

**Voting procedure by proxy in
the Extraordinary and Ordinary General Meetings of
EVERGENT Investments shareholders,
convened for April 28/29, 2022**

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

1. EVERGENT Investments's shareholders may exercise their vote at the general meetings of shareholders (EGMS and OGMS) 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 ASF 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, str. Pictor Aman no. 94 C, code 600164*).
3. EVERGENT Investments SA provides the following to its shareholders in the Romanian and English¹, language:
 - (a) Vote by proxy procedure;
 - (b) Special proxy form in 3 copies (*for the shareholder/representative/ EVERGENT Investments*);
 - (c) Affidavit of the proxies (*for special and general proxies*);
 - (d) Support materials for vote casting.

The special/general proxy 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 status of shareholder and the status of legal representative, in the case of shareholders legal entities or 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 or at the respective participants (art. 105 paragraph (11) 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 (f) of the Directive 98/26 / EC are:

¹ FSA Regulation 5/2018, art. 188

² FSA Regulation 5/2018, art. 194, line (2), art. 202 and art. 206

(f) "Participant" means an institution, a central partner, a settlement agent or a clearing house.

In accordance with the rules of operation of the system, 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 on grounds of systemic risk and only if the indirect participant is known in the system; "

The status of shareholder and the status of legal representative is proved based on the list of shareholders from the reference date, received from the Depozitarul Central. If the data concerning the quality of legal representative have **not** been updated at the Depozitarul Central by the shareholder legal entity corresponding to the reference date, the proof of legal representative is made based on a conformity certificate issued by the Trade Registry, in true certified copy, or any other document issued by a competent authority from the state in which the shareholder is legally registered and which certifies the quality of legal representative within the validity term.

If a shareholder (individual or legal entity) is represented by a credit institution providing custody services, it may vote in the General Meeting of Shareholders on the basis of voting instructions received by electronic means of communication. Voting by correspondence, written or electronic ballot papers, will be signed in handwriting or with an extended electronic signature, as the case may be, by the legal representative or the responsible / competent persons within the credit institution. Proof of the quality of the signatories will be sent with the vote by correspondence.

The documents attesting the quality of legal representative, drawn up in a foreign language other than English, will be accompanied by a translation made by a certified translator into 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 **April 26, 2022, at 10⁰⁰**.
- 7.** The submission/transmission of documents shall be made until **April 26, 2021, 10⁰⁰ am** at the company headquarters (*Bacau, str. Pictor Aman no. 94 C, code 600164, secretariat*), or electronically, by e-mail at the address aga@evergent.ro until **April 26, 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 FSA Reg. no. 5/2018 on issuers of financial instruments and market operations, Art. 194, paragraph (2).

⁴ FSA Regulation no. 5/2018, art. 204

8. The revocation of the proxy shall be in writing through any designation forms, up to **April 26, 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 proxies 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 proxies can modify their initial voting option, being considered valid the last vote expresses and registered until the deadline of **April 26, 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 GMS is other than the one who expressed the vote through correspondence, for the validity of his vote, this will submit at the GMS 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 the Special Proxies:

- The special proxy 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 proxy 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 April 26, 2022, at 10⁰⁰ otherwise the vote right in the 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 GMS. Discretionary voting is not permitted.
- In case the 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 (Law 24/2017 art. 92, line (12)).
- the shareholder fills in the personal identification data;
- 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 numeric code

⁵ Lege 24/2017, art 92, alin (21)

⁶ Lege 24/2017, art 92

⁷ FSA Regulation no. 5/2018, art. 200, line (5)

- 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 proxies are signed by the legal representative and the stamp is applied (as the case may be).
 - the filled in and signed by hand proxy accompanies the Affidavit of the proxy and the copy of his/her ID card.
- 13.** The proxies 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 GMS.
 - 14.** The special proxy is valid only at the 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 **April 26, 2022, at 10⁰⁰**, special proxy 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 proxies 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 proxy to only one attorney-in-fact, and the proxy is valid only for the mentioned GMS.
 - 18.** The special proxy must be dated; special proxy having a subsequent date result in revocation of the powers previously dated.
 - 19.** Representation of shareholders in GMS based on **general proxy**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 GMS SIF Moldova *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 20 of the Law 24/2017), or to an lawyer.*

Before their first use, general proxies are submitted/set to the company by **April 26, 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 original*¹¹ and *his/her ID copy*. Certified copies of the proxies are retained by the company, *a mention of these being made in the minutes of the 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 proxy¹². If the empowered person is a

⁸ Law 24/2017, art 92, line (12), FSA Regulation 5/2018, art. 201, line (2)

⁹ Law 24/2017, art 92 (13), FSA Regulation 5/2018, art. 202

¹⁰ Law 24/2017, art 92 (13)

¹¹ Law 24/2017, art. 92, line (14)

¹² Law 24/2017, article 92 (16)

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 correspondingly and in case of representation through general proxy.

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 proxies 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 SIF Moldova no later than the date of submission of powers (**April 26, 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 proxies 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 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)).

* * *

¹³ Law 24/2017.

The technical Secretariat of counting votes has access to information regarding votes previously expressed through special proxies 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) 787.869.312.

The working procedure of the Technical Commission:

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

- The staff appointed in the commission is instructed concerning the application of procedures for gathering information from Ballots through Correspondence, special proxies and maintaining secrecy about the activity developed and the manipulated documents.
- The operators designated develop their activity starting with the date of convening GMS and until the last day of exercising the vote previously expressed through Special Proxy 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 proxies 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 Proxy) and how to solve them.
- 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*.

¹⁴ Law 24/2017, art 92, line (19)

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

The company undertakes to keep copies of the Special Proxies 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 development GMS 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 GMS, 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 GMS to the members of technical secretariat the centralized situation of the votes previously expressed through ballots through correspondence printed, electronic and special proxies). The report will contain information concerning: the situation of the electronic votes recorded, situation of printed ballots collected on operators, situation of special proxies 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 GMS 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.*
- EVERGENT Investments has implemented the Information Security Management System (ISO 27001 standard), certified by the SYSTEMA SRL Romania, with IAS accreditation (The International Accreditation Service) USA. The computer system is audited according to FSA Norm no. 4/2018 on the management of operational risks generated by the IT systems used by the entities authorized / approved / registered, regulated and / or supervised by the Financial Supervisory Authority.

¹⁵ Law no. 24/2017, art 92, line (19)

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