

APPROVED

Claudiu Doros  
President &CEO

Voting procedure by correspondence during  
the Extraordinary and Ordinary General Meetings of  
EVERGENT Investments shareholders,  
convened for April 29/30, 2024

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

1. EVERGENT Investments shareholders may exercise their vote by correspondence before the general meetings of shareholders (EGMS and OGMS), 48 hours prior to the date of the first convening of the EGMS and OGMS, according to the Convening Notice, the provisions of Law 24/2017 and FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations. Exercising the voting right is done by using the voting ballot either printed or in electronic form, according to the provisions of the present procedure.
2. The voting ballot forms 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, paragraph (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 company's main headquarters (*Bacău, Pictor Aman Str. no.94 C, postal code 600164*) and are published on the website [www.evergent.ro](http://www.evergent.ro), according to the provisions of the Convening Notice.
4. EVERGENT Investments SA provides its shareholders (in the Romanian and English language<sup>1</sup>) with:
  - (1) voting ballot forms.
  - (2) voting procedure by correspondence.
  - (3) support documents for the vote.

*The vote result (in aggregate form) corresponding to each item on the agenda for the shareholders who voted by correspondence is presented during the EGMS and OGMS, respectively, to the technical secretariat for vote counting, by the Commission handling*

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<sup>1</sup> According to art. 206 of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations.  
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the collection of votes expressed prior to the general meetings (through voting ballots and special powers of attorney) *at the time each resolution is submitted to vote during the GMS*, on the basis of the minutes regarding votes cast before the GMS<sup>2</sup>.

5. The status of shareholder and the status of legal representative, in the case of legal entity shareholders or non incorporated entities, shall be proved on the basis of the documents issued by Depozitarul Central or by the participants defined in art. 2, paragraph (1), item 19 of Regulation (EU) no. 909/2014 (art. 194 of 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 Depozitarul Central / respective participants (art. 105, paragraph (11) Law No. 24/2017).

The participants defined in art. 2, par. (1), item 19 of Regulation (EU) no. 909/2014, by reference to Article 2 (f) of the Directive 98/26/EC are: an institution, a central partner, a settlement agent or a clearing house.

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

*If a shareholder (individual or legal entity) is represented by a credit institution providing custody services, then 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 an authorized translator in the Romanian or English language<sup>3</sup>.*

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

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<sup>2</sup> According to Law. 24/2017, Art. 105.

<sup>3</sup> According to Regulation no. 5/2018 on the issuers of financial instruments and market operations, art. 194, paragraph (2).

in of the vote ballot personally, by the legal representative.

Voting by correspondence may be expressed by a representative only if they have received a special or general power of attorney from the shareholder that they represent that is submitted at EVERGENT Investments SA, in accordance with art. 105, paragraph (10) of Law no. 24/2017 and art. 208, paragraph (3) of FSA Regulation no.5/2018 on 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 vote by correspondence, then for the validity of the vote, they should present to the Secretariat at the meeting 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 their legal representative is present at the general meeting of shareholders.*

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

- for printed voting ballots (*paper format*) obtained from the headquarters or on the website [www.evergent.ro](http://www.evergent.ro), shareholders will fill in their personal information (or that of the legal entity) and voting options, they will sign in writing (through the legal representative and apply the seal, depending on the case) they will attach documents to certify the identity of the person: copy of the identity card for the individual shareholder or, should the case arise, documents to certify the legal representative status (as per item 5) for legal entity shareholders;
- Printed voting ballots (*paper format*) in original are to be presented at the headquarters (Bacău, Pictor Aman St. no. 94C, postal code 600164, secretariat) or sent as an electronic document with an extended electronic signature, according to Law no. 455/2001 on electronic signature, along with the above mentioned documents, via e-mail at the address: [aga@evergent.ro](mailto:aga@evergent.ro).
- Voting ballots received 48 hours prior to the date of the first convening of the EGMS and OGMS are valid.

**7. Vote exercising by electronic voting ballot**

Electronic voting may be exercised by individual and legal entity shareholders (through legal representative) holding a qualified digital certificate.

Shareholders' access to electronic voting is allowed *based on a qualified digital certificate on a 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;
- module "ELECTRONIC VOTING ACCESS REQUEST" is accessed;
- *After the correct entry of the token password, the shareholder's identification data is entered (be advised, it is mandatory that the e-mail address be the one attached to the digital certificate);*

- the electronic vote request is launched “*SEND ACCESS REQUEST*”;
  - *For the legal entity shareholders, the documents attesting the status of legal representative<sup>4</sup> (point 5) in electronic format, in case the data was not updated at 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](mailto: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 entity shareholders) and a unique access link is sent to the e-mail 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 may express their vote through the “ELECTRONIC VOTE” module.*
- 8.** Electronic voting ballots sent by shareholders registered on the reference date corresponding to the EGMS/OGMS for which they express their vote are valid.
- 9.** Shareholders who voted through voting ballots may change their initial voting option, the last expressed vote, registered 48 hours prior to the date of the first convening of the EGMS and OGMS, being considered valid.

In the event that the shareholder who expressed their vote by correspondence participates personally or through a representative at the general meeting, the vote by correspondence expressed for that general meeting is canceled. In this case, only the vote cast in person or through a representative will be taken into account.<sup>5</sup>

If the person participating in the GMS is someone other than the one who expressed the vote by correspondence, for the validity of the vote, *they 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 their legal representative is present at the general meeting of shareholders.

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

This action may be carried out up to the date specified in the Convening Notice, 48 hours prior to the date of the first convening of the EGMS and 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 data from the digital certificate with the identification data recorded on the electronic voting ballot, with the information from the attached documents and the information within the consolidated register of shareholders at the reference date.

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<sup>4</sup> *Idem 2*

<sup>5</sup> *Law no. 24/2017 Art. 105*

- 11.** In the case of legal entity 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 Articles of Association and/or decisions of statutory bodies, the signer taking on full and exclusive responsibility for their legal representative status.
- 12.** EVERGENT Investments, through its internal working procedures and technical regulations, aims to ensure 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 the vote<sup>6</sup>.  
Electronic voting methods allow the subsequent checking of the voting method before or during the EGMS or OGMS, and at the same time, provide the opportunity for each present shareholder to be able to check their exercised vote<sup>7</sup>.

The individuals involved in the enforcement of the hereby procedure will ensure the keeping of confidential personal data in accordance. For more information on the way in which we process the shareholders' personal data, you may access "*Notification on the processing of personal data, as per EU Regulation 2016/679*" available at [Processing of personal data](#) or you may contact us at the e-mail address [gdpr@evergent.ro](mailto:gdpr@evergent.ro) or at the telephone number (+40) 787.869.312.

- 13.** In order to manage attendance and voting information at the general meetings under safety and confidentiality conditions, the internal procedures are abided by and are presently referring to:
- 13.1.** Working Procedure of the Technical Commission:  
access to the application is only permitted to the EVERGENT Investments staff nominated by the *Commission handling the gathering of votes expressed prior to the general meeting (through voting ballots and special powers of attorney), 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.
- The members of the Commission have signed a "*Confidentiality Agreement*" through which they undertake to safe keep and ensure the confidentiality of the personal data, shareholder's holdings and sent votes, and to not divulge them.
  - During the GMS meeting, employees of EVERGENT Investments – members of the attendance technical Secretariat and technical Secretariat for vote counting within the EGMS or OGMS have differentiated access through usernames and passwords, the list of authorized individuals being approved by the Board of Directors.

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<sup>6</sup> According to Law no. 24/2017, art. 105 and FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations

<sup>7</sup> FSA Regulation no. 5/2018, regarding issuers of financial instruments and market operations, art. 197, paragraph (6)  
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- 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 issued by the President CEO of EVERGENT Investments.

- The staff assigned to 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 the handled documentation.
- The appointed operators carry out their activity starting on the GMS summoning date and until the last date of prior voting through special powers of attorney or correspondence voting ballots.
- The commission is comprised of individuals who will safeguard and ensure the confidentiality of the votes until they are provided to the bodies selected by the EGMS and OGMS of April 29/30, 2024<sup>8</sup>.
- As printed voting ballots (*paper format*) are received by post or presented at the headquarters (*Bacău, Pictor Aman St. no.94 C, 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 under safety and confidentiality conditions. The incidents that occurred during data collection (voting ballots, special powers of attorney) and method of solving them will also be presented in the report, should the case arise.
- The activity reports and processed forms are delivered based on the Protocol to the secretariat elected by the EGMS and OGMS.
- The operators who are responsible for the entry of voting 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 centralized information;
- The members of the commission tasked with the checking, processing, and centralization of *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 OGMS and EGMS<sup>9</sup>.

At the reveal time of the synthesized (centralized) information regarding voting, the centralized situation of previously expressed votes is submitted during the GSM to the technical Secretariat members (*through voting ballots, by main, printed, electronic ballots or special proxies*). 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, centralized situation of expressed votes.

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<sup>8</sup> Same as 6 (Law no. 24/2017, article 105)

<sup>9</sup> Same as 6 (Law no. 24/2017, article 105)

The only valid expressed votes are “For” and “Against”. The “abstaining” position does not represent an expressed vote according to the provisions of article 105, paragraph (23) of Law no. 24/2017.

The company is obliged to keep the copies of the special powers of attorney and the voting ballots by correspondence under safety and confidentiality conditions.

The procedure hereby abides by the current legal provisions, namely: Law no. 24/2017 on the issuers of financial instruments and market operations. FSA Regulation no. 5/2018 on issuers of financial instruments and market operations and EU Regulation 1212/2018 transposing Directive CE 36/2007.

The voting procedure is approved by the Board of Directors on the basis of legal competencies and the provisions of the Articles of Association.

**13.2. Technical measures of ensuring data safety, confidentiality and integrity aims at:**

- a. Ensurance of the safety of EVERGENT Investments’s internal network and database server – hardware firewall. The server room is secured, and access is permitted only to the system administrators.
- b. Use of backup equipment and safety copies for the databases.
- c. Application users’ password encryption (*both external and internal users*) – there is no access to the passwords.
- d. SSL encryption of communication on the web server – CertSign certificate.
- e. Monitoring of each operation on the database (logs).
- f. The confidentiality of vote right expression is assured for electronic votes. The IT application does not allow for the punctual viewing of the voting options by internal users in the case of exercising electronic votes. Verification of the voting options is only performed by the shareholder-user after the vote is expressed (*the shareholder may also print out their expressed voting options*).
- g. Testing the system’s functionality is done on a test database, separate from the original database and not containing any real data. Once the consolidated register of the general meeting is uploaded, programmers do not have access to real data, access to the application being allowed as per procedure.

The IT system is created in cooperation with a specialized company who *has certified that the IT application for managing and carrying out the EGMS and OGMS, meets the requirements of applicable regulations<sup>10</sup>, namely:*

- *The synthesis information concerning the previously expressed vote (through ballot by correspondence printed, electronic or special proxy) is revealed to the Committees with corresponding attributions, only within the OGMS and EGMS, after they were collected and introduced, and the votes were expressed.*

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<sup>10</sup> *Legea 24/2017, art 105, paragraph (19), Directive 2007/36/CE of the European Parliament and European Council.*  
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- *The operators responsible for 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 process.*
- *At the time of disclosure of synthesis information concerning the vote, the centralized situation of the votes that were previously expressed (through ballots by correspondence printed, electronic, and special proxies) is submitted within the GMS to the members of technical secretariat. The report will contain information concerning: the situation of the recorded electronic votes, the situation of printed ballots collected by operators, the situation of special proxy votes collected by operators, centralized situation of the votes expressed.*
- *In the case of exercising the vote through electronic means at a distance, should the situation arise 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 operations<sup>11</sup>, the electronic vote casting means allow for the later verification of the voting method before or during the general meeting of shareholders.*

EVERGENT Investments has implemented the Information Security Management System (*ISO 27001 standard*), certified by 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

Daniela Bălăceanu – Legal adviser

Irina Bibire – Head of Corporate Governance  
and Investor Relations

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<sup>11</sup> art. 197, paragraph (6) of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations.