

APPROVED

Claudiu Doros
President of the Board of Directors

Voting by proxy procedure in the Ordinary General Meeting
of EVERGENT Investments' shareholders convened for December 18/19, 2025

issued according to Law no. 24/2017 on the issuers of financial instruments and market
operations, FSA Regulation no. 5/2018 and the Articles of Association

1. EVERGENT Investments' shareholders may also exercise their vote at the Ordinary General Meeting of Shareholders (OGMS) by proxy, in compliance with the provisions of the regulations in force and the present procedure.
2. The procedure shall be applicable at the same time as the publication of the Convening Notice and of the voting procedure, together with the Special Proxy and Statements of the empowered persons forms on the website www.evergent.ro, according to *Law no. 24/2017, FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations* and the materials corresponding to the agenda. The documents are made available to the shareholders, both on the company's website www.evergent.ro and at its headquarters (*Bacău, 94C Pictor Aman street, postal code 600164*).
3. EVERGENT Investments SA provides the following to its shareholders, in Romanian and English¹:
 - (a) Voting by proxy procedure;
 - (b) Special proxy form in 3 (three) copies (*for the shareholder/representative/EVERGENT Investments*);
 - (c) Affidavit of the empowered individuals (*for special and general proxies*);
 - (d) Materials related to each item on the agenda for vote casting.

The special or general proxy, along with the affidavits of the empowered individuals, may be filled in and sent by the shareholder either in Romanian or in English².

4. The shareholders may designate their representative only in writing, under handwritten signature, in original or through an electronic document with an extended electronic signature, according to Law no. 214/2024 on the use of electronic signature, time stamp and providing trustworthy services based on these.
5. The status of shareholder and the status of legal representative, in the case of legal entity shareholders or non incorporated entities, is proven based on the documents issued by the Central Depository or by the participants defined in article 2, paragraph

¹ FSA Regulation no. 5/2018, article 188

² FSA Regulation no. 5/2018, article 194, paragraph (2), article 202 and article 206

(1), item 19 of (EU) Regulation no. 909 of 2014³ (article 194 of FSA Regulation no. 5 of 2018): account statement certifying the status of shareholder and the number of shares held, together with documents attesting the registration of the information regarding the legal representative at the central depository or the respective participants (article 105, paragraph (11) of Law no. 24/2017).

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

The status of shareholder and the status of legal representative is ascertained based on the list of shareholders from the reference date received from the Central Depository. If the data concerning the status of legal representative has not been updated at the Central Depository by the legal entity shareholder corresponding to the reference date, the proof of legal representative is made based on a certificate of ascertainment issued by the Trade Registry at least 30 days before the date of the GMS, in true certified copy or any other document issued by a competent authority from the state in which the shareholder is legally registered and which certifies the status of legal representative.

If a shareholder (individual or legal entity) is represented by a credit institution providing custody services, it may vote in the Ordinary General Meeting of Shareholders based on voting instructions received by electronic means of communication. Voting by correspondence, written or electronic voting ballots, will be signed in handwriting or with an extended electronic signature, as applicable, by the legal representative or the responsible/competent persons within the credit institution. Proof of the quality of the signatories will be sent along with the vote by correspondence.

The documents attesting the quality of legal representative drawn up in a foreign language other than English will be accompanied by a translation made by a certified translator, in Romanian or in English⁴.

6. The person empowered will submit/transmit, in original, the *Affidavit* under handwritten signature *accompanied by a copy of their ID⁵* or will transmit it as an electronic document with extended electronic signature, according to Law no. 214/2024 on the electronic signature, time stamp and the provision of services based on them, by e-mail, along with the General Proxy (*copy certified under the signature of the empowered*) or Special Proxies (*in original*) no later than the limit date of December 16, 2025, at 11⁰⁰.
7. The submission or transmission of documents shall be made no later than 48 hours prior to the date of the first convening of the OGMS, at the company headquarters (*Bacău, 94C*

³(EU) Regulation no. 909/2014 of the European Parliament and Council on July 23, 2014, on improving the settlement of securities within the European Union and regarding central depositories of securities and amending Directives 98/26/EC and 2014/65/EU and of (EU) Regulation no. 236/2012.

⁴ According to FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, Article 194, paragraph (2).

⁵ FSA Regulation no. 5/2018, article 204

Pictor Aman street, postal code 600164, secretariat) or electronically, by e-mail, at the address aga@evergent.ro, with an extended electronic signature according to Law no. 214/2024 on the extended electronic signature, time stamp and the provision of trustworthy services based on these, as well as FSA regulations.

8. The revocation of the proxy drafted in Romanian or English shall be in writing, through any of the designation forms, no later than 48 hours prior to the date of the first convening of the OGMS.
9. A person acting as a representative may represent several shareholders, the number of shareholders being therefore unlimited.
10. Only the proxy forms that contain all the identification elements required for the signatory and the proxy will be considered valid.
11. The shareholders who voted through ballots or special proxies may modify their initial voting option, the last vote expressed and registered no later than 48 hours prior to the date of the first convening of the OGMS being considered valid.

If the shareholder who expressed their vote through correspondence participates personally or through a representative at the Ordinary General Meeting, the vote expressed through correspondence is cancelled, thus only the vote expressed personally or through a representative being considered valid. *If the person who participates at the OGMS is someone other than the one who expressed the vote through correspondence, for the validity of their vote, they will submit a written revocation of the vote by correspondence to the OGMS, signed by the shareholder or by the representative who expressed the vote through correspondence⁶.*

The direct participation of the shareholder at the Ordinary General Meeting, personally or through their legal representative, removes any previously submitted voting options.⁷

12. Instructions regarding the Special Proxies:

- The special proxy may be granted to any individual for representation in the Ordinary General Meeting of Shareholders and contains specific voting instructions from the shareholder, with the explicit mention of the vote option for each item on the agenda of the Ordinary General Meeting of Shareholders. In this case, the provisions of article 125, paragraph (5) of Law no. 31/1990 are not applicable.
- The special proxy will be filled in in three original counterparts: one remains with the shareholder, one will be handed to the empowered individual and one counterpart will be submitted to the central headquarters (Bacău, 94C Pictor Aman street, code 600164, secretariat), no later than 48 hours prior to the date of the first convening of the OGMS, otherwise the right to vote in the Ordinary General Meeting of Shareholders is lost⁸.
- A shareholder has the obligation to give, within the form of special proxy, specific voting instructions to the person representing them for each item on the agenda of

⁶ Law no. 24/2017, article 105, paragraph (21)

⁷ Law no. 24/2017, article 105

⁸ The representative may participate in the GMS proceedings and exercise any other recognized rights of the represented shareholder, according to the mandate, except for exercising the voting right within the session.

- the Ordinary General Meeting of Shareholders. Discretionary voting is not permitted.
- If the Ordinary General Meeting of Shareholders discusses, in compliance with legal provisions, certain items not included in the published agenda, the proxy may vote on them on the margins, in compliance with the interests of the represented shareholder (Law no. 24/2017, article 105, paragraph (12)).
 - The shareholder fills in the personal identification data.
 - Opts for a representative and an alternate⁹, if applicable, for whom the following data is filled in: name and surname of the representative, address, social security number¹⁰.
 - For each item submitted to the vote, *the shareholder* will check accordingly on each option "for" or "against" or check the mention of "abstention" according to personal choices¹¹.
 - According to article 105, paragraph 23³ of Law no. 24/2017, abstention is qualified as a position that may be adopted by the shareholder, without it representing an expressed vote¹².
 - The shareholder will personally fill in the voting options on each item of the agenda, will write their name clearly, with capital letters, will date and sign the forms; for legal entities, the proxies are signed by the legal representative and the stamp is applied (if applicable).
 - The filled in and hand signed proxy shall have the empowered's Affidavit and the copy of their ID annexed.
13. The proxies that are not registered with the company until the moment mentioned in the Convening Notice shall not be considered for the vote quorum within the OGMS.
14. The special proxy is valid only at the Ordinary General Meeting of Shareholders session for which it was granted and does not give the representative the right to decide on the shares that they represent or on the dividends associated to these shares.
15. The legal entity shareholder represented by another person (*other than the legal representative*) will submit to the central headquarters (*Bacău, 94C Pictor Aman street, postal code 600164, secretariat*) no later than 48 hours prior to the date of the first convening of the OGMS, a special proxy signed by the legal representative of the legal entity, as well as the empowered's Affidavit accompanied by a copy of their ID.
16. Shareholders who voted through special proxies or ballots may modify their initial voting option or means of expressing the vote, the last vote expressed and registered until the deadlines corresponding to the chosen modality of voting being considered valid.
17. A shareholder is allowed to grant a special proxy to only one representative, the proxy being valid only for the mentioned Ordinary General Meeting of Shareholders.

⁹ FSA Regulation no. 5/2018, article 200, paragraph (5)

¹⁰ Social security number or any other similar identification element of the individual.

¹¹ Law no. 24/2017, article 105, paragraph (12), FSA Regulation no. 5/2018, article 201, paragraph (2)

¹² Law no 24/2017, article 105 (23³) – "...if the issuer's Articles of Association do not order otherwise, the "abstention" position adopted by a shareholder regarding the items registered on the agenda of a General Meeting of Shareholders does not represent an expressed vote."

18. The special proxy must be dated; special proxies carrying a subsequent date result in revocation of the powers previously dated.
19. Representation of shareholders in the OGMS, based on a general proxy¹³.

The shareholder may grant a valid general proxy for a period that shall not exceed 3 years, allowing their representative to vote in all aspects under the debate of the EVERGENT Investments OGMS, *with the condition that the proxy be given by the shareholder, only as a client, to an intermediary (defined according to article 2, paragraph (1), item 19 of Law no. 24/2017) or to a lawyer.*

Before their first use, general proxies are submitted or sent to the company no later than 48 hours prior to the date of the first convening of the OGMS, in copy, including *the mention of being compliant with the original under the representative's signature¹⁴, along with the representative's Affidavit in original¹⁵ and their ID copy.* Certified copies of the proxies are retained by the company, *a mention of these being made in the minutes of the Ordinary General Meeting.*

The empowered individual may not be replaced by another person unless that right has been expressly conferred to them by the shareholder in the proxy¹⁶. If the empowered person is a legal entity, they may exercise their received mandate through any person that is part of the administrative or management body or of their employees, *according to the mentions of empowerment and the proofs concerning the respective quality of the representative.*

The specifications from points 1-11 shall apply correspondingly and in case of representation through general proxy.

The general proxy must contain at least the following information:

1. name/designation of the shareholder;
2. name/designation of the representative (to whom the empowerment is given);
3. date of empowerment, as well as its validity period, complying with legal provisions; the proxies having a subsequent date will result in the revocation of the powers previously dated;
4. indicating the fact that the shareholder empowers the representative to participate and to vote on their behalf through the general proxy in the Ordinary General Meeting of Shareholders for the entire holding of the shareholder on the reference date, with the express specification of the company – EVERGENT Investments – for which the general proxy is used.

The general proxy ceases through:

- (i) written revocation by the shareholder that granted the proxy, transmitted to EVERGENT Investments no later than 48 hours prior to the date of the first convening of

¹³ Law no. 24/2017, article 105, paragraph (13), FSA Regulation no. 5/2018, article 202

¹⁴ Law no. 24/2017, article 105, paragraph (13)

¹⁵ Law no. 24/2017, article 105, paragraph (14)

¹⁶ Law no. 24/2017, article 105, paragraph (16)

the OGMS, drafted in Romanian or English or

(ii) loss of shareholder status by the shareholder who granted the proxy on the reference date or

(iii) loss of intermediary status or attorney of the representative in fact.

A person acting as a representative may represent several shareholders, the number of shareholders thus represented not being limited. If a representative has different powers given by various shareholders, this grants them the right to vote for a shareholder differently than the vote for another shareholder. The person who represents more shareholders based on proxies expresses the voting options of the persons represented by cumulating the number of votes «for» and «against», as well as the number of mentions of «abstention» without compensating them¹⁷.

The shareholders may not be represented at the Ordinary General Meeting of Shareholders based on such a proxy by a person who is in *a situation of conflict of interest* which may arise especially in one of the following cases:

- (a) is a controlling shareholder of the company or other entity controlled by the respective shareholder;
- (b) is a member of the administrative, management or supervisory board of the company, of a controlling shareholder or controlled entity as provided on item a);
- (c) is an employee or an auditor of the company or of a controlling shareholder or controlled entity as provided on item a);
- (d) is the spouse, relative or in-law up to the fourth degree of one of the individuals referred to in items a) - c).

* * *

The vote counting technical Secretariat has access to information regarding votes previously expressed through special proxies and ballots as the respective items on the agenda are submitted to a vote¹⁸.

The people involved in the application of the dispositions of the present Procedure comply with the legal provisions regarding the processing of personal data.

For more information on the way we process the shareholders' personal information, you may access „*Notification regarding the processing of Personal data as per EU Regulation 2016/679*” available at [Personal data processing](#). Furthermore, for any question regarding the way in which we process your personal data, you may contact us at our e-mail address gdpr@evergent.ro or by phone, at (+40) 787.869.312.

The working procedure of the Technical Committee:

- The employee appointed by the Company as member in the committee is instructed with respect to the application of procedures for gathering information from ballots

¹⁷ Law no. 24/2017.

¹⁸ Law no. 24/2017, article 105, paragraph (19)

by correspondence, special proxies and maintaining secrecy regarding the activity carried out and the handled documents.

- The designated operators carry out their activity starting with the convening date of the OGMS and until the last day of exercising the vote previously expressed through Special Proxies or Ballots through correspondence.
- The Committee consists of people who will keep safe and ensure the confidentiality of the votes until the moment of submitting the draft resolutions entered on the agenda to a vote.
- As the special proxy forms are submitted to headquarters, the committee members are required to verify the way in which the forms are filled in and to introduce the voting options into the vote centralization electronic system.
- At the end of each day, the operator writes a report in which they record the number of operations performed and the number of operated voting forms; the forms must be stored safely and confidentially. The reports also mention any incidents that occurred during the data collection period (Ballots through correspondence, Special Proxies) and how to solve them, if applicable.
- The operators responsible for voting data entry do not have access to information regarding: total number of registered votes, votes entered by other operators, synthetic data regarding the vote result.
- Access to the electronic application is granted with access levels, is password based and is strictly monitored.
- The members of this committee sign nondisclosure *agreements*.

At the time of disclosure of the (centralized) synthesis information concerning the vote, the centralized situation of the votes previously expressed (*through printed ballots by correspondence, electronic and special proxies*) is submitted within the OGMS to the members of the technical secretariat. The minutes will contain information concerning: the status of the recorded electronic votes, the status of printed ballots collected on operators, the status of special proxy votes collected on operators, the centralized status of the expressed votes.

The company undertakes to keep the copies of the Special Proxies and of the Ballots by correspondence in conditions of safety and confidentiality.

The voting procedure is approved by the Board of Directors, based on legal competencies and those of the Articles of Association.

The IT system is made in collaboration with the specialized company which certifies *that the IT application for the management and development of the OGMS meets the requirements in force*¹⁹, namely:

- *The synthesis information concerning the previously expressed vote (through printed ballot by correspondence, electronic or special proxy) is revealed to the*

¹⁹ Law no. 24/2017

committees with corresponding duties only within the General Meeting, after the votes cast in the room were collected and entered.

- The operators responsible for introducing the voting data do not have access to information concerning the total number of recorded votes, the votes introduced by other operators or the synthesis data concerning the vote result.*
- At the time of the disclosure of synthesis information concerning the vote, the centralized status of the votes previously expressed (through printed ballots by correspondence, electronic and special proxies) is submitted within the OGMS to the members of the technical secretariat. The minutes will contain information concerning the status of the recorded electronic votes, the status of printed ballots collected on operators, the status of special proxy votes collected on operators and the centralized status of the votes that were cast.*
- In the case of exercising the vote remotely by electronic means, if the shareholders participate to the OGMS through electronic means, in compliance with FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations²⁰, the means of casting the electronic vote allow for the later verification of the voting method before or during the Ordinary 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 authorized, approved, registered entities, regulated and/or supervised by the Financial Supervisory Authority.*

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²⁰ article 197, paragraph (6) of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations