

**Vote by correspondence procedure for the
Extraordinary General Meeting of EVERGENT Investments shareholders,
convened for January 20/21, 2022**

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

1. EVERGENT Investments shareholders can exercise their voting by correspondence prior to the Extraordinary General Meeting of Shareholders (EGMS), until the date of **January 18, 2022 at 10⁰⁰**, according to Law 24/2017 and FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations. Exercising of the voting right can be made by using the voting ballot either printed or in electronic form, according to the provisions of the present procedure.
2. The voting ballot template provided by EVERGENT Investments can be either in a material format (*printed – paper format*) or electronic, both being special documents granting the shareholders the right to exercise their vote prior to the Extraordinary General Meeting of Shareholders, in compliance with art. 105 line (19) of Law no. 24/2017 and FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations.
3. The printed voting ballots (*paper format*) are provided at the main headquarters (*Bacau, 94C Pictor Aman street, postal code 600164*) and are published on the website www.evergent.ro, according to the provisions in the Convening Notice.
4. EVERGENT Investments provides its shareholders (in the Romanian and English language¹):
 - (1) vote ballot form
 - (2) vote by correspondence procedure
 - (3) documents for the adoption of the vote

The vote result for each item on the agenda for the shareholders who voted by correspondence is presented within the EGMS technical secretariat for vote counting, by the Commission handling the collection of votes expressed prior to the general meeting (through voting ballots and special powers of attorney) at the time each resolution is submitted to vote within the EGMS on the basis of the minutes regarding votes cast before the EGMS².
5. The shareholder position and the legal representative position in case of legal entities shareholders or of 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

¹ According to art. 206 of FSA Regulation 5/2018 on the issuers of financial instruments and market operations

² According to art. 105 of Law 24/2017

number of shares held together with documents attesting the registration of the information regarding the legal representative at the Depozitarul Central / respective participants (art. 105 paragraph (11) of the 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, letter (f) of the Directive 98/26 / EC are: "participant" means an institution, a central partner, a settlement agent or a clearing house.

In accordance with the system operation rules, 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 by systemic risk reasons and only if the indirect participant is known in the system.

Shareholder and legal representative quality proof is made based on the shareholders' list on the reference date, received by Depozitarul Central. In case the data regarding the legal representative status have **not** been updated at Depozitarul Central by the shareholder legal entity up to the reference date, the legal representative status is proven based on an ascertaining certificate issued by the Trade Registry in copy according to the original, or any other document issued by another competent authority from the country where the shareholder is legally registered, issued within the validity period.

If a shareholder (individual or corporate) is represented by a credit institution providing custody services, than the representative will be able to vote in the general meeting of shareholders on the basis of the voting instructions received by electronic means of communication. The vote by correspondence, written or electronic ballots will be signed by hand or with an extended electronic signature, as the case may be, by the legal representative or the responsible / authorized person within the credit institution. Proof of the quality of the signatories will be submitted together with the correspondence vote.

The documents that certify the legal representative status drawn up in a language other than English will be accompanied by a translation made by a sworn translator in the Romanian or English language³.

EVERGENT Investments reserves the right to make polling verifications, before the date of the general meeting to verify the legal representative status and to confirm the filling in of the vote ballot personally, by the legal representative.

Voting by correspondence can be expressed by a representative only in case he has received from the shareholder a special/general power of attorney that is presented by

³ According to art. 194, paragraph (2) of FSA Regulation 5/2018 on the issuers of financial instruments and market operations.

the issuer according to art. 105, paragraph 10 of Law no. 24/2017 and art. 208, paragraph (3) of FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations.

If the person representing the shareholder by personal participation in the general meeting is other than the one who has cast the ballot by correspondence, then for the validity of the vote, he / she presents at the meeting a written revocation of the vote by correspondence, signed by the shareholder or the representative who cast the vote correspondence. This is not necessary if the shareholder or his legal representative is present at the Extraordinary General Meeting.

6. Vote exercising through printed voting ballot (paper format) is made as follows:

- for printed voting ballots (*paper format*) obtained from the head office or on the website www.evergent.ro, shareholders will fill in their personal information (or that of the legal person) and voting options, they will sign in writing (through the legal representative and apply the wet seal, depending on the case) they will attach documents to certify the identity of the person: copy of the identity card for the natural person shareholder, or documents to certify the legal representative status (as per item 5) for legal entities shareholders;
- Printed voting ballots (*paper format*) in original are to be presented at the head office (Bacau, Pictor Aman Str. no. 94C, postal code 600164, secretariat) or shall be sent according to Law 455/2001 on electronic signature along with the above mentioned documents, via email at the address: AGA@evergent.ro.
- Voting ballots received by **January 18, 2022 at 10⁰⁰** are valid.

7. Vote exercising by electronic voting ballot

Electronic voting can be exercised based on digital certificate qualified by natural and legal persons shareholders (through legal representative) holding a qualified digital certificate.

Shareholder's access to electronic voting is allowed *based on a digital certificated on token device issued by an accredited certification authority and the access elements unique for each shareholder*, created according to the access elements generation procedure.

- The token is inserted in the USB port of the computer;
- mode "*ELECTRONIC VOTING ACCESS REQUEST*"; is accessed
- *After the correct entry of the token password, the shareholder's identification data is entered (attention, it is mandatory that the email address be that attached to the digital certificate);*
- the electronic vote request is launched "*SEND ACCESS REQUEST*"
- *For the shareholders of legal entities, the documents attesting the quality of legal representative⁴ (point 5) in electronic format, in case the data were not updated at the Depozitarul Central, signed with extended electronic signature, will be*

⁴ Idem 2

sent from the specified e-mail address in the Electronic Voting Access Request to: AGA@evergent.ro;

- *The validity of the request is checked (identity of shares' holder with that of the digital certificate holder – legal representative in case of legal persons shareholders) and a unique access link is sent to the email address of the requester, to create a user and password;*
- *Based on the qualified digital certificate and the access elements (user and password) the shareholder can express his/her vote through the “ELECTRONIC VOTE” module.*

- 8.** Electronic voting ballots sent by shareholders registered on the reference date corresponding to the general meeting for which they express their vote are valid.
- 9.** Shareholders who have voted through vote ballots can change their initial voting option the last expressed vote, registered by the limit date **January 18, 2022 at 10⁰⁰** being considered valid.

In the event that the shareholder who expressed his vote by correspondence participates personally or through a representative at the General Meetings, the vote by correspondence expressed for that General Meetings is canceled. In this case, only the vote cast in person or through a representative will be taken into account.⁵

If the person participating in the EGMS is other than the one who expressed the vote by correspondence, for the validity of the vote *he/she will present to the EGMS a written revocation* of the vote by correspondence signed by the shareholder or the representative who cast the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the Extraordinary General Meeting of Shareholders.

- 10.** The IT application validates the accuracy of filling in the electronic voting ballot according to the Voting procedure, no votes that could be annulled due to procedural flaws will be registered in the system.

This action can be carried out up to the date specified in the Convening Notice, until **January 18, 2022 at 10⁰⁰**.

The shareholder will have the validation confirmation and registration of the electronic vote displayed *on the monitor* and can *print it*.

EVERGENT Investments performs the validation of the electronic vote by confronting the identification data recorded on the electronic voting ballot with the information feature on the consolidated register of shareholders at the reference date.

- 11.** In case of legal entities shareholders, the printed voting ballot will be filled in personally and signed by hand by the legal representative of the legal entity, according to the Memorandum of Association and/or decisions of statutory bodies, he signer taking on full and exclusive responsibility for his / her legal representative status.

⁵ Art 105 of Law 24/2017

12. EVERGENT Investments through its internal working procedure and technical regulations aims to insure the checking of the identity of shareholders voting electronically and the safety of electronic communications.

The technical secretariat for vote counting has access to the information regarding the votes received prior to the extraordinary general meeting, as the individual items on the agenda are submitted to vote⁶.

Electronic voting methods allow the subsequent checking of the voting method before or during the general meeting, and at the same time, provide the opportunity for each present shareholder to be able to check his/her vote⁷.

The individuals involved in the enforcement of the hereby procedure will ensure the keeping of personal data in accordance. For more information on the way in which we process your personal data, you may access "Notification on the processing of personal data, as per EU Regulation 2016/679" available at <https://evergent.ro/en/personal-data-protection>.

At the same time, for any question regarding the way we process your data, you may contact us at the following email address gdpr@evergent.ro, or on the phone (+40) 787.869.305.

13. In order to manage attendance and voting information at general meetings in safety and confidentiality conditions the internal procedures, that are periodically reviewed, are observed, and currently refer to:

13.1. Working Procedure of the Technical Commission:

access to the application is only allowed for the EVERGENT Investments staff nominated by the *Commission handling the gathering of votes expressed prior to the general meeting (through voting ballots and special power of attorneys), with the checking and consolidation of votes* – appointed by the President CEO.

The appointed individuals, according to their attributions have different access levels through the usernames and passwords assigned.

- a. The members of the Commission have signed a "*Confidentiality Agreement*" through which they undertake to safe keep and insure the confidentiality of the personal data, shareholder's holdings and sent votes and not divulge them.
- b. Within the EGMS, the EVERGENT Investments employees – members of the Technical Secretariat for vote counting within the general meeting have differentiated access through usernames and passwords, the list of authorized individuals being approved by the Board of Directors.
- c. It is forbidden for any individuals, employees and managers, to request data or information regarding the situations registered in the data base.
- d. Internal procedures are periodically updated.

⁶ According to article 105 of Law no. 24/2017 and FSA Regulation 5/2018 on the issuers of financial instruments and market operations

⁷ Art. 197, paragraph (6) of FSA Regulation 5/2018 regarding the issuers of financial instruments and market operations

The appointing of the members of the Technical Commission is made through an appointing resolution of EVERGENT Investments President CEO.

- The staff assigned in the commission is trained in the application of the procedures for the gathering of information on the Correspondence Vote Ballots, Special powers of attorney and maintaining confidentiality of the activity carried out and documentation handled.
- The appointed operators carry out their activity starting with the EGMS convening date until the last date of voting through special powers of attorney or correspondence voting ballots.
- The commission is comprised of individuals who will safeguard and insure the confidentiality of the votes until these are provided to the bodies selected by EGMS of **January 20/21, 2022**⁸.
- As printed voting ballots (*paper format*) are received by post or presented at the headquarters (*Bacau, 94C Pictor Aman street, postal code 600164, secretariat*), committee members are bound to verify the way the forms are filled in and enter the vote options in the electronic system for vote centralization.
- The operator fills in a report presenting the operations carried out and the number of processed voting ballots; the forms are sealed and stored in safety conditions. The incidents occurred during data collection (voting ballots, special powers of attorney) and method of solving them will also be presented in the report.
- Daily activity reports and processed forms are delivered based on de Protocol to the secretariat elected by the EGMS.
- The operators who are responsible with the entry of vote data are not allowed access to information such as: total number of registered votes, votes entered by other operators, other synthesis data regarding vote result.
- Access to the electronic application is made based on access levels, based on the password, and it is strictly monitored. The members of the commission responsible for data collection do not have access to the consolidated information;
- The members of the commission tasked with the checking, processing and consolidating *the votes expressed prior to the general meeting*, pass the votes to the technical secretariat for vote counting, at the time each resolution is submitted to voting in the EGMS⁹.

At the time the synthesis (consolidated) information regarding voting is submitted within the EGSM, to the technical committee also receives the consolidated situation of previously expressed votes (*through voting ballots, by main, printed, electronic ballots or special powers of attorney*). The minutes will include information regarding: the status of the registered electronic votes per operator, the votes through special powers of attorney collected by operators, consolidated situation of expressed votes.

The company undertakes to keep the powers of attorney and correspondence voting ballots submitted, in safe and confidential conditions.

This procedure is similar to the voting procedures used by EVERGENT Investments in previous meetings, being in accordance with the current legal provisions (Law no. 24/2017

⁸ Same as 6 (article 105 of Law no. 24/2017)

⁹ Same as 6 (article 105 of Law no. 24/2017)

on issuers of financial instruments and market operations, FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations and EU Regulation 1212/2018 transposing EC Directive 36/2007. The voting procedure is approved by the Board of Directors, based on the legal powers and the provisions of the Memorandum of Association.

13.2. (Technical) measures to ensure data security, confidentiality and integrity:

- a. Ensurance of the safety of EVERGENT Investments's internal network and data base server – hardware firewall, server room is secured and access is allowed only for system administrators.
- b. Use of backup equipment and safety copies for the data bases + restore plan in case of a disaster.
- c. Application users' password encryption (*both external and internal users*) – the manager of the data base does not have access to passwords.
- d. SSL encryption of communication on the web server – **CertSign certificate**.
- e. Monitoring on each operation on the data base (*logs*)
- f. The confidentiality of vote right expression is assured for electronic votes. The IT application does not allow the viewing of the voting options by internal users in the case of exercising electronic votes. Checking of the voting options is only performed by the shareholder-user after the vote is expressed (*the shareholder can also print his expressed voting options*).
- g. Testing the system's functionality on a test data base, completely separated from the production data base and not featuring any real information. Once the consolidated register of the general meeting is entered, programmers do not have access to real information, access to the application being made as per procedure.

The IT system is created in cooperation with a specialized company who *has certified the IT application for the management and carrying-out of EGMS, meeting the requirements of applicable regulations¹⁰, namely:*

- *synthetic information regarding the previously expressed vote(through correspondence voting ballot, electronic or special power of attorney) are only presented within the EGMS after the votes expressed in the room have been collected / entered by the competent commissions.*
- *Operators responsible for the introductions of the voting data do not have access to information regarding: the total number of registered votes, votes introduced by other operators, synthetic data concerning the result of the vote.*
- *At the time the synthetic information concerning the vote is released during the EGMS, the technical secretariat members receive the consolidated situation of votes previously expressed (through printed correspondence voting ballot, electronic or power of attorney). The minute will feature information regarding: the registered electronic votes situation, the situation of printed voting ballots by operators, the situation of special power of attorney votes by operators, consolidated situation of votes expressed.*
- *In the case of exercising vote through remote electronic means, in case the shareholders attend the EGMS through electronic means in compliance with FSA*

¹⁰ Art. 105, paragraph 19 of Law 24/2017; Directive 2007/36/EC of the European Parliament and Council.

Regulation no. 5/2018 regarding the issuers of financial instruments and market operations¹¹, electronic means to exercise vote allow the later verification of the way in which vote was cast before or during the Extraordinary General Meeting.

EVERGENT Investments has implemented the Information Security Management System (ISO 27001) certified by United Registrar of Systems Ltd. UK (*accredited by United Kingdom Accreditation Service*); the information system is audited in compliance with FSA Norm 4/2018.

¹¹ *art. 197 line (6) FSA regulation 5/2018 on the issuers of financial instruments and market operations*
© Evergent Investments. All rights reserved | evergent.ro | Pag. 8