



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: December 20, 2021
Regulated market on which issued securities are traded:
Bucharest Stock Exchange, Premium category

Convening the Extraordinary General Meeting of Shareholders on January 20/21, 2022

The Board of Directors has decided to convene the Extraordinary General Meeting of EVERGENT Investments shareholders on January 20/21, 2022, having the agenda from the attached Convening Notice. All shareholders registered in the register of shareholders at the end of January 7, 2022, which is the reference date, are invited to attend the meeting.

Agenda issues include:

1. Approval of the EVERGENT Investments Memorandum of Association amendment.
2. Approval of the reduction of the share capital from 98,121,305.10 lei to 96,175,359.20 lei, namely with the amount of 1,945,945.90, as a result of the cancellation of a number of 19,459,459 own shares acquired by the company, in compliance with the EGMS Resolution no. 3 of April 29, 2021.
3. Approval of a buyback program in order to reduce the share capital, by canceling the shares, with a maximum number of 23,100,000 shares, representing 2.4% of the share capital, which will result after the reduction of the share capital mentioned above ("Program 6").

The buyback programs are measures proposed by the Board of Directors, in accordance with EVERGENT's Corporate Governance Code, to reduce the discount between the market price of the EVER share and the NAV per share, for the benefit of the shareholders.

We recommend to the shareholders to consult all the EGMS documents available on the website www.evergent.ro, starting with Monday, December 20, 2021, which is the date of publication of the Convening Notice in the Official Gazette of Romania, part IV.

In the context of the COVID-19 epidemic, we recommend to the shareholders the vote by correspondence, 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 street, Bacău county, registered with the Trade Registry under no. JO4/2400/1992 and in FSA Register under no. PJRO9FIAIR/040003, ISIN ROSIFBACNOR0, tax code 2816642, EUID: ROONRC. J/04/2400/1992, with subscribed and paid-up capital of 98,121,305.1 lei, hereby

CONVENES

The Extraordinary General Meeting of Shareholders of EVERGENT Investments SA (EGMS) for the date of January 20, 2022 at 10⁰⁰ a.m.

The Extraordinary General Meeting of Shareholders will be held at the headquarters of EVERGENT Investments SA 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 issuers of financial instruments and market operations, Law no. 243/2019 on alternative investment funds, Law no. 74/2015 on alternative investment fund managers and regulations of the Financial Supervision Authority for their application, Companies’ Law 31/1990 and EVERGENT Investments SA “Memorandum of Association” (FSA Authorization no. 192 of Sept 9, 2021 – www.evergent.ro).

The Company’s share capital is comprised of 981,213,051 nominative shares, with a nominal value of 0.1 lei, dematerialized and indivisible, each share granting the right to one vote in the General Meeting of Shareholders, with the exception of a number of 23,649,507 shares bought back by EVERGENT Investments in accordance with EGMS Resolution no. 4 of April 27, 2020 (published in Romania’s Official Journal, Part IV, no. 1655 of May 11, 2020) and EGMS Resolution no. 3 of April 29, 2021 (published in the Official Journal, Part IV, no. 2170 of May 31, 2021), representing 2.4% of the share capital, whose vote right is suspended in accordance with art. 105 paragraph 2 of Companies’ Law no. 31/1990.

Only shareholders registered in the Shareholders’ Register held by Depozitarul Central SA at the end of **January 7, 2022**, set as **reference date**, are entitled to participate and vote in the Extraordinary General Meeting.



AGENDA

1	Approval of the election of the Extraordinary General Meeting of Shareholders Secretariat, consisting of 1-3 persons from the company's shareholders, registered on the ballot papers, in compliance with art. 129, paragraph (2) of Companies' Law no. 31/1990.
2	<p>Approval of the amendment and completion of the provisions of article 7, paragraphs 20-23 of EVERGENT Investments S.A.'s Memorandum of Association, with the following content:</p> <p>“Article 7, paragraph (20) <i>The Board of Directors delegates the management of the Company to the CEO and Deputy CEO, who together form the Management Committee.</i></p> <p><i>The CEO and Deputy CEO may also be directors of the Company.</i></p> <p><i>The CEO and Deputy CEO who comprise the Management Committee effectively lead the activity of the Company within the limits of its delegated powers.</i></p> <p><i>The set-up and dissolution of the Management Committee shall be approved by a majority vote of the directors present.</i></p> <p><i>The directors and managers who comprise the Management Committee conclude with the company Management and/or Directors' Agreements, prepared in compliance with the applicable legal framework. The content of these contracts concluded with the company shall be declared and/or made public when the applicable regulations require it.</i></p> <p>Article 7, paragraph (21) <i>The decisions of the Management Committee shall be taken by unanimous vote of its members.</i></p> <p><i>In the event that decisions cannot be taken in the Management Committee due to non-compliance with the vote requirements, the subject under discussion shall be submitted to the Board of Directors for a decision.</i></p> <p>Article 7, paragraph (22) <i>The vote may not be cast by a representative in the Management Committee.</i></p> <p>Article 7, paragraph (23) <i>Between the meetings of the Management Board, the Management Committee shall carry out its activities within the established responsibilities. The Management Committee shall present at the meetings of the Board the decisions taken and the operations in progress.”</i></p>
3	<p>Approval of the reduction of EVERGENT Investments SA's share capital, pursuant to art. 207 paragraph (1) letter c) of Companies' Law no. 31/1990, from 98,121,305.10 lei to 96,175,359.20 lei, namely with the amount of 1,945,945.90 lei, following the cancellation of a number of 19,459,459 own shares acquired by the company, in accordance with and motivated by the EGMS Resolution no. 3 of April 29, 2021. Following the reduction, the share capital of EVERGENT Investments SA will be of 96,175,359.20 lei divided into 961,753,592 shares.</p> <p>Approval of the amendment of article 3 paragraph (1) of the Memorandum of Association, following the reduction of the share capital, which will have the</p>



	following content: “The share capital is 96,175,359.20 lei and is divided into 961,753,592 shares”.
4	<p>Approval of a share buyback program ("Program 6"), in compliance with the applicable legal provisions and having the following main characteristics:</p> <p>a) Program purpose: The company will buyback shares in order to reduce the share capital, by canceling the shares.</p> <p>b) Maximum number of shares that can be bought back: maximum 23,100,000 shares (maximum 2.402% of the share capital that will result after the operation of the reduction, according to item 3 on the agenda).</p> <p>c) Minimum price per share: The minimum purchase price will be the BSE market price from 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 of publication of the decision in the Official Gazette of Romania, part IV.</p> <p>f) The payment of the bought back shares will be made from the distributable profit or from the available reserves of the company, entered in the last approved annual financial statement, except for the legal reserves registered in 2020 financial statements, according to the provisions of art. 103 index 1 of Companies' Law no. 31/1990.</p> <p>g) The acquisition of shares will be carried out through market operations, in order to acquire a maximum of 23,100,000 shares, in order to reduce the share capital by canceling the shares.</p> <p>Empowerment of the Board of Directors and individually of its members to take all necessary decisions for the implementation of the resolution on the buyback program.</p>
5	Approval of the date of February 8, 2022 as registration date (ex-date February 7, 2022) for the shareholders impacted by the resolutions adopted by the Extraordinary General Meeting of Shareholders.
6	Empowerment of the Board of Directors and individually of its members to fulfill the resolutions adopted by the Extraordinary General Meeting of Shareholders. Authorize, with the possibility of substitution, the CEO and/or Deputy CEO to carry out all legal procedures and formalities and sign any documents 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 Extraordinary 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.



Only shareholders registered in the Shareholders' Register on the reference date of **January 7, 2022** may participate to the Extraordinary 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.

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

Corporate shareholders or non incorporated entities may participate to the Extraordinary 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 at the reference date, the proof of legal representative status shall be made based on a 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 that particular general meeting.

Special Proxy, General Proxy, Written and Electronic Ballot

Special proxies and **vote ballots** compliant with the legal provisions are provided to the shareholders at the headquarters of the company and on the website www.evergent.ro.

The vote starts on **January 7, 2022**.

Casting the vote option through proxies, written or electronic vote ballots is possible up to **January 18, 2022, at 10⁰⁰**, under the penalty of losing vote exercise right in the Extraordinary General Meeting of Shareholders.

Special proxy 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 fulfill 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 as per art. 2 line. (1) item 20 Law no. 24/2017) or the attorney who received the power of representation according to applicable law and EGMS Procedures of EVERGENT Investments displayed on the website www.evergent.ro.

General Proxy is granted by a shareholder for the entire holding on the reference date and is presented to the company in copy, with the mention “according to the original” bearing the signature of the representative. General Proxies are presented / submitted accompanied by the documents according to the procedure, at the headquarters of the company (*Bacau, 94C Pictor Aman street, floor 2, secretariat, 600164 code*) in working days, between 9-16, or submitted as electronic document with extended electronic signature in compliance with Law 455/2001, by email to AGA@evergent.ro, up to the deadline on **January 18, 2022, at 10:00 a.m.**

The **Special Proxies, Written ballot forms, singed in own handwriting, in original**, accompanied by the documents required by the Procedures approved and published in accordance with the provisions of the Memorandum of Association, are submitted/ delivered at the headquarters of the Company (*Bacau, Code 60014, 94C Pictor Aman street, 2nd floor, secretariat*) on working days, between 9-16 or submitted as electronic document with extended electronic signature in accordance with Law no. 455/2001 on electronic signature via email, at the following address: AGA@evergent.ro, – **until the deadline of January 18, 2022, at 10:00 a.m.**

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 **January 18, 2022, at 10⁰⁰.**

General/ Special Proxies with a later date (registered up to the deadline of **January 18, 2022 at 10:00**) have the effect of revoking 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 of **January 18, 2022, at 10:00.**

In case the shareholder who has voted by correspondence attends the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting of Shareholders a written revocation of the vote by correspondence signed by the shareholder or the representative who has voted by correspondence.

Direct participation of the shareholders in the Extraordinary General Meeting of Shareholders, 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, according to the Procedure for Vote through correspondence presented on the website www.evergent.ro.



II. Shareholders' right to enter new items on the agenda of the Extraordinary 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 105 paragraph (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**, up to **January 4, 2022, at 17⁰⁰**, by submitting the documents in original at the headquarters of the company (*Bacău, code 600164, 94C Pictor Aman street, 2nd floor, Secretariat*), or by submitting them with extended electronic signature, by mail, to AGA@evergent.ro (according to Law no. 455/2001 on electronic signature). Requests must be accompanied by a justification and/or a draft resolution presented for the approval of the Extraordinary General Meeting of Shareholders.

The shareholder status and the legal representative status - in case of corporate shareholders or non-incorporated entities, is proven based on the documents issued by Depozitarul Central or the participants defined in art. 2, paragraph (1), point 19 of EU Regulation no. 909/2014 (in compliance with art. 194 of FSA Regulation no. 5/2018): account statement indicating the shareholder status and number of shares held along with documents certifying the registration of the information regarding the legal representative at the Depozitarul Central / the respective participants (art. 105 paragraph (11) of Law no. 24/2017).

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

Shareholders may exercise their rights foreseen by art. 198-199 of FSA Regulation 5/2018 by **January 18, 2022, at 10⁰⁰**. 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, 94C Pictor Aman street, 2nd floor, "secretariat"*), or by submitting it with extended electronic signature via email at AGA@evergent.ro (in accordance with Law. 455/2001 on electronic signature).

The shareholder status (individual or legal representative of a company) is ascertained based on the Shareholders' Register on the reference date, based on identity documents, or before receipt, according to item I in the present Convening Notice.



IV. Documents related to the Extraordinary General Meeting of Shareholders

The documents corresponding to the items on the agenda are provided to shareholders on the website www.evergent.ro and may be consulted at the company's headquarters (*Bacau, code 600164, 94C Pictor Aman street, 2nd floor, secretariat*) on working days, between 9:00 and 16:00.

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

The procedure for organizing and holding the Extraordinary General Meeting of Shareholders, updated according to the relevant legal provisions, 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 General Meeting of Shareholders may be viewed by shareholders registered on the reference date by accessing the website www.evergent.ro using the access elements (further mentions in the *EGMS Organization and Conducting Procedure*).

Live translation of the debates into English is provided

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 **January 21, 2022 at 10:00**, with the same agenda and venue

Given the context of the COVID-19 pandemic, the exceptional measures instituted by authorities on Romanian territory, and given the measures adopted by the Company's management to ensure the continuity of activity, protection of staff's health and safety, the good running of the relationship with the clients/investors, business partners, market institution, **EVERGENT Investments strongly recommends its shareholders to vote through correspondence at the Extraordinary General Meeting of**



Shareholders of January 20/21, 2022 (preferably through electronic ballot, using the secure application “*electronic vote*” in accordance with Law no. 455/2001 on electronic signature and in subsidiary vote through correspondence, delivery services or submission in person at the Company’s registry).

Claudiu DOROȘ
President and CEO

Michaela Pușcaș
Compliance Manager

Georgiana Dolgoș
Manager