

APPROVED

Claudiu Doros
President and CEO

**Voting procedure by proxy in
the Extraordinary and Ordinary General Meetings of
EVERGENT Investments shareholders,
convened for April 27/28, 2023**

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

1. EVERGENT Investments's shareholders may exercise their vote at the general meetings of shareholders (EGMS and OGMS) also by proxy, in accordance with the regulations in force and the present proceedings.
2. The procedure is initiated at the same time with 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 on the issuers of financial instruments and market operations* and the materials corresponding to the agenda. The documents are made available to shareholders both on the company's website www.evergent.ro and at its headquarters (*Bacau, str. Pictor Aman no. 94 C, code 600164*).
3. EVERGENT Investments SA provides the following to its shareholders in the Romanian and English¹, language:
 - (a) Vote by proxy procedure;
 - (b) Special Proxy form in 3 copies (*for the shareholder/representative/EVERGENT Investments*);
 - (c) Affidavit of the proxies (*for special and general proxies*);
 - (d) Support materials for vote casting.

The special/general proxy along with the affidavits of the proxies may be filled in and sent to the shareholder either in the Romanian or in the English language².

4. The shareholders may designate their representative only in writing, under handwritten signature, in original, or through an electronic document with extended electronic signature, according to Law. 455/2001 on electronic signature.

¹ FSA Regulation 5/2018, art. 188

² FSA Regulation 5/2018, art. 194, line (2), art. 202 and art. 206

5. The status of shareholder and the status of legal representative, in the case of shareholders legal entities or 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. 909/2014³ (art. 194 of the FSA Regulation no. 5/2018): account statement from which results the quality of shareholder and the number of shares held together with documents attesting the registration of the information regarding the legal representative at the Depozitarul Central or at the respective participants (art. 105 paragraph (11) 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 (f) of the Directive 98/26 / EC means: an institution, a central counterparty, a settlement agent or a clearing house.

***The status of shareholder and the status of legal representative** is proved based on the list of shareholders from the reference date, received from Depozitarul Central. If the data concerning the quality of legal representative have **not** been updated at the Depozitarul Central by the shareholder legal entity corresponding to the reference date, the proof of legal representative is made based on a conformity certificate within the validity term, 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 quality of legal representative.*

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 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 into Romanian or English language⁴.

6. The person empowered will submit/transmit in original the Affidavit under handwritten signature *accompanied by his ID⁵* or will transmit it as an electronic document with extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail together with the General Proxy (*copy certified under the signature of the empowered*) or Special Proxy (*in original*) until **April 25, 2023 at the latest, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS.**

³ Regulation (EU) no. 909/2014 of the European Parliament and of the Council on July 23, 2014 on improving the settlement of securities in the European Union and on central securities depositories and amending the Directives 98/26/EC, 2014/65/EU and the 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 of the documents shall be made until the deadline of **April 25, 2023, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS** at the company headquarters (*Bacau, Pictor Aman street, no. 94C, code 600164, secretariat*), or electronically, by e-mail at the address aga@evergent.ro with extended electronic signature, according to Law 455/2001 on extended electronic signature, with subsequent amendments and additions, as well as to FSA regulations.
8. The revocation of the proxy shall be in writing through any designation forms, until **April 25, 2023 at the latest, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**, drafted in the Romanian or English language.
9. A person acting as a representative may represent several shareholders, the number of shareholders being therefore unlimited.
10. Only those proxies 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 can modify their initial voting option, being considered valid the last vote expressed and registered until the deadline of **April 25, 2023, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**.
If the shareholder who expressed his vote through correspondence personally participates or through representative at the general meeting, the vote expressed through correspondence is cancelled, being considered valid only the vote expressed personally or through representative. *If the person that participates at the GMS is other than the one who expressed the vote through correspondence, for the validity of his vote, this will submit at the GMS a written revocation of the vote through correspondence 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 his legal representative removes any previously submitted voting options.⁷

12. Instructions regarding the Special Proxies:

- The special proxy will be offered to any individual for representation in only one general meeting and contain specific vote instructions from the shareholder with the explicit mention of the vote option for each item on the agenda of the general meeting. In this case, the provisions of art. 125 line (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 proxy and one counterpart is submitted to the headquarters (*Bacau, str. Pictor Aman no.94 C, code 600164, secretariat*) **by April 25, 2023, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the**

⁶ Lege 24/2017, art 92, alin (21)

⁷ Lege 24/2017, art 92

OGMS, under the penalty of losing⁸ the right to vote in the General Meeting of Shareholders.

- A shareholder has the obligation to give, within the form of special proxy, specific instruction of voting to the person that represents him, 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 in compliance with the interests of the represented shareholder (Law 24/2017 art. 105, line 12).
 - The shareholder fills in the personal identification data.
 - Chooses a representative and an alternate⁹ if the case be, for whom the following data are filled in: name and forename of the representative, address, personal numeric code¹⁰.
 - For each item submitted to the vote, the shareholder will tick the corresponding "for" or "against" voting option or tick the mention "abstain", according to personal options¹¹.
 - According article 105 paragraph 233 of Law no. 24/2017, the abstention is qualified as a position that can be adopted by the shareholder, but without representing an expressed vote¹².
 - The shareholder will personally fill in the voting options on each item of the agenda, will write clearly his name with capital letters, will date and sign the forms; in 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 his/her ID card.
- 13.** The proxies that are not registered at the company until the moment mentioned in the convening notice shall not be taken into account for quorum of presence and vote within the OGMS, namely EGMS.
- 14.** The special proxy is valid only at the General Meeting for which was given and does not give the representative the right to decide on the shares that he represents or on the dividends associated to these shares.
- 15.** The corporate shareholder represented by another person (*other than the legal representative*) will submit at the headquarters (*Bacau, 94C Pictor Aman street, code 600164, secretariat*) until **April 25, 2023, at 10:00 a.m. for the EGMS, namely**

⁸ The representative can participate in the GMS and exercise any other rights recognized to the represented shareholder, according to the mandate, with the exception of exercising the right to vote during the meeting.

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

¹⁰ Personal Numeric Code or any other similar identification element of the individual

¹¹ Law 24/2017, art 92, line (12), FSA Regulation 5/2018, art. 201, line (2)

¹² Law no. 24/2017 art. 105 (233) - "...if the issuer's Memorandum of association 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**"

11:00 a.m. for the OGMS, 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 can modify their initial voting option or means of expressing the vote, being considered valid the last vote expressed and registered until the deadlines corresponding to the modality of voting.
- 17.** A shareholder is allowed to give one special proxy to only one attorney-in-fact, and the proxy is valid only for the mentioned general meeting of shareholders.
- 18.** The special proxy must be dated; special proxy having a subsequent date result in revocation of the powers previously dated.
- 19.** Representation of shareholders in the EGMS and OGMS based on a **general proxy**¹³.

The shareholder may grant a valid general proxy for a period that shall not exceed 3 years, allowing his representative to vote in all aspects under debate of GMS SIF Moldova *with the condition that the proxy to be given by the shareholder, just as client, to an intermediary (defined according to art. 2 paragraph (1) point 19 of the Law 24/2017), or to an lawyer.*

Before their first use, general proxies are submitted/set to the company by **April 25, 2023, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**, in copy, including *the mention of their being according to the original, under the representative's signature¹⁴, along with the Representative's Affidavit in original¹⁵ and his/her ID copy.* Certified copies of the proxies are retained by the company, *a mention of these being made in the minutes of the general meeting.*

The empowered person cannot be replaced by another person, unless that right has been expressly conferred on it by the shareholder in the proxy¹⁶. If the empowered person is a legal person, this can exercise his mandate received through any person that is part of the administrative or management body or of his 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 of shareholder;
2. name of the representative (to whom is given the empowerment);
3. date of empowerment, as well as its validity period, by complying with legal provisions; the proxies having a subsequent date result in revocation of the

¹³ Law 24/2017, art 92 (13), FSA Regulation 5/2018, art. 202

¹⁴ Law 24/2017, art 92 (13)

¹⁵ Law 24/2017, art. 92, line (14)

¹⁶ Law 24/2017, article 92 (16)

powers previously dated;

4. indicating the fact that the shareholder empowers the representative to participate and to vote on his behalf through the general proxy in the GMS 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 by:

- (i) written revocation by the shareholder mandatory of it transmitted to EVERGENT Investments no later than the date of submission of powers, which is **April 25, 2023, at 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**, written in Romanian or English, or
- (ii) loss of shareholder quality of the mandatory on the reference date, or
- (iii) the loss of the intermediary or lawyer capacity of the representative.

An individual 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 has the right to vote for a shareholder differently from the vote for another shareholder. The person who represents more shareholders based on proxies expresses the votes of the persons represented by cumulating the number of votes «for» and «against», as well as the number of mentions of «abstentions» without compensating them¹⁷.

The shareholders cannot 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:

- (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 at point a);
- (c) is an employee or an auditor of the company, or of a controlling shareholder or controlled entity as provided at point a);
- (d) is the spouse, relative or in-law up to the fourth degree, of one of the natural persons referred to in subparagraph a) - c)).

* * *

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

The individuals involved in applying the provisions of this Procedure comply with the legal

¹⁷ Law 24/2017.

¹⁸ Law 24/2017, art 92, line (19)

provisions regarding the processing of personal data. For more information on how we process shareholders' personal data, you can access the "Information on the processing of personal data according to the EU Regulation 2016/679" available at the address [Personal data processing](#). Also, for any question regarding how we process your data, you can contact us at the e-mail address gdpr@evergent.ro or at the phone no. (+40) 787.869.312.

The working procedure of the Technical Commission:

The appointing of members for the Technical Commissions is made through Appointing Decision issued by the President CEO and validated by the Board of Directors of EVERGENT Investments.

- The staff appointed in the commission is instructed concerning the application of procedures for gathering information from Ballots through Correspondence, special proxies and maintaining secrecy about the activity developed and the manipulated documents.
- The operators designated develop their activity starting with the date of convening the EGMS and OGMS until the last day of exercising the vote previously expressed through Special Proxy or Ballots through correspondence.
- The Commission is made up of people who will keep safe and ensure the confidentiality of votes until the moment of submitting to vote the draft resolutions included on the agenda.
- As the special proxies forms are submitted to headquarters, the commission members are required to verify the way of filling in the forms and to introduce the voting options in the electronic system of centralization of votes.
- At the end of each day the operator writes a report in which are recorded the number of operations performed and the operated voting forms; the forms must be sealed and stored safely. The report also mentions the incidents occurred during the data collection period (Ballots through correspondence, Special Proxy) and how to resolve them, if applicable.
- Operators responsible for the entry of vote data do not have access to information regarding: total number of registered votes, votes entered by other operators, synthetic data regarding vote result.
- Access to the electronic application is made on access level, based on passwords and it is strictly monitored.
- The members of this commission sign confidentiality *agreements*.

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

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 and statutory competence.

The computer system is realized in collaboration with the company specialized which certified that *the IT application of conducting the EGMS and OGMS meets the requirements in force¹⁹, namely:*

- *The summary information regarding the pre-expressed vote (via printed, electronic mail ballot or special power of attorney) is disclosed to the committees with appropriate powers, only during the General Meetings of the shareholders, after the votes expressed in the hall have also been collected and entered.*
- *The operators responsible with introducing the voting data do not have access to information concerning: total number of recorded votes, votes introduced by other operators, synthesis data concerning the result of the voting.*
- *At the time of disclosure of synthesis information (centralized) concerning the vote, is submitted within the EGMS and OGMS to the members of technical secretariat the centralized situation of the votes previously expressed through ballots through correspondence printed, electronic and special proxies). The report will contain information concerning: the situation of the electronic votes recorded, situation of printed ballots collected on operators, situation of special proxies votes collected on operators, centralized situation of the votes expressed.”*
- *In case of exercising the vote through electronic means at distance, in the situation in which the shareholders participate to the EGMS and OGMS through electronic means according to FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations²⁰, the electronic vote casting means allow the later verification of the vote method before or during the general meeting.*
- EVERGENT Investments has implemented the Information Security Management System (ISO 27001 standard), certified by the 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 Dolgoș - Director

Daniela Bălăceanu - Legal Adviser

Silviu Ardeleanu - IR & Corporate Specialist

¹⁹ Law no. 24/2017, art 92, line (19)

²⁰ art. 197, line (6) FSA Regulation 5/2018 on the issuers of financial instruments and market operations