



**BT Capital Partners<sup>®</sup>**  
Grupul Financiar Banca Transilvania

Share Capital: RON 19,478,220.65  
Sole registration no.: RO 6838953  
Trade Registry Entry no.: J12/3156/1994  
Account: RO48BTRL01301202925689XX Banca Transilvania Cluj  
FSA Registry: PJRo1SSIF/120022/04.20.2006  
CNVM resolution: 2330/07.22.2003

## **PUBLIC OFFERING DOCUMENT**

### **Issuer**

**EVERGENT Investments S.A.**  
**for a price of RON 1.53/share**  
**between 16 July 2025 – 29 July 2025**

### **Tenderer:**

**EVERGENT Investments S.A.**



### **Broker:**

**BT CAPITAL PARTNERS S.A.**



**BT Capital Partners<sup>®</sup>**  
Grupul Financiar Banca Transilvania

**THIS OFFER IS ADDRESSED SOLELY TO EVERGENT Investments S.A.'S SHAREHOLDERS  
IN ACCORDANCE WITH REGULATIONS IN FORCE**

**APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY ("F.S.A.")  
THROUGH RESOLUTION NO. 640 ON 10 July 2025**

*THE APPROVAL MARK APPLIED ON THIS PUBLIC OFFERING DOCUMENT DOES NOT ACT AS A GUARANTEE, NOR DOES IT REPRESENT ANY OTHER TYPE OF F.S.A. APPRAISAL OF THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISKS RELATED TO THE TRANSACTIONS TO BE CONCLUDED BY ACCEPTING THE PUBLIC OFFERING, OBJECT OF THE PRESENT RESOLUTION. THE APPROVAL RESOLUTION ONLY CERTIFIES THAT THE OFFER DOCUMENT ABIDES BY THE PROVISIONS OF THE LAW AND REGULATIONS ADOPTED FOR ITS APPLICATION.*

The public purchase offering (hereinafter referred to as "**Public Offering**" or "**Offer**") is initiated by **EVERGENT Investments S.A.**, a company set-up and functioning in accordance with Romanian laws, headquartered in Bacău, 94C Pictor Aman Street, Bacău county, registered in the Trade Registry under no. J1992002400045, sole registration code 2816642, EUID: ROONRC.J1992002400045, registered in the FSA Registry as an alternative investment fund manager under no. PJRo7<sup>1</sup>AFIAA/040002 and as Retail Investor Alternative Investment Fund (RIAIF) under no. PJRo9FIAIR/040003 (hereinafter referred to as "**Tenderer**") through **BT Capital Partners S.A.**, headquartered in Cluj-Napoca, 74-76 Constantin Brâncuși Street, ground floor, Cluj county, registered in the Trade Registry under no. J12/3156/1994, sole registration code no. 6838953, company authorized by the F.S.A through resolution no. 2330/22 July 2003 (hereinafter referred to as "**Broker**"), and targets the purchase of a number of up to **26,724,858 shares**, representing 3% of shares issued by **EVERGENT Investments S.A.**, as issuer of shares that are object of the offer (hereinafter referred to as "**Issuer**"), paid in full, that are not held by the Tenderer, in accordance with the provisions below. This Purchase offer document (hereinafter referred to as "**Offer Document**") was approved by the Financial Supervisory Authority (hereinafter referred to as "**F.S.A.**") through resolution no. 640 on 10 July 2025.

## 1. IDENTIFICATION OF THE ISSUER

The Company targeted by the Public Offering is **EVERGENT Investments S.A.**, with the following identification data:

• Legal form:	Joint stock company registered and functioning in accordance with Romanian laws.
• Headquarters:	94C Pictor Aman Street, Bacău county
• Sole registration no.:	2816642
• Trade Registry entry no.:	J1992002400045
• Main object of activity:	NACE Code 6499 (rev. 3) – other financial services, except insurance and pension funding, n.e.c.
• Share capital:	RON 89,082,859.20, divided into în 890,828,592 ordinary nominative shares, issued in dematerialized form, each with a nominal value of RON 0.10
• Subscribed and paid-up capital:	RON 89,082,859.20
• Website	<a href="http://www.evergent.ro">www.evergent.ro</a>

**EVERGENT Investments S.A.**'s share capital, as registered on the presentation date of the Offer Document in the Shareholders' Records held by the Central Depository is RON 89,082,859.20, divided into 890,828,592 shares, each with a nominal value of RON 0.10 (hereinafter referred to as "**Share capital**").

The shareholding structure on June 16, 2025, is as follows:

No.	Shareholder name	No. of holdings	Percentage (%)
1	Resident individuals	372,215,741	41,7831
2	Non-resident individuals	3,227,708	0,3624
3	Resident companies	406,781,117	45,6632
4	Non-resident companies	108,604,026	12,1913
	<b>TOTAL</b>	<b>890,828,592</b>	<b>100</b>

The shares issued by the Issuer have been traded on the regulated market managed by Bursa de Valori București S.A. (hereinafter referred to as "**B.V.B.**"), Premium category since November 1, 1999, under current ticker EVER and ISIN code ROSIFBACNORo (according to [www.bvb.ro](http://www.bvb.ro)). The Issuer's LEI (Legal Entity Identifier) code is 254900Y100025N04US14.

The following chart presents the evolution of EVER shares, presented in RON, over the last 12 months prior to the date on which the offer documentation was submitted to the F.S.A. for approval.



The clearing price of a share issued by the Issuer on the day before the last trading date before the present Offer Document was submitted to the F.S.A was RON 1.4250/share, price set on June 11, 2025.

## 2. IDENTIFICATION OF THE TENDERER

### 1.1. Information on the Tenderer

The Tenderer is **EVERGENT Investments S.A.**, with the following identification data:

• Legal form:	Joint stock company registered and functioning in accordance with Romanian laws.
• Headquarters:	94C Pictor Aman Street, Bacău county
• Sole Registration no.:	2816642
• Trade Registry entry no.:	J1992002400045
• Main object of activity:	NACE Code 6499 (rev. 3) – other financial services, except insurance and pension funding, n.e.c.
• Share capital:	RON 89,082,859.20, divided into în 890,828,592 ordinary nominative shares, issued in dematerialized form, each with a nominal value of RON 0.10
• Subscribed and paid-up capital:	RON 89,082,859.20
• Website	<a href="http://www.evergent.ro">www.evergent.ro</a>

### 1.2. Presentation of the Tenderer

The Tenderer of the Offer is **EVERGENT Investments S.A.**, joint stock company, headquartered in Bacău, 94C Pictor Aman Street, Bacău county, registered in the Trade Registry under no. J1992002400045, tax code: 2816642. **EVERGENT Investments S.A.** is classified, in accordance with applicable regulations, as a Retail Investor Alternative Investment Fund - RIAIF, with a diversified investment policy, self-managed (FSA authorization no. 101/25 June 2021) and as an Alternative Investment Funds Manager – AIFM (FSA authorization no. 20/23 January 2018).

The Tenderer's main object of activity, in accordance with its Articles of Association, is "Other financial services, except insurance and pension funding. n.e.c.". The Tenderer's share capital is RON 89,082,859.20, representing 890,828,592 nominative shares, dematerialized, each with a nominal value of RON

0.10/share, according to the provisions of the Articles of Association authorized by the F.S.A. through authorizations 61 and 62/29 May 2025.

In accordance with the Articles of Association, EVERGENT Investments S.A.'s object of activity consists in:

- a) portfolio management;
- b) risk management;
- c) other auxiliary activities related to collective administration activities, allowed by the legislation in force.

EVERGENT Investments S.A. is self-managed in a one-tier system.

The company's investment philosophy translates to continuously building, to capitalize on ideas and opportunities. EVERGENT Investments' strategy aims to generate long-term performance through investments policies calibrated to each managed portfolio.

EVERGENT Investments has four defined portfolios: Financial – Banking, Energy – Industrial, Sell and Private equity. The portfolio holdings are managed in accordance with multi-year strategies and annual activity programs, namely:

- ✓ Increasing investments in the Private equity portfolio – in sectors such as real estate, IT, agriculture and adjacent areas.
- ✓ Optimizing the performance of the Financial – Banking and Energy – Industrial portfolios by maintaining a balance between liquidity, recurring income and capital allocation for new investment opportunities.
- ✓ Restructuring the Sell portfolio and increasing its efficiency - by implementing sale strategies for the holdings originating from the privatisation process.

EVERGENT Investments has a long-term, growth-oriented investment strategy in a broad universe of opportunities. EVERGENT's investments include shares listed on the Bucharest Stock Exchange, unlisted shares and other financial instruments.

As an investment outlook in the coming years, EVERGENT Investments will continue its exposure in agribusiness and real estate but will also pay attention to areas interfering with the two major topics of global and national interest: technological evolution and environmental protection.

Private equity investments contribute to the long-term return increase of assets under management and can offset the risk generated by the high volatility of quotas of listed securities in the portfolio.

EVERGENT Investments allocates resources following a process of fundamental analysis that identifies business models that are resilient in the long-term and implements a customized strategy for each project. EVERGENT Investments' objective is to create stronger companies and sustainable long-term value.

The shareholding structure on June 16, 2025, is as follows:

No.	Holder's name	No. of holdings	Percentage (%)
1	Resident individuals	372,215,741	41,7831
2	Non-resident individuals	3,227,708	0,3624
3	Resident companies	406,781,117	45,6632
4	Non-resident companies	108,604,026	12,1913
	<b>TOTAL</b>	<b>890,828,592</b>	<b>100</b>

Shares issued by the Tenderer are traded on the regulated market managed by Bursa de Valori București S.A. (hereinafter referred to as "**B.V.B.**"), Premium category, since November 1, 1999, under the ticker EVER since March 29, 2021, ISIN code ROSIFBACNORo and Bloomberg BBGID - BBG000BMN556 (according to www.bvb.ro).

The Issuer's LEI (Legal Entity Identifier) code is 254900Y1O0025N04US14

The Tenderer is a part of the EVERGENT Investments S.A. Group, which includes the following 8 subsidiaries:

No.	Subsidiary name	EVERGENT Investments' direct holding – parent company %	Weight of total assets % 31 December 2024	Company type (closed/listed)	Activity
1	EVERLAND SA	99,99	1,55	Unlisted	Real estate
2	EVER-IMO SA	99,99	1,93	Unlisted	
3	CASA SA	99,80	1,14	Unlisted	
4	REGAL SA	93,89	0,15	Unlisted	
5	MECANICA CEAHLĂU SA	73,30	0,45	BVB-REGS (MECF)	Agriculture
6	AGROINTENS SA	99,99	0,95	Unlisted	
7	EVER Agribio SA	99,99	0,34	Unlisted	
8	VISIONALFA Investments SA	99,99	0,00	Unlisted	Financial services (temporary cease in activity)
Total			6,51		

#### Contact data:

Company name	EVERGENT Investments S.A.
Tax code/sole registration no.	2816642
Trade Registry code	J1992002400045
Address	94C Pictor Aman Street
Locality	Bacău
County	Bacău
Country	Romania
Website	<a href="http://www.evergent.ro">www.evergent.ro</a>
E-mail	office@evergent.ro
Phone	+40234-576.740
Fax	+40234-570.062

### 3. IDENTIFICATION OF INDIVIDUALS ACTING IN A CONCERTED MANNER WITH THE TENDERER

The Tenderer is not aware of the existence of individuals acting in a concerted manner with it regarding the Issuer, but given the provisions of article 2, line (2), letter c) of Law no. 24/2017 on the issuers of financial instruments and market operations, republished, with its later amendments and additions, the members of the Board of Directors and individuals with management duties, namely Mr. Doroș Liviu-Claudiu –

president, Mr. Radu Octavian Claudiu – vice-president, Mr. Ciorcilă Horia – BD member, Mrs. Cataramă Delia Florina –BD member, Mr. McCann Teodor Bogdan – BD member, Mr. Iancu Cătălin Jianu Dan – CEO and Mrs. Dolgoș Iulia Georgiana – Deputy CEO, are presumed to act in a concerted manner with the Tenderer.

#### **4. NUMBER OF SHARES ISSUED BY THE ISSUER THAT ARE HELD BY THE TENDERER**

On June 18, 2025, the Tenderer directly holds a number of 2,109,072 shares issued by the Issuer, representing 0.2367% of the share capital.

On June 16, 2025, the individuals legally presumed to act in a concerted manner with the Tenderer, concerning the Issuer, hold the following EVER shares:

• Doroș Liviu-Claudiu	4,002,234 shares
• Cataramă Delia Florina	0 shares
• McCann Teodor Bogdan	0 shares
• Ciorcilă Horia	7,661,634 shares
• Radu Octavian Claudiu	1,134,745 shares
• Iancu Cătălin Jianu Dan	8,396,090 shares
• Dolgoș Iulia Georgiana	147,033 shares

#### **5. NUMBER AND CLASS OF SECURITIES THAT ARE OBJECT OF THE PUBLIC OFFERING**

The Tenderer intends to purchase through the Public Offering a number of up to **26,724,858** shares issued by the Issuer and paid in full, that are not owned by the Tenderer, representing 3% of the Issuer's share capital ("**Offer Shares**"). Therefore, the Public Offering addresses all individuals and legal entities that hold during the Offer Period, shares issued by the Issuer, other than the Tenderer ("**Shareholders**") including the shareholders legally presumed to act in a concerted manner with the company (according to the latest statement).

The acquisition by the Tenderer of Offer Shares through the Public Offering was approved by Resolution no. 2 of the Extraordinary General Meeting of Shareholders on April 29, 2025, published in Romania's Official Journal, part IV, no. 2643 on June 10, 2025, with the purpose of reducing the share capital through share annulment. The Resolution is registered in the Trade Registry through Resolution no. 383028 on May 5, 2025.

#### **6. PRICE OFFERED PER SHARE IN THE PUBLIC OFFERING AND ITS ASCERTAINMENT METHOD**

The price per share offered by the Tenderer in the Public Offering is RON 1.53/share (hereinafter referred to as "Offer Price").

The shareholders who will validly accept the Offer, in compliance with the terms of this Offer Document, will receive the Offer Price for one share, minus the trading and payment commissions. Certain costs will be foreseen in detail in the Subscription Form, the Shareholders who wish to participate in the Public Offer must verify the total value of costs with their brokers.

##### **Offer Price Ascertainment Method**

The Offer Price was set abiding by Law no. 24/2017 on the issuers of financial instruments and market operations, republished, with its later amendments and additions and F.S.A. Regulation no. 5/2018 on the issuers of financial instruments and market operations, ("**Regulation no. 5/2018**"). In accordance with





the provisions of article 58, line 1 of Regulation no. 5/2018, the price of a public offering must be at least equal to the highest price between:

- a) The highest price paid by the Tenderer or by individuals legally presumed to act in a concerted manner within 12 months before the submission date of the Offer Documentation to the F.S.A. (11 June 2024 – 11 June 2025) – RON 1.5200/share, price paid by the Tenderer within Share Buyback Program no. 11 run between 2 December 2024 - 13 December 2024.
- b) Weighted average trading cost of the last 12 months before the submission date of the Offer Documentation to the F.S.A. (11 June 2024 – 11 June 2025). According to BVB data, this price is RON 1.4399/share.

Given all the above, the Offer Price is RON 1.53/share.

### **Public Offering Value**

The total value of the Public Offering (hereinafter referred to as "**Offer value**") shall be equal to the number of Offer Shares purchased by the Tenderer in the Offer multiplied by the Offer Price. The maximum value of the offer is RON 40,889,032.74.

According to regulations in force, the Offer price can be increased by the Tenderer during the Public Offer, abiding by the procedure described in the "Public Offering Amendment" Section from the present Offer Document. In this case, the Shareholders who accepted the Public Offer by signing and submitting the Subscription Forms before the modification of the Offer Price will receive the increased price.

## **7. PUBLIC OFFERING PERIOD**

The present Public Offering is valid for 10 business days and will be started in the 4<sup>th</sup> (fourth) business day from the date on which the offer announcement was published in a national and local periodical, in printed form or online, and on the following websites: [www.bvb.ro](http://www.bvb.ro), [www.evergent.ro](http://www.evergent.ro), [www.btcapitalpartners.ro](http://www.btcapitalpartners.ro).

The tendering period is between 16 July 2025 and 29 July 2025 (hereinafter referred to as "**Tendering Period**"). The validity period of the Public Offering can be extended by the Tenderer, abiding by the procedure described in the "**Public Offering Amendment**" section of the present Offer Document.

For its entire duration, the Public Offer is irrevocable. Upon the expiry of the Offer Period, the Public Offer shall lapse.

## **8. PUBLIC OFFERING AMENDMENT**

In accordance with the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations, republished, with its later amendments and additions and F.S.A. regulation no. 5/2018 with its later amendments and additions, the occurrence of any new event or amendment of the initial information presented in the Offer Document that might affect the investment decision binds the Tenderer to amend the present Offer Document by preparing and publishing an amendment.

During the Tendering Period, the Tenderer may amend the terms and conditions of the Offer, abiding by the following conditions:

- a) Obtaining F.S.A. approval for the amendment of the Offer Document;
- b) The amendment of the Offer terms shall not lead to less advantageous conditions for those it targets;
- c) The amendment shall be the object of an announcement brought to the investors' attention under the same conditions as the Offer Document.

Any request to amend the Offer Document will be submitted to the F.S.A. for approval at least 3 (three) business days before the last day of the Public Offering.

Any amendment to the Public Offering is valid and may only be implemented if it is approved by the F.S.A. and published according to the applicable legislation. The F.S.A. may approve the amendments according to the provisions in force regarding the public offering of equity or may refuse its approval. In case the amendment regarding the price of any other elements of the Offer Document is approved, except for those regarding the closing date of the Offer, the F.S.A. has the right to extend the Offer Period so that there are at least 2 (two) business days between the date the amendment announcement is published and the date the Offering closes. The amendment shall be announced to investors and shall be valid starting on the date of its publication through the same means as the Offer Document and Offering Announcement.

If the amendment of the Offer Document consists in the increase of the Offer Price, all subscribers in the offer, including those who have already subscribed before the modification of the Offer Price, shall receive the increased price.

## **9. METHOD AND VENUE FOR SUBSCRIPTION AND REVOCATION, WORKING HOURS**

The Public Offering shall be run with the exclusive use of the trading systems managed by the Bucharest Stock Exchange

Subscription by the shareholders within the offer can be made during the entire period of the offer runtime, on business days, between 09:00 and 17:00, except for the offer closing date, when the working hours will be between 09:00 and 13:00.

The Offer Document shall be available free of charge:

- a) At the headquarters of BT Capital Partners S.A., located in Cluj-Napoca, 74-76 Constantin Brâncuși, Street, ground floor, Cluj county, phone no. 0264-430.564 or that of BT Capital Partners S.A. agencies/subsidiaries certified by the F.S.A./C.N.V.M. and at the Tenderer's headquarters, namely in Bacău, 94C Pictor Aman Street, Bacău county, phone no. +40234-576.740, starting on the date that the Offer Announcement is published, and
- b) In electronic format, on the Bucharest Stock Exchange's website ([www.bvb.ro](http://www.bvb.ro)), on the Offer Broker's website ([www.btcapitalpartners.ro](http://www.btcapitalpartners.ro)) and that of the Tenderer ([www.evergent.ro](http://www.evergent.ro)).

Shareholders may accept the Offer by filling it in and signing it before the Offer expiry, of 2 (two) copies of the subscription form (hereinafter referred to as "**Subscription Form**"), in the format that shall be made available to the interested Shareholders at the Broker of the Offer or brokers certified by the F.S.A who have signed and submitted their irrevocable engagement regarding the abidance by the Offer conditions to the Offer Broker and have received access to the market segment dedicated to the Public Offering from B.V.B. and by submitting all necessary documents in compliance with the Offer Document, as follows:

- either at the headquarters of BT Capital Partners, from Cluj-Napoca, 74-76 Constantin Brâncuși Street, ground floor, phone no.: 0264 – 430.564 and other agencies of BT Capital Partners S.A. certified by the F.S.A./C.N.V.M., open hours from Monday to Friday between 09:00 and 17:00 (Eastern European time – GMT +2)/during normal working hours from Monday to Friday during the Tendering Period;
- or at the headquarters of any other F.S.A. certified broker who has signed and submitted the irrevocable engagement regarding the abidance by the offer running conditions to the Offer Broker and received access to the market segment dedicated to the Public Offering from B.V.B., open hours from Monday to Friday between 09:00 and 17:00 (Eastern European time – GMT +2)/during the normal working hours of the brokers during the Tendering time, from Monday to Friday.





On the last day of the Tendering Period, the receipt schedule of Subscription Forms shall be between 9:00 and 13:00 (Eastern European time - GMT +2).

The signing of the Subscription form in compliance with the Offer Document represents the unconditional acceptance of the terms and conditions for the running of the Public Offering and Offer Document in full, the respective shareholder confirming that they have received, read, accepted and agreed on the terms and conditions of the present Offer Document and subscribed in agreement with it. Following the expiry of the Tendering Period, the subscriptions shall remain irrevocable until the completion of the operations presented in this Offer Document.

If the Shareholder has entered a valid financial brokerage contract with one of the brokers certified by the F.S.A. who will take over the sale order in compliance with the provisions of the present Offer Document, the order will be submitted as a standard trading order in compliance with the brokerage contract of that particular broker.

If the Shareholder has not entered a valid financial brokerage contract with a broker certified by the F.S.A. who will take over the sale order in compliance with the provisions of the present Offer Document, then the following will be attached to the Subscription Form: proof of shareholding, proof of bank account, as well as:

<b>Resident individuals who subscribe on their own behalf:</b>	- identity card (original and copy).
<b>Resident individuals who subscribe on behalf of other individuals:</b>	- identity card (original and copy) of the representative and identity card (copy) of the represented individual; and - power of attorney in authentic form (copy and original).
<b>Incapable (legally incompetent) resident individuals, or individuals under tutelage:</b>	- identity card (original and copy) of the resident individual who subscribes for the represented individual and identity card (copy) of the incapable individual; - passport (original and copy) and/or residence permit (original and copy) of the individual who subscribes for the incapable individual – only in the case of foreigners; and - the document determining the tutelage/guardianship
<b>Resident legal entities who subscribe on their own behalf:</b>	- registration certificate issued by the Trade Registry (copy); - updated Articles of Association (in copy according to the original certified by the legal representative of the legal entity); - confirmation of company details regarding the current status of the legal entity issued by the Trade Registry (issued no later than 7 days before the subscription date); - proof of registration of the beneficial owner or information from the Central Registers referred to in article 19, paragraph (5) of Law no. 129/2019;



- if subscriptions are made through another individual than the legal representative of the resident legal entity, the power of attorney/mandate signed by the legal representative(s) of the resident legal entity that empowers that individual to subscribe the Offered Shares on behalf of the resident legal entity (original and copy);
- identity card (original and copy) of the individual who subscribes on behalf of the legal entity; and
- document certifying the LEI code (copy).

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**Non-resident individuals who subscribe on their own behalf:**

- passport and proof of residence, if it does not appear on the passport or identity card issued by a EU/EEA member state (original and copy);
- investor's identification code, in accordance with article 6 and Annex 1 to CDR (EU) 2017/590.

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**Non-resident individuals who subscribe through authorized resident representatives:**

- passport and proof of residence, if it does not appear on the passport or the identity card issued by a EU/EEA Member State (copy) of the represented individual;
- investor's identification code, in accordance with article 6 and Annex 1 to CDR (EU) 2017/590
- identity card of the authorized representative (original and copy); and
- power of attorney in authentic form (and, if applicable, with Apostille) stating that the representative is authorized to act on behalf of the non-resident individual (original and copy).

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**Non-resident legal entities that subscribe on their own behalf:**

- registration certificate of the non-resident legal entity issued by the Trade Registry or any equivalent institution, if any (copy);
  - updated Articles of Association of the non-resident legal entity (copy according to the original, certified by the legal representative(s) of the non-resident legal entity);
  - confirmation of company details regarding the current status or equivalent documents issued by the Trade Registry or an equivalent institution, in original for the non-resident legal entity stating the legal representative(s) of the non-resident legal entity (issued at least 30 days before the subscription date);
  - proof of registration of the beneficial owner or information from the central registers referred to in article 19, paragraph 5 of Law no. 129/2019 or similar registers in other jurisdictions; if subscriptions are made through a person other than the legal representative(s) of the non-resident legal entity, power of attorney/mandate signed by the legal representative(s) of the non-resident legal entity empowering that individual to
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subscribe for the Offered Shares on behalf of the non-resident legal entity (original and copy);

- passport and proof of residence, if it does not appear on the passport, identity card (for EU/EEA citizens) (original and copy) of the individual subscribing as legal representative(s) or proxy for the non-resident legal entity; and
- document certifying the LEI code (copy).

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**Non-resident legal entities that subscribe through a resident legal entity**

- registration certificate of the non-resident legal entity issued by the Trade Registry or any other equivalent institution, if any (copy);
- updated Articles of Association of the non-resident legal entity (copy according to the original certified by the legal representative(s) of the non-resident legal entity);
- confirmation of company details regarding the current status or equivalent documents, issued by the Trade Registry or an equivalent institution, in original for the non-resident legal entity stating the legal representative(s) of the non-resident legal entity (issued at least 30 days before the subscription date);
- proof of registration of the beneficial owner or information from the central registers referred to in article 19, paragraph 5 of Law no. 129/2019 or similar registers in other jurisdictions;
- certificate of registration of the representative legal entity issued by the Trade Registry (copy);
- updated Articles of Association of the representative of the resident legal entity (copy according to the original certified by the legal representative(s) of the legal entity);
- confirmation of company details, in original, for the resident legal entity representative issued by the Trade Registry (issued no later than 7 days before the subscription date);
- identity card of the legal representative of the resident legal entity that subscribes as representative for the non-resident legal entity (original and copy);
- power of attorney signed by the legal representative(s) of the non-resident legal entity through which the legal entity is empowered to subscribe within the Offer (original and copy); and
- document that certifies the LEI code for the two legal entities (copy).

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**Resident/non-resident individuals represented by an investment management company**

- identity card (copy) in the case of resident individuals;
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**based on a portfolio management contract**

- passport and proof of residence, if it does not appear on the passport or identity card for EU/EEA (copy) citizens, in the case of non-resident individuals;
- investor's identification code, in compliance with article 6 and Annex 1 to CDR (EU) 2017/590, in the case of non-resident individuals;
- representation mandate (original and copy); and
- document that certifies the LEI code for the investment management company (copy);
- documents for the investment management company.

**Documents for the investment management company**

- registration certificate issued by the Trade Registry (copy);
- updated Articles of Association (copy according to the original, certified by the legal entity's legal representative);
- confirmation of company details regarding the current status of the legal entity issued by the Trade Registry (issued no later than 7 days for the resident legal entity and 30 days for the resident investment management company before the subscription date);
- proof of registration of the beneficial owner or information from the central registers referred to in article 19, paragraph 5 of Law no. 129/2019 or similar registers in other jurisdictions;
- authorization from the competent supervisory authority for investments management companies (copy);
- if subscriptions are made through an individual other than the legal entity's legal representatives, the power of attorney/mandate signed by the investment management company's legal representative(s), empowering that individual to subscribe the Offered Shares on behalf of the investment management company (original and copy); and
- identity card (original and copy) of the individual subscribing on behalf of the legal company; and
- document that certifies the LEI Code for the investment management company (copy).

**Entities managed by other resident or non-resident legal entities (e.g. investment funds, pension funds)**

- the documents mentioned below will be presented for the legal entity that manages that entity and will be accompanied by the document through which that particular entity was authorized by the competent supervisory authority:
- registration certificate issued by the Trade Registry (copy);
- updated Articles of Association (copy according to the original certified by the legal entity's legal representative);
- confirmation of company details, in original, regarding the current status of the legal entity, issued by the Trade Registry



(issued no later than 7 days for resident investment management companies and 30 days for non-resident investment management companies, before the subscription date);

- if the subscriptions are made through an individual other than the investment management company's legal representatives, the power of attorney/mandate signed by the company's legal representatives empowering that individual to subscribe Offered Shares on behalf of the managed company (original and copy);
- identity card (original and copy) of the individual who subscribes on behalf of the legal entity; and

For the **managed entity**:

- authorization from the competent supervisory authority to set up and supervise the managed entities (copy);
  - issue prospectus of the managed entity – fund (copy); and
  - document that certifies the LEI code for the investment management company and for the managed entity (copy).
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Furthermore, brokers may request any other documents for the purpose of abiding by the regulations regarding customer due diligence, in compliance with the applicable provisions and internal norms and provisions regarding customer due diligence.

Documents drawn up in any other language than Romanian, submitted by a legal entity shareholder or entity without legal personality, will be accompanied by certified translations in Romanian.

If (i) the Offer Shares are restricted in any way from the transfer in the register held by Depozitarul Central S.A. ("**Central Depository**"), or (ii) the Subscription Form contains de facto or de recto errors, or (iii) the Offer Shares are affected by options or other rights in favour of a third party, or (iv) the Offer Shares are not held in the account by the Shareholder who has filled in and signed the Subscription Form, those Subscription Forms will be considered null and will not be validated by the respective brokers.

The Offer Broker and brokers whose access to the Public Offer is authorized by the Offer Broker will verify the validity of the Subscription Forms and the corresponding documentation and will validate them in compliance with the terms and conditions of the Offer Document before entering the sell orders in the B.V.B. trading system.

A copy of the Subscription Form filled in and signed by the seller Shareholder and validated by the relevant broker will be issued to them and the second will remain at the headquarters of the F.S.A. certified broker.

The Offer Broker and brokers whose access to the Public Offer is authorized by the Offer Broker must inform the Shareholders about the running conditions of the Public Offering and are exclusively responsible for the running of the Public Offering and abidance by this Offer Document and F.S.A regulations, including but not limited to carrying out transaction settlements according to collected orders, validated and registered in the B.V.B. system in connection to the Offer and corresponding payments to the beneficiaries.



Shareholders who have subscribed in the Offer may withdraw by filling in and signing 2 (two) copies of the subscription revocation form (hereinafter referred to as "**Revocation Form**"), before the expiry of the Tendering Period, in the format that will be provided to the interested Shareholders at the Offer Broker or brokers authorized by the F.S.A., who signed and submitted the irrevocable engagement regarding the abidance by the running conditions of the Offer to the Offer Broker and received access to the market segment dedicated to the Public Offering from B.V.B., abiding by the work schedule.

## **10. SHARE ASSIGNMENT METHOD**

Through this Public Offering, the Tenderer intends to purchase a number of up to **26,724,858** shares representing 3% of the share capital, paid in full, issued by the Issuer, that are not in the Tenderer's possession.

If the total number of shares subscribed by the Shareholders who have accepted the conditions of the Public Offering in compliance with the provisions of the present Offer Document exceeds the number of Offer shares, the allocation shall be pro-rata. To avoid any doubt regarding this, a Shareholder who accepted the Public Offering shall sell a number of shares equal to the number of shares subscribed in the Subscription Form that was validated by the Broker he subscribed through, multiplied by the ratio between the total number of Offer Shares and total number of shares subscribed in the Offer by the Shareholders, according to the validated Subscription Forms. Any fractions of shares resulting from such a pro-rata allocation shall be rounded down to the closest whole number of shares. To avoid any doubt in this case, a Shareholder who subscribes in the Public Offering shall sell a number of shares equal to the number of shares subscribed in the Subscription Form that was validated by the broker through which they subscribed, multiplied by the ration between the total number of Offer Shares and the total number of shares for which the validated Subscription Forms were filled in.

The allocation index shall be made public on the last working day of the Tendering Period, through the electronic system of the Bucharest Stock Exchange.

For the allocation of any remaining shares resulted from the rounding-up to the whole lower number in the pro-rata allocation process, subscribing shareholders will be ordered in decreasing order based on the number of their subscribed shares and if one or more shareholders have subscribed the exact number of shares, they will be ordered in increasing order based on the registration time in the Bucharest Stock Exchange electronic system of the sale order corresponding to that subscription. The resulted unassigned shares will be allocated one per subscription (but without allowing the number of allocated shares in the total of a subscription to exceed the number of initially subscribed shares of that particular subscription), starting with the highest allocation, up to their depletion.

## **11. SHARE PAYMENT METHOD**

The value of the Offer Shares will be paid according to the terms of the Offer Document by each broker authorized by the F.S.A. participating in the Public Offering, directly to the Shareholders who have subscribed through that particular broker, within a maximum of 3 (three) business days from the settlement date of the transactions in the Public Offering. There will be no payments up to the end of the Tendering Period.

For the purpose of this Offer Document, the transactions corresponding to the Public Offering will take place on the working day immediately following the closing date of the Public Offering at the latest, through the automatic registration in the B.V.B. electronic system of 2 (two) order types: a set of selling orders in the seller(s) account that subscribed in the Public Offering and a purchase order in the Tenderer's account.



The Tenderer will not be responsible for the capital gain tax, trading commission and taxes corresponding to the payment of share price or other payable taxes and commissions by the Shareholders who decide to subscribe in the Public Offering. Each Shareholder will receive payment for the shares sold either through a post mandate with confirmation of receipt or bank transfer to the account indicated by the Shareholder on the Subscription Form, the costs being borne by the Shareholders who accepted the Public Offering.

## **12. SOURCE AND SIZE OF THE TENDERER'S FUNDS REGARDING SHARE PAYMENT**

The Tenderer shall use the resources foreseen by the law for the payment of shares acquired through the Public Offering, namely distributable profit or the company's available reserves, registered on the latest approved annual financial statement, except for legal reserves registered in the 2024 financial statements.

The Tenderer has deposited in its account, opened with the Broker, the 30% of Offer value guarantee, requested in accordance with Regulation no. 5/2018.

## **13. TENDERER'S PLANS**

This Public Offering is part of the buyback program approved by Resolution no. 2 of the Tenderer's Extraordinary General Meeting of Shareholders on April 29, 2025, published in Romania's Official Journal, Part IV, no. 2643 on June 10, 2025, submitted to the Trade Registry and registered under Resolution no. 383028 on May 5, 2025, with the purpose of reducing the share capital through share annulment.

## **14. OFFER BROKER**

**BT CAPITAL PARTNERS S.A.**, CNVM authorization 2330/07.22.2003, headquartered in Cluj-Napoca, 74-76 Constantin Brâncuși Street, Cluj county, tax code 6838953 shall offer financial investment services regarding the Public Offering, acting as Broker.

## **15. OTHER INFORMATION CONSIDERED RELEVANT BY THE TENDERER**

The Tenderer and Broker take it upon themselves to declare that, according to their knowledge, the information presented in the Offer Document is factually compliant and no omissions were made that could significantly affect the contents of the Offer Document.

The responsibility for drawing up the Offer Document and its compliance with legal provisions regarding the correctness, accuracy and exactness of the information in the Offer Document and Offer Announcement, as applicable, is that of the Tenderer and Broker. The initiation and running of the present Public Offering will be made according to Capital Market Law and the regulations adopted by the F.S.A./C.N.V.M. for its application.

The legal relationships between the Tenderer and the Shareholders who have subscribed in the Public Offer will be governed by Romanian law. Any conflict arisen from or in connection to these relationships will be solved by the competent Romanian courts, in compliance with the competence norms foreseen by Romanian law.

## **TENDERER**

**EVERGENT Investments S.A.**

**CEO**

**Cătălin Jianu Dan Iancu**

**Compliance Officer**  
**Gabriel Lupașcu**

**BROKER**  
**BT CAPITAL PARTNERS S.A.**  
**CEO**  
**Daniela Secară**