

**EGMS  
29/30 April 2024  
Item 2**

**AIFM authorized by  
FSA under  
no. 20 of 23 January  
2018**

**RIAIF authorized by  
FSA under  
no. 101 of 25 June  
2021**

Approval of the reduction of EVERGENT Investments SA's share capital, based on art. 207, paragraph (1) letter c) of Law no. 31/1990 regarding companies, from RON 96,175,359.20 to RON 90,902,859.20, namely with the amount of RON 5,272,500, following the cancellation of a number of 52,725,000 own shares acquired by the company, in accordance with and justified by EGMS Resolutions no. 4 of January 20, 2022, no. 2/April 28, 2022, and no. 2 of April 27, 2023. Following the reduction, the share capital of EVERGENT Investments SA shall be of RON 90,902,859.20, divided into 909,028,592 shares.

Approval of the modification of article 3, paragraph (1) of the Articles of Association, following the reduction of the share capital, that shall have the following content: *"The share capital is RON 90,902,859.20 and is divided into 909,028,592 shares"*.

In view of the purpose for which the shares were acquired under the buy-back programs, EVERGENT Investments' Board of Directors proposes to the Extraordinary General Meeting of Shareholders (EGMS) to reduce the share capital under the conditions presented below.

Therefore, the EGMS resolutions for the approval of the buy-back programs for the purpose of share capital reduction have been fulfilled as follows:

➤ EGMS resolution no. 4 of 20 January 2022:

"Approval to carry out an own shares buy-back program ("Program 6"), abiding by the applicable legal provisions and with the following main characteristics:

- a) Purpose of the program: The Company will buy-back shares for the purpose of reducing the share capital through share cancellation.
- b) The maximum number of shares that can be bought-back: maximum 23,100,000 shares (maximum 2.402% of the share capital that will result following the reduction, in accordance with item 3 on the agenda).
- c) Minimum price per share: the minimum purchase price shall be the Bucharest Stock Exchange market price from the time the purchase is made.
- d) Maximum price per share: RON 2.2.
- e) Program duration: maximum 18 months from the date the resolution is published in Romania's Official Journal, Part IV.
- f) Payment of bought-back shares shall be made from the distributable profit or from the Company's available resources registered in the latest approved annual financial statement, with the exception of legal reserves registered in the 2020 financial statements, in accordance with the provisions of article 103 index 1 of Law no. 31/1990 regarding companies.
- g) Share purchase shall be done through market operations, for the purpose of acquiring a

maximum number of 23,100,000 shares, in order to reduce the share capital through share cancellation”.

*The carrying out of the share Buy-back program approved by the EGMS Resolution of January 20, 2022, was between January 26, 2022, and October 6, 2022, a number of 23,100,000 shares being bought within it, representing 2.4019% of the share capital, for an average price per share of RON 1.2141 and a total price of RON 2,045,385.*

➤ EGMS Resolution no. 2 of 28 April 2022

”Approval to carry out an own shares buy-back program (“Program 7”) abiding by applicable legal provisions in force and with the following main characteristics:

a) Purpose of the program: The Company will buy-back shares in order to lower the share capital, through share annulment, as well as in order to carry out programs like the “*stock option plan*”.

b) The number of shares that can be bought-back: a maximum of 28,025,000 shares (2.856% of the registered share capital), of which a maximum of 19,625,000 shares (2.000% of the registered share capital) through the public purchase offer, for the purpose of reducing the share capital through share annulment and a maximum of 8,400,000 shares through market operations (0.856% of the registered capital) for distribution to the employees, executive managers and directors of the Company through “*stock option plan*” type programs.

c) Minimum price per share: the minimum purchase price shall be the Bucharest Stock Exchange market price from the moment the purchase is made.

d) Maximum price per share: RON 2.2.

e) Program duration: maximum 18 months from the date the resolution is published in Romania’s Official Journal, Part IV.

f) Payment of bought-back shares shall be made from the distributable profit or from the Company’s available resources registered in the latest approved annual financial statement, with the exception of legal reserves registered in the 2021 financial statements, in accordance with the provisions of article 103 index 1 of Law no. 31/1990 on companies.

The buy-back program approved by the Extraordinary General Meeting of Shareholders on 28 April 2022, was carried out through a public offer for the purpose of reducing the share capital, approved by FSA Resolution no. 1672 of 14 December 2022).

*The public offer was carried out between 22 December 2022 – 6 January 2023, a number of 19,625,000 own shares, valued at RON 27,671,250, being bought-back for a price of RON 1.41/share.*

*The public offer was a success from the point of view of the interest manifested by investors. The investors’ very high interest lead to the submission of a number of 215,935,590 shares within the offer, representing 22.45% of the share capital, therefore the allocation index established within the Offer was 0.0908835825.*

➤ EGMS Resolution no. 2 of April 27, 2023

”Approves Programs 8 and 9 for the buy-back of own shares, abiding by the applicable legal provisions and with the following main characteristics:

a) Purpose of the programs: The Company will buy-back shares in order to carry out “*stock option plan*” type programs (*Program 8*), as well as in order to reduce the share capital through share annulment (*Program 9*).

b) Number of shares that can be bought-back: (i) a maximum of 9,200,000 shares through market operations (0.956% of the registered share capital) for distribution to the employees, executive managers and directors of the Company through “*stock option plan*” type programs (*Program 8*) and (ii) a maximum of 10,000,000 shares (1.039% of the registered share capital) through public purchase offer, for the purpose of reducing the share capital through share cancellation (*Program 9*).

c) Minimum price per share: the minimum purchase price shall be the Bucharest Stock Exchange market price at the time the purchase is made.

d) Maximum price per share: RON 2.

e) Program duration: a maximum of 18 months from the date that the resolution is registered in the Trade Registry.

f) Payment of bought-back shares shall be made from the distributable profit or from the Company’s available resources registered in the latest approved annual financial statement, with the exception of legal reserves registered in the 2022 financial statements, in accordance with the provisions of article 103 index 1 of Law no. 31/1990 on companies.

*The buy-back program approved by the Extraordinary General Meeting of Shareholders on April 27, 2023, has been a success from the point of view of the interest manifested by shareholders; the program was carried out through a public offer (approved by FSA Resolution no. 1328 of 22 December 2023), carried out between January 8, 2024 – January 19, 2024, through which a number of 10,000,000 own shares were bought back, valued at RON 14,500,000, for a price of RON 1.45/share. The investors’ very high interest lead to the submission within the offer of a number of 244,447,246 shares, representing 25.42% of the share capital, so that the allocation index established within the offer was 0.0409086221.*

For the implementation of the Programs, the Board of Directors was authorized to adopt all measures necessary and fulfil all formalities required by the law to implement EGMS resolutions.

The operation regarding the reduction of the share capital will be implemented with the completion of the legal steps, two months after the day on which the decision is published in the Official Journal of Romania, Part IV, according to Article 208 of Law no. 31/1990 on companies.

**EGMS draft resolution:**

Approves the reduction of EVERGENT Investments SA's share capital, based on art. 207 paragraph (1) letter c) of Law no. 31/1990 on companies, from RON 96,175,359.20 to RON 90,902,859.20, namely with the amount of RON 5,272,500, following the cancellation of a number of 52,725,000 own shares acquired by the Company, in accordance with and justified by EGMS resolutions no. 4 of 20 January 2022, no. 2 of 28 April 2022, and no. 2 of 27 April 2023. Following the reduction, EVERGENT Investments' share capital shall be of RON 90,902,859.20, divided into 909,028,592 shares.

Approves the modification of article 3 paragraph (1) of the Articles of Association, following the reduction of the share capital, to have the following content: "The share capital is RON 90,902,859.20 and is divided into 909,028,592 shares".

Claudiu Doros  
President and CEO

Gabriel Lupaşcu  
Compliance Officer

Georgiana Dolgoş,  
Director