

APPROVED

Claudiu Doros
President and CEO

**Voting by proxy procedure in
the Extraordinary General Meeting of
EVERGENT Investments' shareholders,
convened for January 20/21, 2025**

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

1. EVERGENT Investments' shareholders may also exercise their vote at the General Meeting of Shareholders by proxy, in accordance with the regulations in force and the present procedure.
2. The procedure is initiated at the same time as 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 the shareholders, both on the company's website www.evergent.ro and at its headquarters (*Bacău, Pictor Aman St. no. 94 C, postal code 600164*).
3. EVERGENT Investments SA provides the following to its shareholders, in Romanian and English¹:
 - (a) Vote by proxy procedure;
 - (b) Special proxy form in 3 (three) copies (*for the shareholder/representative/EVERGENT Investments*);
 - (c) Affidavit of the empowered individuals (*for special and general proxies*);
 - (d) Support materials for vote casting.

The special/general proxy, along with the affidavits of the empowered individuals, may be filled in and sent to the shareholder either in Romanian or in English².

¹ FSA Regulation no. 5 of 2018, art. 188

² FSA Regulation no. 5 of 2018, art. 194, paragraph (2), art. 202 and art. 206

4. The shareholders may designate their representative only in writing, under handwritten signature, in original or through an electronic document with an extended electronic signature, according to Law no. 455 of 2001 on electronic signature.
5. The status of shareholder and the status of legal representative, in the case of legal entity shareholders or non incorporated entities, shall be proved on the basis of the documents issued by the Central Depository or by the participants defined in article 2, paragraph (1), item 19 of (EU) Regulation no. 909 of 2014³ (art. 194 of FSA Regulation no. 5 of 2018): account statement which results in the status of shareholder and the number of shares held together with documents attesting the registration of the information regarding the legal representative at the Central Depository or the respective participants (art. 105, paragraph (11) Law no. 24/2017).
The participants defined in article 2, paragraph (1), item 19 of (EU) Regulation no. 909 of 2014, by reference to article 2, item (1) of Directive 98/26/EC are: an institution, a central partner, a settlement agent or a clearing house.

The status of shareholder and the status of legal representative is ascertained based on the list of shareholders from the reference date received from the Central Depository.

If the data concerning the status of legal representative has not been updated at the Central Depository by the legal entity shareholder corresponding to the reference date, the proof of legal representative is made based on a certificate of ascertainment 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 status 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 along 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, in Romanian or in English⁴.

6. The person empowered will submit/transmit, in original, the Affidavit under handwritten signature accompanied by the copy of their ID card⁵ or will transmit it as an electronic document with extended electronic signature, according to Law no. 455 of 2001 on electronic signature, by e-mail along with the General Proxy (copy certified under the signature of the empowered) or Special Proxy (in original) no later than 48 hours prior to the date of the first convening of the EGMS.

³(EU) Regulation no. 909/2014 of the European Parliament and Council on July 23, 2014, on improving the settlement of securities within the European Union and regarding central depositories of securities and of modifying Directives 98/26/CE and 2014/65/EU and of Regulation (EU) no. 236/2012.

⁴ According to FSA Reg. no. 5/2018 on issuers of financial instruments and market operations, Art. 194, paragraph (2).

⁵ FSA Regulation no. 5/2018, art. 204

7. The submission/transmission of documents shall be made no later than 48 hours prior to the date of the first convening of the EGMS, at the company headquarters (*Bacău, Pictor Aman St. no. 94 C, postal code 600164, secretariat*), or electronically, by e-mail at the address aga@evergent.ro, with an extended electronic signature, according to Law no. 455 of 2001 on the extended electronic signature, as well as to FSA regulations.
8. The revocation of the proxy shall be in writing through any designation forms, no later than 48 hours prior to the date of the first convening of the EGMS, drafted in Romanian or English.
9. A person acting as a representative may represent several shareholders, the number of shareholders being therefore unlimited.
10. Only the proxy 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 may modify their initial voting option, the last vote expressed and registered no later than 48 hours prior to the date of the first convening of the EGMS, being considered valid.

If the shareholder who expressed their vote through correspondence participates personally or through a representative at the general meeting, the vote expressed through correspondence is cancelled, thus only the vote expressed personally or through a representative being considered valid. *If the person that participates at the GMS is other than the one who expressed the vote through correspondence, for the validity of their vote, they will submit a written revocation of the vote by correspondence to the GMS, signed by the shareholder or by the representative who expressed the vote through correspondence*⁶.

The direct participation of the shareholder at the General Meeting, personally or through their legal representative removes any previously submitted voting options.⁷

12. Instructions regarding the Special Proxies:

- The special proxy may be granted to any individual for representation in the General Meeting of Shareholders and contains specific voting instructions from the shareholder with the explicit mention of the vote option for each item on the agenda of the General Meeting of Shareholders. In this case, the provisions of article 125 paragraph (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 empowered individual and one counterpart will be submitted to the central headquarters (Bacău, Pictor Aman St. no. 94 C, code 600164, secretariat), no later than 48 hours prior to the date of the first convening of the EGMS, otherwise the voting right in the General Meeting of Shareholders is lost⁸.

⁶ Law no. 24/2017, art. 105, paragraph (21)

⁷ Law no. 24/2017, art. 105

⁸ The representative may participate in the GMS proceedings and exercise any other recognized rights of the represented shareholder, according to the mandate, except for exercising the voting right within the session.

- A shareholder has the obligation to give, within the form of special proxy, specific instruction of voting to the person that represents them, 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 on the margins, in compliance with the interests of the represented shareholder (Law no. 24/2017, article 105, paragraph (12)).
 - The shareholder fills in the personal identification data.
 - Chooses a representative and an alternate⁹, should the case arise, for whom the following data is filled in: name and forename of the representative, address, social security number¹⁰.
 - For each problem submitted to the vote, *the shareholder* will check accordingly on each option "for" or "against" or will carry out the mention of "abstention" according to personal choices¹¹;
 - According to article 105, paragraph 23³ of Law no. 24/2017, abstention is qualified as a position that may be adopted by the shareholder, without it representing an expressed vote¹².
 - The shareholder will personally fill in the voting options on each item of the agenda, will write their name clearly, with capital letters, will date and sign the forms; in the 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 their ID card.
13. The proxies that are not registered with the company until the moment mentioned in the Convening Notice shall not be taken into account for the vote quorum within the EGMS.
14. The special proxy is valid only at the GMS session for which it was granted and does not give the representative the right to decide on the shares that they represent or on the dividends associated to these shares.
15. The legal entity shareholder represented by another person (*other than the legal representative*) will submit to the central headquarters (*Bacău, 94C Pictor Aman street, postal code 600164, secretariat*) no later than 48 hours prior to the date of the first convening of the EGMS, 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 may modify their initial voting option or means of expressing the vote, the last vote expressed and registered until the deadlines corresponding to the chosen modality of voting being considered valid.

⁹ FSA Regulation no. 5/2018, art. 200, paragraph (5)

¹⁰ Social security number or any other similar identification element of the individual.

¹¹ Law no. 24/2017, article 105, paragraph (12), FSA Regulation no. 5/2018, article 201, paragraph (2)

¹² Law no 24/2017, article 105 (233) – "...should the situation arise in which the issuer's Articles of Association do not order otherwise, the "abstention" position adopted by a shareholder regarding the items registered on the agenda of a GMS does not represent an expressed vote."

17. A shareholder is allowed to grant a special proxy to only one representative, and the proxy is valid only for the mentioned GMS.
18. The special proxy must be dated; special proxies carrying a subsequent date result in revocation of the powers previously dated.
19. Representation of shareholders in the EGMS, based on a general proxy¹³.

The shareholder may grant a valid general proxy for a period that shall not exceed 3 years, allowing their representative to vote in all aspects under debate of the EVERGENT Investments EGMS, *with the condition that the proxy be given by the shareholder, just as client, to an intermediary (defined according to article 2 paragraph (1) item 19 of Law no. 24/2017), or to a lawyer.*

Before their first use, general proxies are submitted/sent to the company no later than 48 hours prior to the date of the first convening of the EGMS, in copy, including *the mention of their being in accordance with the original, under the representative's signature¹⁴, along with the Representative's Affidavit in original¹⁵ and their ID copy.* Certified copies of the proxies are retained by the company, *a mention of these being made in the minutes of the Extraordinary General Meeting.*

The empowered individual cannot be replaced by another person, unless that right has been expressly conferred to them by the shareholder in the proxy¹⁶. If the empowered person is a legal entity, they may exercise their mandate received through any person that is part of the administrative or management body or of their 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/designation of the shareholder;
2. name/designation of the representative (to whom the empowerment is given);
3. date of empowerment, as well as its validity period, by complying with legal provisions; the proxies having a subsequent date will result in the revocation of the powers previously dated;
4. indicating the fact that the shareholder empowers the representative to participate and to vote on their behalf through the general proxy in the EGMS 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 through:

- (i) written revocation by the shareholder mandatory that granted the proxy, transmitted

¹³ Law no. 24/2017, art. 105 (13), FSA Regulation no. 5/2018, art. 202

¹⁴ Law no. 24/2017, art. 105 (13)

¹⁵ Law no. 24/2017, art. 105, alin (14)

¹⁶ Law no. 24/2017, art 105 (16)

- to EVERGENT Investments no later than 48 hours prior to the date of the first convening of the EGMS, written in Romanian or English, or
- (ii) loss of shareholder quality by the shareholder who granted the proxy on the reference date, or
 - (iii) loss of quality of intermediary or attorney of the representative in fact.
 - (iv) fulfilment of the validity term.

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 grants them the right to vote for a shareholder differently than the vote for another shareholder. The person who represents more shareholders based on proxies expresses the voting options of the persons represented by cumulating the number of votes «for» and «against», as well as the number of mentions of «abstention» without compensating them¹⁷.

The shareholders may not 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 cases:

- (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 on item a);
- (c) is an employee or an auditor of the company, or of a controlling shareholder or controlled entity as provided on item a);
- (d) is the spouse, relative or in-law up to the fourth degree of one of the individuals referred to in items a) - c).

* * *

The technical Secretariat of counting votes has access to information regarding votes previously expressed through special proxies and ballots as the respective items on the agenda are submitted to vote¹⁸.

The people involved in the application of the dispositions of the present Procedure comply with the legal provisions regarding the processing of personal data.

For more information on the way we process the shareholders' personal information, you may access „*Notification regarding the processing of Personal data as per EU Regulation 2016/679*” available at [Personal data processing](#). Furthermore, for any question regarding the way in which we process your personal data, you may contact us at our e-mail address gdpr@evergent.ro or by phone, at (+40) 787.869.312.

The working procedure of the Technical Committee:

The appointing of members for the Technical Committee is done through an Appointing Decision issued by the CEO and validated by EVERGENT Investments' Board of Directors.

¹⁷ Law no. 24/2017.

¹⁸ Law no. 24/2017, art. 105, paragraph (19)

- The staff appointed in the commission is instructed concerning the application of procedures for gathering information from ballots by correspondence, special proxies and maintaining secrecy regarding the activity carried out and the handled documents.
- The designated operators carry out their activity starting with the convening date of the EGMS and until the last day of exercising the vote previously expressed through Special Proxies or Ballots through correspondence.
- The Committee consists of people who will keep safe and ensure the confidentiality of the votes until the moment of submitting to vote the draft resolutions entered on the agenda.
- As the special proxy forms are submitted to central headquarters, the committee members are required to verify the way which the forms are filled in and to introduce the voting options in the electronic system of the centralization of votes.
- At the end of each day, the operator writes a report in which they record the number of operations performed and the number of operated voting forms; the forms must be stored safely and confidentially. The reports also mention any incidents that occurred during the data collection period (Ballots through correspondence, Special Proxies) and how to solve them, should the case arise.
- The operators responsible for the entry of the voting data do not have access to information regarding: total number of registered votes, votes entered by other operators, synthetic data regarding the vote result.
- Access to the electronic application is made on access levels, password based, and it is strictly monitored.
- The members of this committee sign confidentiality *agreements*.

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

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 competencies and those of the Articles of Association.

The computer system is made in collaboration with the company specialized which certifies *that the IT application of management and development of the EGMS meets the requirements in force¹⁹, namely:*

¹⁹ Law no. 24/2017

- *The synthesis information concerning the previously expressed vote (through ballot through correspondence printed, electronic or special proxy) is revealed to commission with corresponding attributions, only within the GMS, after they were collected and entered, and the votes in the room were cast.*
- *The operators responsible for introducing the voting data do not have access to information concerning the total number of recorded votes, the votes introduced by other operators or the synthesis data concerning the result of the voting.*
- *At the time of the disclosure of synthesis information concerning the vote, the centralized situation of the votes previously expressed (through ballots through correspondence printed, electronic and special proxies) is submitted within the EGMS to the members of technical secretariat. The report will contain information concerning the situation of the recorded electronic votes, the situation of printed ballots collected on operators, the situation of special proxy votes collected on operators, the centralized situation of the votes that were expressed.*
- *In the case of exercising the vote through electronic means at a distance, in the situation in which the shareholders participate to the EGMS through electronic means, in accordance with FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations²⁰, the means of casting the electronic vote allow for the later verification of the voting method before or during the GMS.*
- **EVERGENT Investments has implemented the Information Security Management System (ISO 27001 standard), certified by 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.**

Georgiana Dolgoş - Director

Daniela Bălăceanu – Legal adviser

Irina Bibire – Head of Corporate Governance
and Investor Relations

²⁰ article 197, paragraph (6) of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations