial year budget.

6	Approval of the directors' discharge of office for the financial year 2021.
7	Approval of the mandate extension for the financial auditor Deloitte Audit SRL and contract duration for a period of 2 years, namely from 01.01.2023 to 31.12.2024.
8	Approval of the prescription of the dividends related to the financial year 2018, established by the Ordinary General Meeting of Shareholders Resolution of 18.04.2019, not collected until 30 <sup>th</sup> July 2022 and their registration in accordance with the applicable regulations.
9	Approval of the date of 18 <sup>th</sup> May 2022 as registration date (ex-date 17 <sup>th</sup> May 2022) for the shareholders impacted by the resolutions adopted by the Ordinary General Meeting of Shareholders.
10	Authorization of the Board of Directors, and individually of its members to fulfill the resolutions adopted by the Ordinary General Meeting of Shareholders. Authorization, with the possibility of substitution, of the President CEO and/or Deputy CEO to carry out all the legal procedures and formalities and sign any documents necessary for the implementation of the Ordinary General Meeting of Shareholders resolutions, including the formalities for publication and registration in the Trade Registry.

**I. Shareholders' right to participate to the General Meeting of Shareholders according to applicable regulations in the field, the provisions of the Memorandum of Association and Procedures for the organization and conducting of the meetings approved by the Board of Directors and published on the website [www.evergent.ro](http://www.evergent.ro).**

Only shareholders registered in the Shareholders' Register on the reference date **April 15<sup>th</sup>, 2022** may participate to the General Meeting of Shareholders:

- a) In person, or through their legal representatives (in case of companies),
- b) Through representative based on special or general proxy,
- c) Written or electronic vote ballot, in accordance with the procedures displayed on [www.evergent.ro](http://www.evergent.ro).

**The access of individual shareholders**, entitled to participate to the General Meeting is granted based on the simple proof of their identity, based on their identity documents.

**Corporate shareholders or entities without legal status** may participate to the General Meetings of Shareholders through their legal representative.

*The legal representative status* is ascertained based on the shareholders' list on the reference date, received from the Depozitarul Central. In case the data regarding the legal representative status have not been updated in the Depozitarul Central by the corporate shareholder appropriately on the reference date, the proof of legal representative status shall be made based on certified copy of a certificate issued by the Trade Registry, or any other document issued by a competent authority of the state in which the shareholder is legally registered that certifies the legal representative status, still in its validity period.

The documents certifying the legal representative status, drawn up in a foreign

language, other than English, will be accompanied by a translation made by a sworn translator into the Romanian or English language.

Shareholders without legal capacity as well as corporate shareholders may be represented by their legal representatives who in their turn may authorize other individuals to represent them in a particular general meeting.

In case the shareholder is represented by a credit institution delivering custody services, he may vote in the General Meetings of Shareholders based on the vote instructions received through electronic communication means, without the need to draw up a special or general power of attorney by the shareholder. The Custodian votes in the General Meeting exclusively in accordance and within the limits of instructions received from its clients with shareholder quality on the reference date. The credit institution that delivers custody services shall send to EVERGENT Investments votes in the General Meeting exclusively, in accordance with, and within the limitations of the instructions received from its clients with shareholders quality on the reference date. The credit institution delivering custody services shall send to EVERGENT Investments' headquarters, in original or with extended electronic signature ([aga@evergent.ro](mailto:aga@evergent.ro)), by the **26<sup>th</sup> April 2022, at 10<sup>00</sup>** deadline, an affidavit of the representative of the credit institution prepared in accordance with applicable legal provisions and procedures of the General Meetings of EVERGENT Investments displayed on the website [www.evergent.ro](http://www.evergent.ro).

### **Special Proxy, General Proxy, Written and Electronic Ballot**

**Special proxies** and **vote ballots** compliant with incidental legal provisions are provided to the shareholders at the headquarters of the company and on the website [www.evergent.ro](http://www.evergent.ro).

Vote exercise starts on **15<sup>th</sup> April 2022**.

Casting the vote option through proxies, written or electronic vote ballots is possible up to **26<sup>th</sup> April 2022, at 10<sup>00</sup>**, under the penalty of losing vote exercise right in the General Meeting of Shareholders.

**Special power of attorney** is granted by a shareholder to an individual and includes specific vote instructions from the issuer shareholder for each item on the agenda.

A shareholder may appoint only one individual for representation, and an alternate representative, in case the designated representative is unable to fulfil his/her mandate. A shareholder is allowed to grant a Special power of attorney *to a single representative*.

The representation of shareholders in the General Meeting by other individuals is also allowed based on a **General Proxy**, accompanied by Statutory Statement given by the legal representative of the intermediary (defined in accordance with art. 2 paragraph (1) point 19 of Law no. 24/2017) or the attorney who received the power of representation according to applicable law and General Meeting Procedures of EVERGENT Investments displayed on the website [www.evergent.ro](http://www.evergent.ro).

General proxy granted by a shareholder for the entire holding on the reference date is submitted to the Company in copy, with the mention of compliance with the original under the signature of the representative. General Proxies are submitted or filed accompanied by the documents foreseen in the procedure at the headquarters of the Company (*Bacau, code 600164, Pictor Aman St, no 94 C, 2<sup>nd</sup> floor, secretariat*) on work days, between 9-16, or are sent as electronic document with extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, by e-mail to [aga@evergent.ro](mailto:aga@evergent.ro), up to the deadline – **26<sup>th</sup> April 2022, at 10<sup>00</sup>**.

**Special proxies forms, written ballot forms, hand-signed, in original**, accompanied by documents in accordance with the Procedures approved and published in accordance with the Memorandum of Association are submitted or filed at the Company's headquarters (*Bacau, code 600164, Pictor Aman St, no 94 C, 2<sup>nd</sup> floor, secretariat*) on work days, between 09:00 – 16:00 or are filed as electronic document with extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, at the email address [aga@evergent.ro](mailto:aga@evergent.ro), up until the deadline – **26<sup>th</sup> April 2022, at 10<sup>00</sup>**.

The revocation of a general/special power of attorney is made in writing, through any form of designation and should be submitted no later than the **26<sup>th</sup> April 2022, at 10<sup>00</sup>**.

General/special proxies bearing a later date (registered by the deadline **26<sup>th</sup> April 2022, at 10<sup>00</sup>**) revoke the previously granted proxies.

Shareholders who have voted by special proxies or ballots may modify their initial voting option, the last vote cast being considered valid, provided that it be cast and registered up to the deadline on **26<sup>th</sup> April 2022, at 10<sup>00</sup>**.

In case the shareholder who has voted by correspondence attends the General Meeting personally or through a representative, the vote expressed by correspondence is cancelled, the vote expressed in person or through representative being the one taken into consideration.

If the person attending the General Meeting is different than the one who has cast the vote by correspondence, for the validity of the vote, the person will present at the General Meeting a written revocation of the vote by correspondence signed by the shareholder or the representative who has voted by correspondence.

Direct participation of the shareholder in the General Meeting, either in person or through a representative will remove any other previously submitted vote option.

**Electronic vote** may be exercised based on a qualified digital certificate, accessing the secured application “*electronic vote*” on the website [www.evergent.ro](http://www.evergent.ro), in accordance with the Procedure for Vote through correspondence presented on the website [www.evergent.ro](http://www.evergent.ro)

## **II. Shareholders’ right to enter new items on the agenda of the General Meeting and make decision proposals for existing items or items suggested to be included on the agenda.**

**One or more shareholders representing, either individually or together, at least 5% of the company’s share capital**, may exercise the vote rights foreseen by article 92 line (3) of Law no. 24/2017 on the issuers of financial instruments and market



operations and art. 189, art. 199 of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations corroborated with the provisions of art. 117 index 1 of Companies' Law no. 31/1990, **only in writing**, by **12<sup>th</sup> April 2022, at 17<sup>00</sup>**, by submitting the documents in original at the headquarters of the company (*Bacău, code 600164, Pictor Aman St. no. 94C, 2<sup>nd</sup> floor, Secretariat*), or by submitting them with extended electronic signature, by mail, to [aga@evergent.ro](mailto:aga@evergent.ro) (according to Law no. 455/2001 on electronic signatures). Requests must be accompanied by a justification and/or draft resolution presented for the approval of the General Meeting of Shareholders.

The shareholder and legal representative status, in case of corporate shareholders or entities without legal personality is proved based on documents issued by the Central Depository, or participants defined under article 2 line (1) item 19 of (EU) Regulation no. 909/2014 (according to the provisions of art. 194 FSA Regulation no. 5/2018): bank statement that proves the shareholder quality and number of shares held, along with documents that certify the registration of the information regarding the legal representative at the Central Depository / the respective participants (art. 105 line (11) of Law no. 24/2017).

### **III. Shareholders' rights to ask questions regarding the Agenda of the General Meetings of Shareholders**

Shareholders may exercise their rights foreseen by art. 198-199 FSA Regulation no. 5/2018 by **26<sup>th</sup> April 2022, at 10:00**. EVERGENT Investments SA may respond by posting the reply on its own website under the "*Frequently Asked Questions*" section or in the General Meeting, if the requested information is public in nature and it is not included in the documents related to the agenda or in the institutional reports drawn up.

**Shareholders' questions shall be submitted in writing**, by submitting the original documents at the headquarters of the Company (*Bacău, code 600164, Pictor Aman St. no. 94C, 2<sup>nd</sup> floor, "secretariat"*), or by submitting it with extended electronic signature via email at [AGA@evergent.ro](mailto:AGA@evergent.ro) (in accordance with Law. 455/2001 on electronic signature).

The shareholder status (natural person or legal representative of a company) is ascertained based on the Shareholders' Register on the reference date, based on identity documents, or before receipt. The requirements mentioned under item II of the present Convening Notice are also applicable to shareholders who ask questions regarding the items on EGMS or OGMS agenda.

### **IV. Documents related to the General Meeting of Shareholders**

**The documents corresponding to the items on the agenda** are provided to shareholders on the website [www.evergent.ro](http://www.evergent.ro) and may be consulted at the company's headquarters (*Bacău, code 600164, Pictor Aman St. no. 94 C, 2<sup>nd</sup> floor, secretariat*) on work days, between 9:00 and 16:00.

The materials corresponding to the items on the agenda, Organization and Conducting Procedure for General Meetings, draft resolutions and forms are provided to the shareholders once the Convening Notice is published in Romania's Official Journal, part IV.

**The General Meeting conducting procedure** includes: procedure for voting by representative (special proxy, general proxy), procedure for voting by correspondence

(written or electronic ballot), general GMS procedure, operating method of the general meeting bodies and details regarding the conducting of the general meeting.

**The extraordinary and ordinary general meetings may be viewed by shareholders registered on the reference date by accessing the website [www.evergent.ro](http://www.evergent.ro) using the access elements (further mentions in the GMS Organization and Conducting Procedure).**

***We provide the live translation of debates in the English language.***

In case the statutory and legal quorum conditions are not met on the first convening, the EVERGENT Investments Extraordinary General Meeting of Shareholders is convened on **29<sup>th</sup> April 2022, at 10<sup>00</sup>**, and the Ordinary General Meeting of Shareholders of EVERGENT Investments is convened on the **29<sup>th</sup> April 2022, at 11<sup>00</sup>**, with the same agenda and venue.

Claudiu DOROȘ  
President, CEO

Michaela Pușcaș, Compliance Manager  
Georgiana Dolgoș, Director  
Irina Bibire, IR & Corporate Governance Manager