

**Procedure for conducting
the Extraordinary and Ordinary General Meetings of
EVERGENT Investments shareholders,
convened for April 27/28, 2023**

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¹ Law 24/2017, Art 92

Only the shareholders registered in the Shareholders' Register of EVERGENT Investments on the reference date **April 13, 2023** are entitled to attend and can exercise their voting right **directly** (in person, or through a representative), **or through representative** (credit institution - custodian or on a basis of a special empowerment, general empowerment) or **by correspondence** (through a written or electronic voting ballot) according to the provisions of the Convening Notice for the ordinary and extraordinary general meeting of shareholders and the present procedure.

I. Direct access of shareholders to the ordinary/extraordinary general meetings

Access of shareholders entitled to participate² directly to the general meetings of shareholders is allowed through a simple proof of identity, made as follows:

A. In case of individual shareholders: with the identity card (ID card for Romanian citizens, or, depending on the case, passport/residence permit for foreign citizens)

B. In case of corporate shareholders:

Legal representative status is ascertained based on the shareholders' list on the reference date received by the Depozitarul Central. In case the data regarding the legal representative status have not been updated in the Depozitarul Central by the shareholder legal person 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 a competent authority in the state where the shareholder is legally registered, certifying the legal representative status, issued on time.

Documents confirming the legal representative status, drawn up in a foreign language, other than English, will be accompanied by a translation made by a sworn translation for the Romanian or English language.

The documents proving the shareholder's identity must unequivocally allow his / her identification in the Shareholder's Register drawn up by Depozitarul Central SA for the reference date of the General Meeting of Shareholders, on **April 13, 2023**.

The identity documents that do not use Latin spelling will be presented in a translated form, so as to ensure the possibility of verifying the person's identity.

C. If a *shareholder* (an individual or legal person) *is represented by a credit institution* providing custody services, than the representative will be able to vote in the general meeting of shareholders only in accordance with and within the limits of the instructions received from its clients having the quality of shareholders at the reference date. The credit institution that provides custody services will transmit to the headquarters of EVERGENT Investments in the original or with the extended electronic signature (aga@evergent.ro), by the deadline of **April 25, 2023, 10⁰⁰ am, a statement of the legal representative of the credit institution from which to appear that:**

² Law no. 24/2017, Art 92, line (7) - Access of shareholder entitled to attend at the reference date to the general meeting of shareholders is allowed subject to simple proof of identity, made in the case of individuals, through the ID document, or, in the case of legal entities and of individuals represented, by the power of attorney provided to the empowered person representing them, in compliance with the applicable legal provisions.

- the credit institution provides custody services for the shareholders of EVERGENT Investments (*nominated: Personal Identification Number / Fiscal Code / ID Register, Name, Surname*)
- the voting options expressed through the custodian (*in any of the forms of expression: directly, by correspondence, by empowerment*) are identical to those transmitted by the shareholder through a SWIFT message received by the credit institution from that shareholder;
- identification data of the employees of the credit institution who can vote on behalf of the custodian clients, according to the instructions received from them, in accordance with the provisions of Law no. 24/2017, by any of the forms of voting (*directly, by correspondence, by empowerment*);

Based on the above statement, the persons nominated by the credit institution will have access to the GMS works by simply demonstrating the identity.

The other vote forms (*correspondence, special power of attorney*), depending on the case will be accompanied by the Statement mentioned and the copy for the identity card of the signing individual (mentioned in the Statement).

II. Access to the ordinary or extraordinary General Assembly and vote right exercise through representative³ (special or general power of attorney)

Based on Article 125 of Law no. 31/1990 regarding companies, Article 92 of Law no. 24/2017 on issuers of financial instruments and market operations and Articles 200, 201, 202, 203 of FSA Regulation no. 5/2018, shareholders can attend and vote in the general meeting through representation, based on special or general powers of attorney.

Special power of attorney forms must be used for voting by representation on the basis of a special power of attorney.

Besides the special power of attorney form in the Romanian language, EVERGENT Investments provides the shareholders the special power of attorney translated into English.

The special power of attorney can be filled in and sent by the shareholder either in the Romanian or the English language⁴, within the deadline set in the Convening Notice, **namely until April 25, 2023, 10⁰⁰**.

The participation method based on representative is described under **Voting by representative procedure**.

³ **Law no. 31/1990, art. 125 (1)** Shareholders can vote in the general meeting by representation as well, based on a special power of attorney issued for that particular general meeting. (2) Shareholders who do not have the capacity to exercise, as well as legal persons can be represented by their representatives, who in turn can empower other people for that particular general meeting. (3) The power of attorneys will be presented in original 48 hours before the meeting or within the time frame foreseen by the Articles of Association, under the penalty of losing the right to vote for the particular meeting. The power of attorneys will be withheld by the company and will be specified in the minutes.

Law 24/2017, art. 92 paragraph (10) Shareholders' representation in the general meeting of shareholders in case of companies whose other shares are allowed for trading can also be made through other individuals than the shareholders, based on special or general power of attorney. **Paragraph (11)** In case a shareholder is represented by a credit institution providing custody services, the institution may vote in the general meeting of shareholders on the basis of voting instructions received by the electronic means of communication, without the need for drawing up a special or general power of attorney by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from its clients having the shareholders status at the reference date. FSA Reg.no. 5/2018 art. 207

⁴ Art. 206 FSA Reg. 5/2018

III. Exercising vote right by mail

EVERGENT Investments shareholders can exercise their voting by mail before the general meetings of shareholders according to Article 92 of Law no. 24/2017 and art. 197 line (1) letter c) FSA regulation no. 5/2018. Exercising voting right can also be made through the use of the printed or electronic voting bulleting according to the **Procedure for exercising the voting rights by correspondence**.

The voting ballot form provided by SIF Moldova can be either in material form (printed – paper format) or electronic, both being special documents awarding the shareholders the right to exercise their vote prior to the general meeting, by **April 25, 2023, 10⁰⁰**, summer time (GMT+1).

IV. General voting procedure: applies to the vote cast directly, through printed and electronic voting ballots, through special power of attorney forms

Voting procedures are approved⁵ by the **Board of Directors** and are based on Law 24/2017 on issuers of financial instruments and market operations, FSA regulation no. 5/2018 and Memorandum of Association.

Voting procedures are provided to the shareholders along with the other materials for the agenda.

General voting procedure is applied to the **directly expressed vote** (within the general meeting), the vote expressed through **written voting ballots** (*printed – on paper format*), **through electronic voting ballots** and vote expressed through **special and general powers of attorney**, according to applicable regulations.

a) validity requirements for expressed votes:

Each shareholder present at the meeting receives a ballot which contains the identification elements of the issuer, as well as, as the case may be, the stamp of the issuer and on which all the items on the agenda, the voting options "for" or "against" are drawn up, as well as the possibility to adopt an "abstain" position by making the appropriate mention⁶. The mention "abstain" does not represent a vote.

1. For each item on the agenda, vote is expressed by ticking "X" for a single option "For", or "Against".
2. The validly cast votes are only those "For" or "Against".

⁵ Art. 197 FSA Reg. 5/2018

⁶ Art. 105, para. (233) from Law no. 24/2017 ... the position of "abstention" adopted by a shareholder regarding the items on the agenda of a general meeting of shareholders does not represent a vote.

3. Votes cast for an item on the agenda will be annulled for procedural flaws under the following circumstances:
- 3.1 they contain contradictory or confusing options (more voting options for the same item of the agenda, no option expressed, etc.);
 - 3.2 are illegible;
 - 3.3 are expressed conditionally;
 - 3.4 voting ballots received and not used by the shareholders present in the room;
4. Written voting ballots that do not have the shareholder's identification elements and/or are not signed are null and void.

For voting ballots by correspondence, the votes cast for different agenda items and for procedural defects are taken into account to establish the quorum for adopting the decision.

Shareholders who have voted through voting ballots or special power of attorneys can modify their initial voting option, the last vote expressed and registered up to the deadline of **April 25, 2023, 10⁰⁰** being the one valid.

In case the shareholder who has expressed his vote by mail participates in person or through his/her representative to the general meeting, the vote expressed by mail is annulled and only the vote expressed in person or through representative shall be taken into consideration. If the person participating to the general meeting is other than that who has expressed his/her vote by mail, in order for his/her vote to be valid, he/she must present a written recall of the vote by mail signed by the shareholder or the legal representative who has expressed the vote by mail.

Direct participation of the shareholder to the general meeting either in person or through legal representative removes any other previously sent voting options.⁷

Specifications:

- ✓ Checking the "Abstention" position is considered an unexpressed vote, according to the provisions of art. 105 of Law no. 24/2017.
- ✓ Unexpressed votes are the votes not submitted in the marked ballot boxes, during the voting session, by the shareholders present in the hall.

b) Legal and statutory conditions for adopting resolutions

Law no. 31/1990, Art. 115, paragraph 1 foresees that: "(1) For the validity of the deliberations of the extraordinary general meeting it is necessary that on the first convening, shareholders holding **at least one fourth** of the total voting rights are present, and on the following convening, the present of shareholders holding **at least one fifth** of the total voting rights".

EVERGENT Investments Memorandum of Association Art.6, line (19) has the following provisions: "(19) for the validity of the deliberations of the general extraordinary meeting on the first convening it is necessary for shareholders holding **at least one fourth** of the total number of vote right to be present, and at the following convening, the attendance of shareholders representing **at least one fifth** of the total vote rights number. The decisions are adopted with the majority of votes held by present or

⁷ Law 24/2017

represented shareholders. (...)”

Law no. 31/1990, Art. 112, paragraph (1) provides that:

*(1) For the validity of the deliberations of the ordinary general meeting, the presence of the shareholders holding at least **a quarter** of the total number of voting rights is necessary. The decisions of the ordinary general meeting are taken by a majority of the votes cast. The memorandum of association may provide higher quorum and majority requirements.*

*(2) If the ordinary general assembly cannot work due to the non-fulfillment of the conditions provided in par. (1), the assembly that will meet at a second convocation may deliberate on the items on the agenda of the first assembly, **regardless of the quorum gathered, taking decisions with the majority of votes cast.** For the general meeting convened at the second convocation, the memorandum of association may not provide for a minimum quorum or a higher majority.*

EVERGENT Investments Memorandum of Association, Art. 6, paragraph 18 provides the following:

*“(18) For the validity of the deliberations of the Ordinary General Meeting, the presence of shareholders holding at least **one quarter** of the total number of voting rights is required. The decisions of the Ordinary General Assembly are taken by a majority of the votes cast. If the Ordinary General Meeting is unable to function due to non-compliance with the conditions set forth in the preceding paragraph, the meeting to be convened at a second convocation may deliberate on the items on the agenda of the first meeting, **regardless of the quorum**, taking decisions by a majority of the votes cast.”*

Law no. 24/2017, Art. 105, paragraph (23¹ – 23³) provides that:

“(23¹) The issuer must establish for each resolution at least the number of shares for which valid votes were cast, the proportion of the share capital represented by those votes, the total number of valid votes cast, as well as the number of votes cast "for" and "against" each decision and, if applicable, the number of abstentions.

(23²) The issuer must, within a maximum of 15 days from the date of the general meeting, publish on its website the results of the vote, determined in accordance with paragraph (23¹).

(23³) In applying the provisions of para. (23¹), in the situation where the constitutive act of the issuer does not provide otherwise, the position of "abstention" adopted by a shareholder regarding the items on the agenda of a general meeting of shareholders does not represent a vote expressed; if the constitutive act includes mentions regarding the qualification of the "abstention" position as a voiced or unvoiced vote, the issuer has the obligation to include mentions about this in the notice of the general meeting of shareholders”.

c) Stipulations regarding the attendance quorum and majority calculation to adopt resolutions

I. Total number of voting rights = the total number of EVERGENT Investments shares, 961.753.592, decreased by the suspended voting rights in accordance with the provisions of art. 105 (2) of the Law no. 31/1990 republished, with the subsequent

modifications and completions (acquisition of own shares according to art. 103¹ of Law 31/1990).

II. Shares that are object of EVERGENT Investments buy-back, as per EGMS resolution no. 4/27.04.2020 (OG part IV no. 1655/11.05.2020), EGMS resolution 4/20.01.2022 (OG part IV no. 562/07.02.2022) and EGMS resolution 2/28.04.2022 (OG part IV no. 2132/20.05.2022) will have the voting right suspended, according to art. 105 paragraph 2 of Law no. 31/1990 on companies, therefore, does not enter into the calculation of the quorum of presence and adoption of decisions. The number of these shares is the one communicated by the Depozitarul Central in the consolidated register at the reference date for the EGMS, namely **April 13, 2023**.

III. The quorum for adopting AGEA decisions is determined as follows:

$$\% \text{ for} = \frac{\text{total number of "For" votes expressed for each item on the agenda}}{\text{Total number of voting rights present* in AGEA}} \times 100$$

***Total number of voting rights present** = no. of voting rights of shareholders present or represented, including shareholders who voted by mail (includes votes validly expressed for or against, votes expressed and canceled due to procedural defects, "abstentions" and unexpressed votes, as specified within the present Procedure).

IV. The quorum for adopting AGOA decisions:

$$\% \text{ for} = \frac{\text{total number of "For" votes expressed for each item on the agenda}}{\text{Total number of voting rights expressed* (For + Against+Annulled)}} \times 100$$

***Total number of voting rights expressed** = no. of valid voting rights expressed for or against, to which are added the votes expressed, but annulled due to procedural defects (unexpressed votes and "abstentions" mentions are not taken into account).

d) Open Vote

Expressing the vote for the items on the agenda of the ordinary or extraordinary General Meeting of shareholders is through **open vote**. Shareholders exercise their vote by filling in the open vote ballot on which are written all the items on the agenda as well as the options "For" and "Against". If the shareholder adopts the "abstain" position, the mention will be collected as such, without it representing a vote.

V. Exercising direct voting

Upon entering the hall, when attending, the shareholders receive the ballot paper bearing the company's stamp.

Exercising the direct voting:

- „For” vote option is expressed by raising the hand
- “Against” vote option is made through the cutting off the coupon for that particular item on the voting ballot and its depositing in the vote urn with the option of choice in the dedicated ballot box marked "Vote Against".

The shareholders have the right to request their explicit entry of their first and last name on the meeting minutes in case they vote „against” (*according to articles 131 and 132 of Law no. 31/1990 regarding companies*).

Clarification: The mention "Abstention" is made by cutting out the coupon with the respective item on the voting ballot and its depositing in the vote urn with the option of choice in the dedicated ballot box marked "Abstention Position".

V. Casting vote through power of attorney (either special or general)

EVERGENT Investments shareholders can express their vote in the general meeting of shareholders through General or Special Power of Attorney, according to legal provisions and Vote exercising by special power of attorney **Procedure for the vote casting through power of attorney** (Annex).

Details regarding the completion, the documentation needed and the passing of special power of attorneys are featured in the “**Vote casting by special power of attorney procedure**” (annexed and published on the EVERGENT Investments website - www.evergent.ro).

VI. Vote casting by correspondence

Shareholders can exercise their vote by correspondence prior to the general meeting of shareholders, within the deadline foreseen for vote exercising, according to article 92 Law no. 24/2017, *FSA Regulation no. 5/2018 on issuers of financial instruments and market operations*, *EU Regulation 1212/2018 laying down the minimum requirements for the implementation of the Directive 2007/36 / EC of the European Parliament and of the Council as regards the identification of shareholders, the transmission of information and facilitating the exercise of shareholders' rights* and “**Vote cast by correspondence procedure**”.

Exercising of voting rights can be made through the use of the **printed** (paper format) or **electronic** voting ballot:

a) Printed (paper format) voting forms are provided on the website www.evergent.ro and at the central headquarters.

Printed (paper format) voting forms that will be submitted/ sent in original at the headquarters of the company will be accompanied by the following documents:

- **in case of individuals shareholders:** ID copy
- **in case of legal persons shareholders** – *Legal representative status* of the signed is ascertained based on the shareholders’ list on the reference date, received by the Depozitarul Central and, in case the data regarding the legal representative status have not been updated in the Depozitarul Central by the shareholder legal person 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 a competent authority from the state where the shareholder is legally registered and certifies the legal representative status within the validity period. The document certifying the legal representative status, drawn up in a foreign language, other than English, will be accompanied by a translation made by a sworn translation for the Romanian or English language.

- b) Electronic** vote may be cast by accessing the secured application on the company's website www.evergent.ro.

Electronic vote can be exercised by natural person or legal personal shareholders (through legal representative) who are in possession of a qualified digital certificate.

The access of shareholders to electronic vote is made *based on the digital certificate issued by an accredited certification authority and access elements corresponding to each shareholder*, created according to access elements generation elements.

Details regarding filling in, necessary documents and the sending of voting ballots by correspondence are exposed in the **"Vote by correspondence exercising procedure"** (annexed and published in the EVERGENT Investments – www.evergent.ro).

VII. Working bodies of the general meetings: elected by the shareholders, appointed by the Board of Directors

a) The President of the General Meeting

Meeting debates are chaired by the President of the Board of Directors, as per the provision of the Memorandum of Association of EVERGENT Investments, art. 6 (24).

- b) GMS Secretariat** with the attributions foreseen by Law no. 31/1990, art. 129 line (2) and Articles of Association of SIF Moldova, art. 6, line (25) for the drafting of „General Meeting Attendance Minutes”, with a maximum number of **3 members**⁸ elected from among the shareholders. GMS Secretariat is elected by the shareholders by vote (*special power of attorney, voting ballot through correspondence, direct voting ballot*).

c) Technical commissions appointed by the Board of Directors

Members of the technical committees have been informed of and are familiar with the specific attributions in the GMS procedures. Technical commissions are comprised of company employees.

- 1.** „*The commission assigned with the gathering of votes cast before⁹ the general meeting (through voting ballots and special powers of attorney) with the verification and centralization of votes*”- according to Law no. 24/2017.

- Staff nominated in the commission is trained on the application of the gathering of information from the Correspondence Voting Ballots, Special Powers of Attorney and the maintaining of the secret concerning the activity carried-out and the documents handled; will safely keep and will ensure

⁸ Law no. 31/1990, ART. 129 (2) the General Meeting will select, among the present shareholders, 1 up to 3 secretaries, who will check the shareholders' attendance list, indicating the share capital each one represents, minutes drawn up by the technical secretariat for the ascertainment of deposited shares and the fulfillment of all formalities requested by the law and the Articles of Incorporation for general meetings.

⁹ According to Law 24/2017, art 92

votes confidentiality until the time when decisions concerning points registered on the agenda are voted for.

- The members of the Commission have signed the “*Confidentiality Agreement*” undertaking to safe keep and insure the confidentiality and non-disclosure of personal data, holdings of shareholders and submitted votes;
- Access to the IT application is made based on access level, based on password and tightly monitored. Operators appointed are carrying-out their activity starting from the time the GMS is summoned and until the last date of voting through Special Power of Attorneys or Correspondence voting ballots. Operators tasked with introducing voting information do not have access to information such as: total number of registered votes, votes introduced by other operators, synthesis information or other consolidated information concerning the results of the vote.
- Synthesis information regarding the (open) vote priory expressed (*through printed voting ballot, electronic or special power of attorney*) are only released during the GMS, based on a minute, after the votes expressed in the room have been collected/ entered by the responsible commission.
- The minutes will include information regarding: status of registered electronic votes, status of printed voting ballots collected by operators, status of special power of attorney collected by operators, centralized status of expressed votes.
- Checking the identity of shareholders voting in an electronic manner and step by step validation of the correctness of the completion of the electronic voting ballot as per the Voting procedure, is made automatically, with the system not registering votes that might be cancelled due to procedural flaws.
- Electronic voting methods allow the subsequent checking of the way voting was made prior or during the general meeting and at the same time insure the possibility of each present shareholder to be able to verify his/her exercised vote¹⁰.
- The company undertakes to maintain the special power of attorneys and voting ballots by correspondence submitted and registered, safe and confidential.

2. Technical Attendance Secretariat - draws up the attendance list for the shareholders present in the meeting either directly or through representatives or by mail, and it is made up of specialized EVERGENT Investments staff assisted by representatives of the IT applications provider and *the Attendance Ascertainment Minutes*.

3. Technical vote counting secretariat – counts and centralizes the votes supported by an IT application managed by employees assisted by representatives of the computer application provider of EVERGENT Investments.

It receives and consolidates the voting options received through the minutes regarding the status of votes expressed prior to GMS, drawn up by the Commission that has been

¹⁰ FSA Regulation 5/2018, art. 197,alin (6)

especially created by the Board of Directors, to which the valid votes expressed by the shareholders present in the room are added. The minutes will be verified and validated by the GMS selected body.

The Commission, which deals with the centralization and recording of votes by correspondence and special proxies, also has in its activity the identification of shareholders who, in their own name or with those with whom they act in concert, exceed 10% from the share capital of EVERGENT Investments SA, in accordance with the provisions of the *FSA Regulation no. 3/2016 on the applicable criteria and the procedure for the prudential evaluation of the acquisitions and increases of the holdings in the entities regulated by the FSA*.

The measures adopted by the company, if applicable, will be made public prior to the OGMS / EGMS and will be communicated to the FSA.

The secretariat will draw up the “*Minute of the technical secretariat for vote counting and centralization*”.

The IT application provider for vote attendance and voting certified that *the IT application for the management and carrying out of GMS meets the requirements of applicable regulations¹¹, namely:*

- *Synthetic information regarding the (open) vote previously expressed (through printed mail voting ballot, electronic, or special power of attorney) are only revealed during the GMS after the votes expressed in the room have been collected/ entered by the commissions with specific attributions.*
- *The operators responsible for the vote date entry do not have access to the information regarding : total number of registered votes, votes entered by other operators, synthetic data regarding voting result*
- *At the time the synthetic information concerning the vote is released during the GMS, the technical secretariat members receive the consolidated situation of the votes previously expressed (through printed mail voting ballots, electronic or special power of attorneys). The minutes will include information regarding: status of registered electronic votes, status of printed voting ballots collected by operators, status of special power of attorney votes collected by operators, consolidated status of expressed votes.”*
- *In case of vote right exercise through electronic means, in compliance with FSA Regulation no. 5/2018¹², the electronic means for the casing of vote allow the later verification of the vote method, before or during the general meeting.*

EVERGENT Investments has implemented the Information Security Management System (ISO standard 27001), certified by SYSTEMA SRL Romania with IAS USA (The International Accreditation Service) accreditation.

d) Attendance of a **notary public** to GMS debates in order to assist and certify the activity of the bodies elected by GMS and debates during the meeting, based on the provisions of art. 129 line (4) of Law no. 31/1990 regarding companies.

¹¹ Law no. 24/2017, CNVM Regulation 6/2009, Directive 2007/36/CE of the European Parliament and Council

¹² FSA Regulation 5/2018, art. 197,alin (6)

Within a maximum of 15 days from the date of the General Meetings, EVERGENT will publish on its website the voting results, established in accordance with art. 105 para. (231) from Law no. 24/2017 on issuers of financial instruments and market operations.

VIII. Stipulations regarding the carrying out of the General Meeting of Shareholders

Ascertaining attendance quorum: Attendance quorum is the one registered 30 minutes from the time set in the Convening Notice for the works of the meeting/ prior to submitting the items on the agenda to vote.

Duration of the general meeting: the works of the general meeting take place starting with the convening time and over the entire duration needed to go over all points registered on the agenda, without exceeding the convening day and/ or a 12 hours' deadline before its start.

In case there are items on the agenda for which debates have not been concluded or for which no decisions have been made, they will be the object of debated in another general meeting of shareholders.

Should the above-mentioned situation occur, the president will decide on the closing of the works of the GMS.

Real-time broadcast of the general meeting

EVERGENT Investments ensures the real-time broadcast of the general meeting (FSA Regulation no 5/2018; art. 186, EU Regulation 1212/2018) access being made from the website of the company www.evergent.ro (module “**EGMS/OGMS of April 2023 – live**”), under the same authentication and access conditions as for the vote by electronic mail (access elements created for electronic vote).

Translation of debates in the English language is provided.

The real-time broadcast of the general meetings includes the presentation of the items presented for shareholders' debate in GMS.

Georgiana Dolgoş - Director

Daniela Bălăceanu – Legal Adviser

Silviu Ardeleanu - IR&Corporate Specialist