

CONVENING NOTICE

The Board of Directors of EVERGENT Investments SA (the Company), headquartered in Bacău, 94C Pictor Aman street, Bacău district, registered with the Trade Registry under no. JO4/2400/1992 and in the FSA registry 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 90,902,859.2 lei, hereby

CONVENES

The Extraordinary General Meeting of Shareholders of EVERGENT Investments SA (EGMS) on **January 20, 2025**, at **10⁰⁰**.

The General Meeting of Shareholders will be held at the headquarters of EVERGENT Investments from Bacău, 94C Pictor Aman street.

The convening notice is issued in accordance with the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations, republished, FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, 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, Law no. 31/1990 on companies and the provisions of EVERGENT Investments' Articles of Association (FSA Authorizations no. 127 and 128 of September 30, 2024 – <https://www.evergent.ro/en>).

The Company's share capital consists of 909,028,592 face shares, with a face value of 0.1 lei each, which are dematerialized and indivisible, each share granting one voting right at the General Meeting of Shareholders, except for a number of 32,008,627 shares, representing 3.52% of the share capital, which will have their voting rights suspended in accordance with Article 105, paragraph 2 of Law no. 31/1990 on companies.

The shares with voting rights as of the reference date, January 13, 2025, will be displayed on the website – <https://www.evergent.ro/en>.

Only shareholders registered in the Shareholders' Register held by Depozitarul Central SA, at the end of **January 13, 2025**, set as reference date, are entitled to participate and vote in the Extraordinary General Meeting of Shareholders.

EGMS AGENDA

1	Election of the Extraordinary General Meeting of Shareholders secretariat, consisting of 1-3 individuals, from among the company's shareholders, listed on the ballots.
2	Approval of the reduction of EVERGENT Investments SA's share capital from RON 90,902,859.20 to RON 89,082,859.2, namely in the amount of RON 1,820,000, following the cancelation of a number of 18,200,000 own shares acquired by the Company, in accordance with Resolution no. 3 of April 29, 2024 of the EGMS and based on article 207, paragraph (1), item c) of Law no. 31/1990 on companies. Following the reduction, the share capital of EVERGENT Investments SA shall be of RON 89,082,859.2, divided into 890,828,592 shares. Approval of the amendment of article 3, paragraph (1) of the Articles of Association, following the reduction of the share capital, to have the following content: <i>"The share capital is RON 89,082,859.20 and is divided into 890,828,592 shares"</i> .
3	Approval of the date of February 6, 2025, as registration date (<i>ex-date</i> : February 5, 2025) for the shareholders impacted by the resolutions adopted by the Extraordinary General Meeting of Shareholders.
4	Empowering the Board of Directors and, individually, its members to fulfill the resolutions adopted by the Extraordinary General Meeting of Shareholders. Authorizes the President CEO and/or the Deputy CEO, with the possibility of substitution, to carry out all the legal procedures and formalities and to sign any document necessary for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, 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, the provisions of the Articles of Association and the Procedures for the organization and conducting of the meetings approved by the Board of Directors and published on the website <https://www.evergent.ro/en>

Only shareholders registered in the Shareholders' Register as of the reference date, **January 13, 2025**, can participate in the Extraordinary General Meeting of Shareholders:

- a) in person or through legal representatives (in the case of legal entities);
- b) through a representative, based on a general or Special Proxy or a Custodian's Statements of Self-Responsibility;
- c) written or electronic ballot, according to the procedures posted on the website <https://www.evergent.ro/en>.

The access of individual shareholders entitled to participate in the General Meeting of Shareholders is allowed upon simple proof of identity with their identification document.

Legal entity shareholders or non-incorporated entities may participate in the General Meeting of Shareholders through a legal representative.

The legal representative status is ascertained based on the shareholders' list as of the reference date, received from Depozitarul Central. If the data regarding the legal representative status have not been updated at Depozitarul Central by the legal entity shareholder corresponding to the reference date, the proof of legal representative status can be proven with certificate issued by the Trade Registry, issued no more than 30 days before the date of the General Shareholders' Meeting, in original or certified copy, or any other document issued by a competent authority in the state where the shareholder is legally registered, confirming the legal representative status, issued within the validity period.

Documents proving the status of a legal representative, prepared in a foreign language other than English, must be accompanied by a translation by an authorized translator into Romanian or English.

Non-incorporated shareholders as well as legal entity shareholders may be represented by their legal representatives who can, in turn, appoint another individual to represent them at the respective General Meeting.

If the shareholder is represented by a credit institution delivering custody services, they may vote in the General Meeting of Shareholders based on the voting instructions received through electronic communication means, without the need to draw up a special or general proxy by the shareholder. The Custodian votes in the General Meeting exclusively in accordance and within the limits of the instructions received from the clients holding shareholder status 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), no later than 48 hours prior to the date of the first convening of the EGMS, an Affidavit of the legal representative of the credit institution prepared in accordance with the applicable legal provisions and the Procedures of EVERGENT Investments' General Meeting posted on the website <https://www.evergent.ro/en>.

Special Proxy, General Proxy and Written or Electronic Ballot

The special proxies and ballot compliant with incidental legal provisions are provided to shareholders at the company headquarters and on the website <https://www.evergent.ro/en>.

The exercise of the electronic vote by correspondence or through special proxy is done starting on **13 January 2025**.

The casting of vote options through proxies, written or electronic ballots shall be done no later than 48 hours prior the date of the first convening of the EGMS, under the penalty of losing the right to vote in the General Meeting of Shareholders.

Special Proxy is granted by a shareholder to an individual and includes specific voting instructions from the issuer shareholder for each item on the agenda.

The shareholder may appoint only one individual for representation, and an alternate representative, in case the designated representative is unable to fulfil their mandate. A shareholder is allowed to grant a Special Proxy *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 the Affidavit given by the legal representative of the intermediary (defined in accordance with article 2 paragraph (1) point 19 of Law no. 24/2017) or the lawyer who received the power of representation according to applicable law and the General Meeting Procedures of EVERGENT Investments displayed on the website <https://www.evergent.ro/en>.

General Proxy is granted by the shareholder for the entire holding on the reference date and is submitted to the Company in copy, with the mention of compliance with the original under the signature of the representative.

General proxies forms, special proxies forms and written ballot forms, *hand-signed, in original*, accompanied by documents in accordance with the Procedures approved and published based on the provisions of the Articles of Association, are submitted or filed at the Company's headquarters (*Bacău, code 600164, Pictor Aman street, no. 94C, 2nd floor, secretariat*) on working days, between 9:00 - 16:00 hours or sent as an electronic document with extended electronic signature, according to Law no. 455/2001 on electronic signature, by e-mail to aga@evergent.ro, no later than 48 hours before the first convening of the EGMS. Documents submitted after the deadline will be considered when determining the quorum of presence, without voting rights at the General Meeting.

Revocation of a general or special proxy can be done in writing, in any of the forms of designation and must be submitted no later than 48 hours before the first convening of the EGMS.

General or special proxies bearing a later date (registered no later than 48 hours before the first convening of the EGMS) will have the effect of revoking previously granted proxies.

Shareholders who have voted through special proxies or ballots may change their initial voting option, with the last cast vote being valid, provided that it is cast and registered no later than 48 hours before the first convening of the EGMS.

In case the shareholder who has voted by correspondence attends the General Meeting personally or through a representative, the vote expressed by correspondence is annulled and only the vote expressed personally or through a representative is taken into account.

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

The direct participation of the shareholder in the General Meeting of Shareholders, either personally or through a legal representative, nullifies any other voting options previously submitted.

Electronic voting can be exercised based on a qualified digital certificate, by accessing the secured "*electronic vote*" application on the website <https://www.evergent.ro/en>, in accordance with the *Procedure for voting by correspondence*, posted on <https://www.evergent.ro/en>.

Voting at the General Meeting, by any of the voting methods of voting allowed to shareholders, may be expressed under the terms of Law no. 24/2017 on issuers of financial instruments and market operations, only through one of the voting options "*for*" or "*against*".

In accordance with the provisions of article 105 paragraph (23³) of Law no. 24/2017: "(...) *in the situation in which the Articles of Association of the issuer do not provide*

otherwise, the position of «abstention» adopted by a shareholder with regard to the items on the agenda of a General Meeting of Shareholders does not represent a cast vote”.

EVERGENT Investments’ Articles of Association do not qualify the “*abstention position*” in any way, so this position may be adopted by the shareholder, without the mention “abstention” being considered a valid vote expressed, under the law.

II. Shareholders’ right to add new items to the agenda of the General Meeting of Shareholders and to make resolution proposals for the existing or proposed agenda items

One or more shareholders representing, either individually or together, at least 5% of the company’s share capital, may exercise the rights foreseen by article 105 paragraph (3) of Law no. 24/2017 on the issuers of financial instruments and market operations and article 189, article 199 of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations corroborated with the provisions of article 117 index 1 of Law no. 31/1990 on companies, only in writing, by 8 January 2025, at 17:00, by submitting the documents in original at the company headquarters (*Bacău, code 600164, Pictor Aman street, no. 94C, 2nd floor, Secretariat*), or by submitting them with an extended electronic signature, by e-mail, to aga@evergent.ro (according to Law no. 455/2001 on electronic signature). The requests must be accompanied by a justification and/or a draft resolution proposed for adoption by the General Meeting of Shareholders.

The shareholder and legal representative status, in the case of legal entity shareholders or non-incorporated entities is proven based on documents issued by Depozitarul Central, or the participants defined under article 2, paragraph (1), point 19 of (EU) Regulation no. 909/2014 (according to the provisions of article 194 of 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 Depozitarul Central / the respective participants (article 105, paragraph (11) of Law no. 24/2017).

III. Shareholders’ rights to ask questions regarding the Agenda of the General Meeting of Shareholders

Shareholders may exercise their rights provided in articles 198-199 of FSA Regulation no. 5/2018 until January 17, 2025. EVERGENT Investments may respond by posting the answer on its website, in the “*Frequently Asked Questions*” section, or during the General Meeting, if the requested information is public and is not included in the documents related to the agenda or in the institutional reports submitted.

Shareholders’ questions must be submitted in writing, by delivering the original documents to the company’s headquarters (*Bacău, code 600164, 94C Pictor Aman street, 2nd floor, “secretariat”*), or by sending them with an extended electronic signature via e-mail at aga@evergent.ro (in accordance with Law no. 455/2001 on electronic signatures).

The requirements mentioned in point III of this Convening Notice are also applicable to shareholders who ask questions regarding the items on the EGMS agenda.

IV. Documents related to the General Meeting of Shareholders

The documents related to the items on the agenda are made available to shareholders on the website <https://www.evergent.ro/en> and can be consulted at the company's headquarters (Bacău, postal code 600164, 94C Pictor Aman street, 2nd floor, secretariat) on working days, between 9:00 – 16:00.

The materials corresponding to the items on the agenda, the procedures for organizing and conducting the General Meeting, the draft resolutions and the voting form templates are made available to shareholders upon the publication of the Convening Notice in the Official Gazette of Romania, part IV.

The procedures for organizing and conducting the General Meeting of Shareholders approved by the Board of Directors in accordance with the provisions of the Articles of Association, published on the website <https://www.evergent.ro/en>, are: *the General Procedure for the General Meeting of Shareholders*, which includes the functioning of the shareholder meeting's bodies and clarifications regarding the conduct of the General Meeting, the *Procedure for Voting by Representative* (special proxy, general proxy), the *Procedure for Voting by Correspondence* (written or electronic ballot).

The session of the Extraordinary General Meeting *can be viewed by shareholders registered as of the reference date, by accessing the website <https://www.evergent.ro/en> (details in the Procedure for Organizing and Conducting the GMS).*

If the quorum conditions are not met at the first convocation, according to legal provisions and Company's Articles of Association, the Extraordinary General Meeting of Shareholders is convened for **January 21, 2025, at 10:00**, maintaining the agenda, the venue and the reference date.

EVERGENT Investments S.A. ensures the processing of personal data for the purpose of conducting the General Meeting and implementing the adopted resolutions, in accordance with the applicable legal provisions.

Live translation of the debates into English is provided.

Claudiu Doros
President and CEO

Gabriel Lupașcu, Compliance Officer

Georgiana Dolgoș, Director

Irina Bibire, IR & Corporate Governance Manager