

APPROVED

Claudiu Doros
President and CEO

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

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

- 1.** EVERGENT Investments shareholders can exercise their voting by correspondence prior to the general meeting of shareholders (EGMS and OGMS), until the date of **April 25, 2023 at 10:00 a.m. for the EGMS, namely 11:00 for the OGMS**, according to the Convening Notice, the provisions of Law no. 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 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 of the Convening Notice.
- 4.** EVERGENT Investments SA provides its shareholders (in the Romanian and English language¹):
 - (1) Ballot forms
 - (2) Voting procedure by correspondence
 - (3) Documents related to the vote

The vote result for each item on the agenda for the shareholders who voted by correspondence is presented during the EGMS and OGMS to the 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

¹ According to FSA Regulation 5/2018 on the issuers of financial instruments and market operations art. 206
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each resolution is submitted to vote during the GMS on the basis of the minutes regarding votes cast before the GMS².

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.

EVERGENT Investments reserves the right to carry out poll checks, before the date of the General Meeting of Shareholders, to verify the quality of the legal representative and to confirm that the ballot paper has been filled in personally by the legal representative.

² According to Law. 24/2017, Art. 105

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).

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 the issuer according to art. 105, paragraph 10 of Law no. 24/2017 and art. 208, line (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 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 persons shareholders;
- Printed voting ballots (paper format) in original are to be presented at the head office (Bacau, 94C Pictor Aman, postal code 600164, secretariat) or 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 **April 25, 2023 at 10:00 a.m. for the EGMS, namely 11:00 for the OGMS** 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 representative⁵ (point 5) in electronic format, in case the data were not updated at the Depozitarul Central, signed with extended electronic signature, will be 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 extraordinary/ordinary general meeting for which they express their vote are valid.
- 9.** Shareholders who voted by ballots can change their initial voting option, the last vote expressed and registered until the deadline of **April 25, 2023 at 10:00 a.m. for the EGMS, namely 11:00 for the OGMS** is 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.⁶

If the person participating in the GMS is other than the one who expressed the vote by correspondence, for the validity of the vote *he/she will present to the GMS 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 General Meetings.

- 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, which is **April 25, 2023 at 10:00 a.m. for the EGMS, namely 11:00 for the OGMS**.

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.

⁵ *Idem 2*

⁶ *Law 24/2017 Art 92*

- 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 person, according to the Articles of Association and/or decisions of statutory bodies, he signer taking on full and exclusive responsibility for his / her legal representative status.
- 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 general meetings, as the individual items on the agenda are submitted to vote⁷.
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 vote⁸.

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 the address [Personal data protection](#) or you can contact us at the following email address gdp@evergent.ro, or at the phone no. (+40) 787.869.312.

- 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. During the GMS meeting, employees of EVERGENT Investments – 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.

⁷ According to Law no. 24/2017, article 92 and FSA Regulation 5/2018 on the issuers of financial instruments and market operations

⁸ FSA Regulation 5/2018, regarding issuers of financial instruments and market operations art. 197, alin (6)

- 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.

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 on the GMS summoning 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 and OGMS of **April 27/28, 2023**⁹.
- 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 (mail ballots, special powers of attorney) and how to resolve them, if applicable.
- The activity reports and the processed forms are submitted based on the Minutes to the secretariat chosen by the EGMS, namely 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 of shareholders*, pass the votes to the technical secretariat for vote counting, at the time each resolution is submitted to voting in the EGMS and OGMS¹⁰.

At the time the synthesis (consolidated) information regarding voting is submitted during the GSM, to the technical committee also receives the consolidated situation of previously expressed votes (*by paper, electronic and special proxy ballots*). 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.

⁹ Same as 6 (Law no. 24/2017, article 92)

¹⁰ Same as 6 (Law no. 24/2017, article 92)

Only "For" and "Against" votes are valid. The "abstention" position does not represent a vote expressed, according to the provisions of article 105 paragraph 233 of Law no. 24/2017.

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 security, confidentiality and data integrity aim at:

- a. Insurance 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
- 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 made in cooperation with the specialized company that *certified that the the IT application for managing and conducting the EGMS and OGMS meets the requirements of the regulations in force¹¹*, namely:

- *The synthesis information concerning the previously expressed vote (by paper, electronic or special proxy ballot) is disclosed to the commissions with corresponding powers, only within the EGMS and OGMS, after the votes cast in the hall have 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 GMS 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*

¹¹ Law 24/2017, art. 105, para. (19), Directive 2007/36/EC of the European Parliament and of the Council of Europe.
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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 GMS through electronic means according to FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations¹², 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 Dolgoş - Director

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¹² Article 197, paragraph (6) of FSA Regulation 5/2018 on the issuers of financial instruments and market operations