



**To: BUCHAREST STOCK EXCHANGE**

**FINANCIAL SUPERVISORY AUTHORITY**  
Financial Instruments and Investments Sector

Current report in accordance with: Law no.  
24/2017, FSA Regulation no. 5/2018  
Report date: September 25, 2025  
Regulated market on which the issued securities  
are traded: Bucharest Stock Exchange, Premium  
category

Important event

## **Convening Notice for the Extraordinary and Ordinary General Meetings of Shareholders on October 29/30, 2025**

The Board of Directors has decided to convene the Extraordinary and Ordinary General Meetings of Shareholders of EVERGENT Investments on October 29/30, 2025, with the agenda set out in the attached Convening Notice. All shareholders registered in the shareholders' register on the reference date of October 16, 2025, are invited to attend the two Meetings.

Among the most important proposals on the agenda of the General Meetings are:

**1. Extraordinary General Meeting:**

1.1. Approval of a Buyback Operation of up to 43,300,000 own shares, in compliance with the applicable legal provisions, under the following conditions:

- a) The Company will buy back shares both for the purpose of reducing the share capital through cancellation of the shares, and to fulfill legal settlement obligations in financial instruments under "stock option plan" (SOP) programs for the allocation of shares to the Company's employees, administrators, and directors.
- b) The buyback of up to 43,300,000 shares will be carried out on the market where the shares are listed and/or through public purchase offers, as follows:
  - up to 26,000,000 shares, representing 2.92% of the share capital, will be repurchased for the purpose of reducing the share capital through cancellation of the shares;
  - up to 17,300,000 shares, representing 1.94% of the share capital, will be repurchased for SOP;

The minimum price per share will be the market price on the BSE at the time of acquisition.

The maximum price per share will be 3 RON. The buyback operation will be carried out during the 2026 financial year.

1.2. Approval of the reduction of EVERGENT Investments SA's share capital from 89,082,859.2 RON to 86,410,373.4 RON, respectively by the amount of 2,672,485.8 RON, as a result of the cancellation of 26,724,858 own shares acquired by the Company.

**2. Ordinary General Meeting:**

2.1. Approval of the appointment of EVERGENT Investments' financial auditor for a 2-year mandate, starting January 1, 2026, until December 31, 2027.

Shareholders are invited to review all supporting materials for the EGMS and OGMS, available on the website [www.evergent.ro](http://www.evergent.ro) starting Friday, September 26, 2025.

Cătălin Iancu  
CEO

Gabriel Lupașcu  
Compliance Officer

## CONVENING NOTICE

The Board of Directors of EVERGENT Investments SA (the Company), headquartered in Bacău, 94C Pictor Aman street, Bacău district, registered with the Trade Registry under no. JO4/2400/1992 and in the FSA registry under no. PJRO9FIAIR/040003, classified as Retail Investor Alternative Investment Fund (FSA authorization no. 101/25.06.2021) and as Alternative Investment Fund Manager (FSA authorization no. 20/23.01.2018), ISIN ROSIFBACNOR0, tax code 2816642, EUID: ROONRC. J/04/2400/1992, with subscribed and paid-up capital of 89,082,859.20 lei, hereby

## CONVENES

**The Extraordinary General Meeting of Shareholders** of EVERGENT Investments SA (EGMS) on **October 29, 2025**, at **12<sup>00</sup>**

and

**The Ordinary General Meeting of Shareholders** of EVERGENT Investments SA (OGMS) on **October 29, 2025**, at **12<sup>45</sup>**.

The General Meetings of Shareholders will be held at the registered office of EVERGENT Investments in Bacău, 94C Pictor Aman Street.

The convening notice is issued in accordance with the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations, republished, FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, Law no. 243/2019 on alternative investment funds, Law no. 74/2015 on the managers of alternative funds and regulations of the Financial Supervisory Authority for their application, Law no. 31/1990 on companies and the provisions of EVERGENT Investments' Articles of Association (FSA Authorizations no. 61 and 62 of May 29, 2025 – [www.evergent.ro](http://www.evergent.ro)).

The Company's share capital consists of 890,828,592 face shares, with a face value of 0.1 lei, dematerialized and indivisible, each share granting one voting right at the General Meeting of Shareholders, with the exception of a number of 32,304,637 shares held as of September 25, 2025, representing 3.626% of the share capital, and the shares to be acquired until the reference date. The shares repurchased in accordance with EGMS Resolution no. 3 of April 29, 2024, and Resolution no. 2 of April 29, 2025, shall have their voting rights suspended, pursuant to Article 105 paragraph (2) of Law no. 31/1990 on companies. The shares with voting rights as of the reference date, October 16, 2025, will be displayed on the website – [www.evergent.ro](http://www.evergent.ro).

Only shareholders registered in the Shareholders' Register held by Depozitarul Central SA, at the end of **October 16, 2025**, set as reference date, are entitled to participate and vote in the Extraordinary General Meeting of Shareholders.

## EGMS AGENDA

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| 1 | Election of the Extraordinary General Meeting of Shareholders secretariat, consisting of |
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|   | 1-3 individuals, from among the company's shareholders, listed on the ballots.  |
| 2 | <p>Approval of a Buyback Operation for a maximum number of 43,300,000 own shares, in accordance with applicable legal provisions and with the following main characteristics:</p> <p>a) The Company will buy back shares for the purpose of reducing the share capital by cancelling the shares and fulfilling legal obligations to settle financial instruments within "stock option plan" (SOP) programs for distributing shares to employees, directors and managers of the Company.</p> <p>b) The buyback of shares, up to a maximum of 43,300,000 shares shall be carried out on the market where the shares are listed and/or through Public Tender Offer, as follows:</p> <ul style="list-style-type: none"> <li>i. a maximum of 26,000,000 shares, representing 2.92% of the share capital will be bought back for the purpose of reducing the share capital by cancelling shares;</li> <li>ii. a maximum of 17,300,000 shares, representing 1.94% of share capital will be bought back for SOP;</li> </ul> <p>c) Minimum price per share: the market price on the BSE at the time of the acquisition.</p> <p>d) Maximum price per share: 3 lei.</p> <p>e) The buyback operation will be carried out <i>in 2026 tax year</i>, abiding by art. 103<sup>1</sup> Law no. 31/1990 on companies.</p> <p>f) The implementation of the buyback operation shall be carried out from the Company's own resources, in accordance with the applicable legal provisions.</p> <p>Empowering the Board of Directors to adopt all necessary resolution in order to fulfil the resolutions regarding the conduct of the buyback operation of own shares, including, but not limited to: establishing the means of acquisition and the method of execution for each component of the operation, carrying out all steps and formalities required for the implementation of the resolution, adopting the necessary measures regarding the application of allocation criteria, determining the beneficiaries and the number of rights/options to acquire shares, the period for exercising such rights, as well as preparing and publishing the information documents in accordance with the law.</p> |
| 3 | <p>Approval of the reduction of EVERGENT Investments SA's share capital from 89,082,859.2 lei to 86,410,373.4 lei, namely in the amount of 2,672,485.8 lei, following the cancelation of a number of 26,724,858 own shares acquired by the Company, in accordance with EGMS Resolution no. 2 of April 29, 2025 and based on article 207 paragraph (1) item c) of Law no. 31/1990 on companies, corroborated with article 75 of FSA Rule no. 39/2015. Following the reduction, the share capital of EVERGENT Investments SA shall be of 86,410,373.4 lei, divided into 864,103,734 shares.</p> <p>Approval of the amendment 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 86,410,373.4 lei and is divided into 864,103,734 shares".</p>  |
| 4 | Approval of the date of November 14, 2025 as registration date ( <i>ex-date</i> November 13, 2025) for the shareholders impacted by the resolutions adopted by the Extraordinary General Meeting of Shareholders.   |
| 5 | Empowering the Board of Directors and, individually, its members to fulfil the resolutions adopted by the Extraordinary General Meeting of Shareholders. Authorizes the President CEO and/or the Deputy CEO, with the possibility of substitution, to carry out all the legal procedures and formalities and to sign any document necessary for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including the formalities for publication and registration in the Trade Registry.   |

## OGMS AGENDA

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| 1 | Election of the Extraordinary General Meeting of Shareholders secretariat, consisting of 1-3 individuals, from among the company's shareholders, listed on the ballots.   |
| 2 | Approval of the appointment of the financial auditor of EVERGENT Investments for a 2-year mandate, starting on January 1, 2026, and ending on December 31, 2027.<br>Approval of the audit contract to be concluded with the financial auditor during his mandate, for a duration of 2 years, with the continuation of contractual relations until the completion of the audit of the financial statements for the financial year ended December 31, 2027, and the provision of other services arising from the audit contract.<br>The appointed financial auditor shall also carry out the assurance engagement regarding consolidated sustainability reporting, starting from the date on which the reporting obligation becomes applicable to the Company |
| 3 | Approval of the date of November 14, 2025 as registration date (ex-date November 13, 2025) for the shareholders impacted by the resolutions adopted by the Extraordinary General Meeting of Shareholders.   |
| 4 | Empowering the Board of Directors and, individually, its members to fulfil the resolutions adopted by the Extraordinary General Meeting of Shareholders. Authorizes the President CEO and/or the Deputy CEO, with the possibility of substitution, to carry out all the legal procedures and formalities and to sign any document necessary for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including the formalities for publication and registration in the Trade Registry.   |

**I. Shareholders' right to participate to the General Meeting of Shareholders according to applicable regulations, the provisions of the Articles of Association and the Procedures for the organization and conducting of the meetings approved by the Board of Directors and published on the website [www.evergent.ro](http://www.evergent.ro).**

Only shareholders registered in the Shareholders' Register as of the reference date **October 16, 2025** can participate in the Extraordinary General Meeting of Shareholders:

- a) in person or through legal representative (in case of legal entities);
- b) through representative, based on a General or Special Proxy;
- c) written or electronic ballot, in accordance with the procedures posted on the website [www.evergent.ro](http://www.evergent.ro).

The access of individual shareholders entitled to participate in the General Meeting of Shareholders is allowed upon simple proof of identity with their identification document.

Legal entity shareholders or non-incorporated entities may participate in the General Meeting of Shareholders through a legal representative.

*The legal representative status* is ascertained based on the shareholders' list as of the reference date, received from Depozitarul Central. If the data regarding the legal representative status have not been updated at Depozitarul Central by the legal entity shareholder corresponding to the reference date, the proof of legal representative status can be proven with certificate issued by the Trade Registry, issued no more than 30 days before the date of the General Shareholders' Meeting, in original or certified copy, or any other

document issued by a competent authority in the state where the shareholder is legally registered, confirming the legal representative status, issued within the validity period.

Documents proving the status of a legal representative, prepared in a foreign language other than English, must be accompanied by a translation by an authorized translator into Romanian or English.

Non-incorporated shareholders as well as legal entity shareholders may be represented by their legal representatives who can, in turn, appoint another individual to represent them at the respective General Meeting.

If the shareholder is represented by a credit institution delivering custody services, they may vote in the General Meeting of Shareholders based on the voting instructions received through electronic communication means, without the need to draw up a special or general proxy by the shareholder. The Custodian votes in the General Meeting exclusively in accordance and within the limits of the instructions received from the clients holding shareholder status on the reference date. The credit institution delivering custody services shall send to EVERGENT Investments' headquarters, in original or with extended electronic signature (aga@evergent.ro), no later than 48 hours prior to the date of the first convening of the EGMS, an Affidavit of the legal representative of the credit institution prepared in accordance with the applicable legal provisions and the Procedures of EVERGENT Investments' General Meeting posted on the website [www.evergent.ro](http://www.evergent.ro).

### **Special Proxy, General Proxy and Written or Electronic Ballot**

The special proxies and ballot compliant with incidental legal provisions are provided to shareholders at the company headquarters and on the website [www.evergent.ro](http://www.evergent.ro).

The exercise of the electronic vote by correspondence or through special proxy is done starting on **October 16, 2025**.

The casting of vote options through proxies, written or electronic ballots shall be done no later than **October 27, 2025**, at 12<sup>00</sup> for EGMS, namely at 12<sup>45</sup> for OGMS, AGOA, under the penalty of losing the right to vote in the General Meeting of Shareholders.

Special Proxy is granted by a shareholder to an individual and includes specific voting instructions from the issuer shareholder for each item on the agenda.

The shareholder may appoint only one individual for representation, and an alternate representative, in case the designated representative is unable to fulfil their mandate. A shareholder is allowed to grant a *Special Proxy to a single representative*.

The representation of shareholders in the General Meeting by other individuals is also allowed based on a General Proxy, accompanied by the Affidavit given by the legal representative of the intermediary (defined in accordance with article 2 paragraph (1) point 19 of Law no. 24/2017) or the lawyer who received the power of representation according to applicable law and the General Meeting Procedures of EVERGENT Investments displayed on the website [www.evergent.ro](http://www.evergent.ro).

General Proxy is granted by the shareholder for the entire holding on the reference date and is submitted to the Company in copy, with the mention of compliance with the original under the signature of the representative. General proxies are filed, or submitted,



accompanied by documents in accordance with the Procedures, at the headquarters of the Company (*Bacău, code 600164, Pictor Aman street, no. 94C, secretariat*) on working days, between 9<sup>00</sup>-16<sup>00</sup>, or sent as an electronic document with extended electronic signature, according to Law no. 214/2024 on electronic signature, by e-mail to [aga@evergent.ro](mailto:aga@evergent.ro), no later than 48 hours before the date of the first convening of EMGS or OGMS.

General proxies forms, special proxies forms and written ballot forms, *hand-signed, in original*, accompanied by documents in accordance with the Procedures approved and published based on the provisions of the Articles of Association, are submitted or filed at the Company's headquarters (*Bacău, code 600164, Pictor Aman street, no. 94C, secretariat*) on working days, between 9:00 - 16:00 hours or sent as an electronic document with extended electronic signature, according to Law no. 214/2024 on electronic signature, by e-mail at the address [aga@evergent.ro](mailto:aga@evergent.ro), no later than the deadline of October 27, 2025, at 12:00 (for the EGMS) and 12:45 (for the OGMS). Documents submitted after the deadline will be considered when determining the quorum of presence, without voting rights at the General Meeting.

Revocation of a general or special proxy can be done in writing, in any of the forms of designation and must be submitted no later than 48 hours before the first convening of the EGMS, or OGMS.

General or special proxies bearing a later date (registered no later than 48 hours before the first convening of the EGMS, namely OGMS) will have the effect of revoking previously granted proxies.

Shareholders who have voted through special proxies or ballots may change their initial voting option, with the last cast vote being valid, provided that it is cast and registered no later than 48 hours before the first convening of the EGMS, or OGMS.

In case the shareholder who has voted by correspondence attends the General Meeting personally or through a representative, the vote expressed by correspondence is annulled and only the vote expressed personally or through a representative is taken into account.

If the person attending the General Meeting is different than the one who cast the vote by correspondence, for the validity of the vote, the person must present at the General Meeting a written revocation of the correspondence vote, signed by the shareholder or the representative who expressed the correspondence vote.

The direct participation of the shareholder in the General Meeting of Shareholders, either personally or through a legal representative, nullifies any other voting options previously submitted.

Electronic voting can be exercised based on a qualified digital certificate, by accessing the secured "*electronic vote*" application on the website [www.evergent.ro](http://www.evergent.ro), in accordance with the Procedure for voting by correspondence, posted on [www.evergent.ro](http://www.evergent.ro).

Voting at the General Meeting, by any of the voting methods of voting allowed to shareholders, may be expressed under the terms of Law no. 24/2017 on issuers of financial instruments and market operations, only through one of the voting options "*for*" or "*against*".

In accordance with the provisions of article 105, paragraph (23<sup>3</sup>) Law no. 24/2017: "(...) *in the situation in which the Articles of Association of the issuer do not provide otherwise, the position of «abstention» adopted by a shareholder with regarding to the items on the agenda of a General Meeting of Shareholders does not represent a cast vote*".

EVERGENT Investments' Articles of Association do not qualify the "*abstention position*" in any way, so this position may be adopted by the shareholder, without the

mention “abstention” being considered a valid vote expressed, under the law.

## **II. Shareholders’ right to add new items to the agenda of the General Meeting of Shareholders and to make resolution proposals for the existing or proposed agenda items.**

The supplementation of the agenda may be carried out by one or more shareholders representing, individually or jointly, at least 5% of the Company’s share capital and/or by the Board of Directors, under the conditions and within the deadlines provided by Law no. 24/2017 on issuers of financial instruments and market operations, art. 105 para. (3) and art. 51, in conjunction with art. 189 and art. 199 of FSA Regulation no. 5/2018, as well as the provisions of art. 117<sup>1</sup> of Law no. 31/1990 on companies.

The shareholders’ right to supplement the agenda may be exercised only in writing by October 13, 2025 at 17<sup>00</sup>, by submitting the documents, in original, at the company headquarters (*Bacău, code 600164, Pictor Aman street, no. 94C, secretariat*) or by submitting them with an extended electronic signature by e-mail to [aga@evergent.ro](mailto:aga@evergent.ro) (according to Law no. 214/2024 on electronic signature). The requests must be accompanied by a justification and/or a draft resolution proposed for adoption by the General Meeting of Shareholders.

The shareholder and legal representative status, in the case of legal entity shareholders or non-incorporated entities is proven based on documents issued by Depozitarul Central, or the participants defined under article 2, paragraph (1), point 19 of (EU) Regulation no. 909/2014 (according to the provisions of article 194 of FSA Regulation no. 5/2018): bank statement that proves the shareholder quality and number of shares held, along with documents that certify the registration of the information regarding the legal representative at Depozitarul Central / the respective participants (article 105, paragraph (11) of Law no.24/2017).

## **III. Shareholders’ rights to ask questions regarding the Agenda of the General Meeting of Shareholders**

Shareholders may exercise their rights provided in articles 198-199 of FSA Regulation no. 5/2018 by October 27, 2025, at 17<sup>00</sup>. EVERGENT Investments may respond by posting the answer on its website, in the “*Frequently Asked Questions*” section, or during the General Meeting, if the requested information is public and is not included in the documents related to the agenda or in the institutional reports submitted.

Shareholders’ questions must be submitted in writing, by delivering the original documents to the company’s headquarters (*Bacău, code 600164, 94C Pictor Aman street, “Secretariat”*), or by sending them with an extended electronic signature via e-mail at [aga@evergent.ro](mailto:aga@evergent.ro) (in accordance with Law no. 214/2024 on electronic signature).

The requirements mentioned in item II of the present Convening Notice are also applicable to shareholders who ask questions regarding the items on the EGMS or OGMS agenda.

#### **IV. Documents related to the General Meeting of Shareholders**

The documents related to the items on the agenda are made available to shareholders on the website [www.evergent.ro](http://www.evergent.ro) and can be consulted at the company's headquarters (Bacău, postal code 600164, 94 C Pictor Aman Street, Secretariat) on working days, between 9<sup>00</sup>-16<sup>00</sup>.

The materials corresponding to the items on the agenda, the procedures for organizing and conducting the General Meeting, the draft resolutions and the voting form templates are made available to shareholders from September 26, 2025, in accordance with legal provisions.

The procedures for organizing and conducting the General Meeting of Shareholders approved by the Board of Directors in accordance with the provisions of the Articles of Association, published on the website [www.evergent.ro](http://www.evergent.ro), are: *the General Procedure for the General Meeting of Shareholders, which includes the functioning of the shareholder meeting's bodies and clarifications regarding the conduct of the General Meeting, the Procedure for Voting by Representative (special proxy, general proxy), the Procedure for Voting by Correspondence (written or electronic ballot).*

The session of the Extraordinary and Ordinary General Meeting *can be viewed by shareholders registered as of the reference date, by accessing the website [www.evergent.ro](http://www.evergent.ro) (details in the General GMS Procedure).*

If the quorum conditions are not met at the first convocation, according to legal provisions and Company's Articles of Association, the Extraordinary General Meeting of Shareholders is convened for **October 30, 2025, at 12<sup>00</sup>**, and the Ordinary General Meeting of Shareholders for **October 30, 2025, at 12<sup>45</sup>**, maintaining the agenda, the venue and the reference date.

EVERGENT Investments S.A. ensures the processing of personal data for the purpose of conducting the General Meeting and implementing the adopted resolutions, in accordance with the applicable legal provisions.

All times referred to in this Convening Notice are stated in reference to Romania's official summer time (GMT+1)

Live translation of the debates into English is provided.

Claudiu Doros  
President of the Board of Directors

Cătălin Iancu  
CEO

Gabriel Lupașcu,  
Compliance Officer

Irina Bibire,  
Corporate Governance &  
Relationship with Investors