

APPROVED

Claudiu Doros
President of the Board of Directors

Procedure for the conducting of the Ordinary General Meeting of Shareholders
EVERGENT Investments S.A. convened on December 18/19, 2025

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- IV. Organisational structure of the General Meeting of Shareholders
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 - Technical Vote Counting Secretariat;
 - Commission in charge with the collection of votes case prior¹ to OGMS (*through vote ballots and special proxies*), with vote verification and consolidation;
 - d) Notary public.
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Only shareholders registered in the Shareholders' Register of EVERGENT Investments S.A. on reference date **December 5, 2025** are entitled to attend and can exercise their

¹ Law no. 24/2017, Art. 105

voting rights directly (*in person or through legal representative*), through representative (*credit institution – custodian or based on a special proxy, general proxy*) or through correspondence (*through written or electronic ballot*), in accordance with the provisions in the Convening Notice of the Ordinary General Meeting of Shareholders and the present Procedure.

I. Direct access of shareholders to the Ordinary General Meeting of Shareholders

Access of shareholders entitled to participate² directly to the general meeting of shareholders is allowed through a simple proof of identity, made as follows:

A. For individual shareholders: with the identity card (ID bulletin / ID card for Romanian citizens or, depending on the case, passport or residence permit for foreign citizens).

B. For corporate shareholders:

Legal representative status is ascertained based on the shareholders' list on the reference date received by the Central Depository. In case the data regarding the legal representative status have not been updated in the Central Depository by the shareholder legal person up to the reference date, the legal representative status is proven based on an ascertaining certificate (issued no more than 30 days before the GMS date), issued by the Trade Registry as copy according to the original or any other document issued by a competent authority in the state where the shareholders is legally registered and that certifies its legal representative status.

Documents confirming the legal representative status, drawn up in a foreign language, other than English, will be accompanied by a translation made by a sworn translation for the Romanian or English language.

The documents proving the shareholder's identity should allow their unequivocal identification in the Shareholders' Register provided by Depozitarul Central S.A. for 5 December 2025 – the reference date of the Ordinary General Meeting of Shareholders (OGMS).

The identity documents that do not use Latin writing style will be presented in a translated form, so that the identity of the person can be verified.

C. In case a *shareholder (individual or company)* is represented by a credit institution delivering custody services, than the representative will be able to vote in the general meeting of shareholders only in accordance with and within the limits of the instructions received from its clients having the quality of shareholders at the reference date.

- the credit institution that delivers custody services shall send to EVERGENT Investments' headquarters, in original or with extended electronic signature (aga@evergent.ro), no later than 48 hours before the date of the first OGMS convening, an Affidavit of the legal representative of the credit institution that includes the identification data of the employees of the credit institution that may vote

² **Law no. 24/2017, Art 92, line (7)** - Access of shareholder entitled to attend at the reference date to the general meeting of shareholders is allowed subject to simple proof of identity, made in the case of individuals, through the ID document, or, in the case of legal entities and of individuals represented, by the power of attorney provided to the empowered person representing them, in compliance with the applicable legal provisions.

(*directly, correspondence, by proxy*) on behalf of custody clients (in accordance with instructions received from the latter, in accordance with the provisions of Law no. 24/2017) as well as the confirmation that:

- the credit institution delivers custody services for shareholders of EVERGENT Investments (*nominated: personal ID no./Sole Registration no./Registry ID, name, forename/company name*);
- Vote options cast through the custodian (*in any of the following forms of expression: direct, by correspondence, or by proxy*) are identical to those sent by the shareholder through a SWIFT message received by the credit institution from that particular shareholder;

Based on the above-mentioned statement, individuals appointed by the credit institution shall have access to the Ordinary General Meeting of Shareholders by simply proving their identity.

The other vote forms (*correspondence, special proxy*), depending on the case, shall be accompanied by the above-mentioned statement and a copy of identity card of the signing individual (named in the Statement).

II. Vote right exercise

a) Direct vote

Upon entering the venue, during the registration process, shareholders shall receive the voting ballot bearing the company's stamp.

Exercise of open vote:

- A vote '*For*' shall be cast by raising the hand.
- A vote '*Against*' shall be cast by removing the corresponding coupon from the voting ballot and depositing it in the ballot box specifically designated and marked '*Against Vote*'.

Note: The '*Abstention*' option is exercised by cutting out the coupon corresponding to the relevant item from the voting ballot and placing it in the ballot box designated and marked '*Abstention Position*'.

The coupons corresponding to each voting option shall be collected from the respective designated ballot boxes by employees of EVERGENT Investments and delivered to the secretariat of the meeting.

b) Vote by special or general proxy

EVERGENT Investments shareholders may exercise their voting rights in the Ordinary General Meeting of Shareholders by means of a general or special proxy, in accordance with the legal provisions and the *Procedure for exercising the vote by proxy*. (attached).

Based on Article 125 Law no. 31/1990 on companies, art. 105 line 10 Law no. 24/2017 on the issuers of financial instruments and market operations and art. 205-208 of FSA Regulation no. 5/2018, shareholders can attend and vote in the General Meeting of Shareholders through

representation, based on a special or general power of attorney.

For voting by representation based on a special proxy, the special proxy forms must be used. In addition to the special proxy form in Romanian, EVERGENT Investments also provides shareholders with the special proxy form translated into English.

Special proxy may be filled in and sent by the shareholder either in the Romanian or English language³, no later than 48 hours before the date of the first convening of OGMS.

The method of participating through a representative is described in the *Vote by Proxy Procedure*. Details on the filling in, required documents and submission of general and special proxies are set out in the “*Vote by Proxy exercise procedure*” (attached and published on the website of EVERGENT Investments – www.evergent.ro).

c) Vote by correspondence

EVERGENT Investments shareholders may exercise their vote by correspondence before the Ordinary General Meeting of Shareholders, in accordance with art. 105 Law no. 24/2017 and art. 208, line (2), and (3) of FSA Regulation no. 5/2018 and “*Vote by Correspondence Exercise Procedure*”.

The voting ballot form provided by EVERGENT Investments may be in physical form (*printed – paper format*) or electronic form, both being special documents granting shareholders the right to exercise their vote prior to the Ordinary General Meeting of Shareholders, until the deadline of 16 December 2025, at 11:00 a.m.

The exercise of vote right is carried out using the printed (paper) or electronic ballot form, in accordance with the provisions of *Vote by Correspondence Exercise Procedure*:

- i) The printed (*paper*) ballot forms shall be made available on the website www.evergent.ro and at the Company’s headquarters.

The printed (*paper*) voting forms that are submitted and/or sent in original to the Company’s headquarters shall be accompanied by the following documents:

- *In case of individual shareholders*: copy of the identity card.
- *In the case of corporate shareholders – The legal representative status* of the signer signatory’s status shall be verified based on the shareholders’ list as of the reference date, provided by the Central Depository, and, in the event that the data regarding the legal representative has not been updated with the Central Depository by the corporate shareholder as of the reference date, proof of legal representation shall be provided based on a certificate of incorporation issued by the Trade Registry no more than 30 days before the date of the Ordinary General Meeting of Shareholders, in a copy certified as true to the original, or any other document issued by a competent authority in the state where the shareholder is legally registered, certifying the status of legal representative. Documents certifying the status of legal representative, drawn up in a foreign language other than English, shall be accompanied by a translation prepared by an authorized translator into Romanian or English.

³ FSA Regulation no. 5/2018, art. 206

- ii) Electronic vote may be exercised by accessing the secure application on the company's website, www.evergent.ro.

Electronic vote may be exercised by individual and corporate shareholders (through legal representative) who are in possession of a qualified digital certificate. Shareholders' access to electronic voting is granted based on a qualified digital certificate issued by an accredited certification authority and the access credentials of each shareholder created in accordance with the procedure for generating access credentials.

Details on filling in, necessary documents and submission of Vote ballots through correspondence are presented in the "*Vote through correspondence Exercise Procedure*" (attached and published on the website of EVERGENT Investments – www.evergent.ro).

III. General vote procedure: applied to the vote cast directly, through printed and electronic vote forms, through special proxy forms

Vote procedures are approved⁴ by the Board of Directors and are based on Law no. 24/2017 on the issuers of financial instruments and market operations, FSA Regulation no. 5/2018 and Memorandum of Association.

Voting procedures are provided to the shareholders along with the other materials on the agenda.

General voting procedure is applied to the vote cast directly, during the ordinary General Meeting, vote cast by written vote ballots (*printed – on paper format*), through electronic vote ballot and vote cast through special and general proxies forms, in accordance with applicable regulations.

a) Validity conditions for cast votes

Each shareholder present at the meeting shall receive a ballot containing identification details, and, where applicable, the issuer's stamp, which includes all items listed on the agenda, the voting options 'For' or 'Against,' as well as the possibility to adopt an 'Abstention' position by making the corresponding indication. The indication of 'Abstention' does not constitute a vote cast, in accordance with the law.

1. for each item on the agenda, vote is cast by ticking an "X" for a single option "*For*" or "*Against*".
2. validly cast votes are only those „*for*" or „*against*".
3. votes cast for an item on the agenda shall be annulled for procedural flaws under the following situations:
 - 3.1. contain contradictory or confusing options (multiple voting options for the same agenda item, no option selected.);
 - 3.2. are illegible;
 - 3.3. are conditionally cast;
 - 3.4. documents consisting of ballots received but not deposited in the ballot boxes during the voting session by shareholders present in the room.

⁴ FSA Regulation no. 5/2018, art. 197 alin.5

4. Written voting forms that do not contain the shareholder's identification details and/or are not signed shall be null and void by law.

On the voting forms, votes cast for different agenda items and annulled due to procedural defects are counted for the purpose of determining the quorum for adopting the resolution.

Shareholders who have voted by ballot or special proxy may change their initial voting option, with the last vote cast and recorded no later than 48 hours before the date of the first convening of the OGMS being considered valid.

In the event that a shareholder who has cast a vote by correspondence attends the General Meeting in person or through a representative, the vote cast by correspondence shall be cancelled, and only the vote cast in person or through a representative shall be considered. If the person attending the General Meeting is different from the one who cast the vote by correspondence, for the vote to be valid, they must present at the General Meeting a written revocation of the vote by correspondence, signed by the shareholder or by the representative who cast the vote by correspondence.

The direct attendance of the shareholder in the General Meeting of Shareholders, either personally or through their legal representative, overrides any other voting options previously submitted.⁵

Notes:

- ✓ Ticking the „Abstention” box is considered an uncast vote, in accordance with the provisions of art. 105 line 23³ Law no. 24/2017.
- ✓ Votes not cast are votes that have not been deposited in the marked urns during the vote session, by shareholders present in the room.

b) Legal and statutory conditions to adopt resolutions

Law no. 31/1990, Art. 112 foresees that:

(1) For the validity of the deliberations of the Ordinary General Meeting of Shareholders, the presence of shareholders holding at least one-quarter of the total voting rights is required. Resolutions of the Ordinary General Meeting of Shareholders are adopted by a majority of the votes cast. The Articles of Incorporation may provide for higher quorum and majority requirements.

(2) If the Ordinary General Meeting of Shareholders cannot convene due to the non-fulfilment of the conditions set out in paragraph (1), the meeting convened at the second call may deliberate on the items on the agenda of the first meeting, regardless of the quorum achieved, adopting resolutions by a majority of the votes cast. For the General Meeting convened at the second call, the Articles of Incorporation may not provide for a minimum quorum or a higher majority.

Art. 6, line 18 of the Company's Memorandum of Association foresees the following: *“For the validity of the deliberations of the Ordinary General Meeting of Shareholders, the presence of shareholders holding at least one-quarter of the total voting rights is required. Resolutions of the Ordinary General Meeting of Shareholders are adopted by a majority of*

⁵ Law no. 24/2017

the votes cast. If the Ordinary General Meeting of Shareholders cannot convene due to the non-fulfilment of the conditions provided in the preceding paragraph, the meeting convened at the second call may deliberate on the items on the agenda of the first meeting, regardless of the quorum achieved, adopting resolutions by a majority of the votes cast.

Art. 105, line 23¹ – 23³ of Law no. 24/2017 foresees the following:

“(23¹) The issuer must establish for each resolution at least the number of shares for which valid votes were cast, the proportion of the share capital represented by such votes, the total number of valid votes cast, as well as the number of votes cast ‘For’ and ‘Against’ each resolution and, if applicable, the number of abstentions.

(23²) The issuer must, within a maximum of 15 days from the date of the General Meeting, publish on its website the voting results, set in accordance with paragraph. (23¹).

(23³) In applying the provisions of paragraph (23¹), unless the issuer’s Memorandum of Association provide otherwise, an ‘Abstention’ position adopted by a shareholder with respect to items on the agenda of a General Meeting of Shareholders does not constitute a vote cast; if the Memorandum of Association include provisions regarding whether an ‘Abstention’ is considered a vote cast or not, the issuer is bound to include a reference to this in the notice of the General Meeting of Shareholders.”

c) Clarifications regarding the calculation of the attendance quorum and the majority required for adopting resolutions

1. Total number of vote rights = total number of EVERGENT Investments shares, 890,828,592, minus suspended vote rights in accordance with the provisions of art. 105, line (2) Law no. 31/1990 on companies and provisions in the Convening Notice.
2. Shares bought-back by EVERGENT Investments, in accordance with EGMS Resolutions no. 3/29.04.2024 (published in the Official Journal, Part IV no. 2988/18.06.2024), no. 2/29.04.2025 (published in the Official Journal Part IV no. 2643/10.06.2025) and EGMS Resolution no. 4 on October 29, 2025, shall have the vote right suspended, in accordance with art. 105, line (2) Law no. 31/1990 on companies, and are therefore not included in the calculation of the attendance quorum for the adoption of the resolution. The number of these shares is that notified by Central Depository in the consolidated registry on the reference date for OGMS, namely December 5, 2025.
3. Quorum for the adoption of OGMS resolutions:

$$\begin{array}{lcl} & \text{total number of “for” votes cast} & \\ & \text{for each item on the agenda} & \\ \% \text{ for} & = & \frac{\hspace{10em}}{\text{total number of votes cast*} \\ \hspace{10em} \text{(for + against + annulled)}} \times 100 \end{array}$$

* total number of vote rights cast = the number of voting rights validly cast ‘For’ or ‘Against,’ to which are added votes cast but annulled due to procedural defects (uncast votes and ‘Abstention’ indications are not taken into account”).

d) Open vote

Voting on the items on the agenda of the Ordinary General Meeting of Shareholders is by open vote. Shareholders exercise their vote by completing the open ballot, which includes all items on the agenda, as well as the voting options ‘*For*’ or ‘*Against*.’ If the shareholder adopts the ‘*Abstention*’ position, the indication shall be recorded as such, without it being considered a vote cast.

IV. Organisational Structure of the Ordinary General Meeting:

a) The President of the Ordinary General Meeting.

The Ordinary General Meeting of Shareholders is chaired by the President of the Board of Directors, in accordance with the provisions of the Articles of Incorporation of EVERGENT Investments, Art. 6, line (24).

b) The Secretariat of the OGMS has the responsibilities provided by Art. 129, paragraph 2 of Law no. 31/1990 on companies and by Art. 6, paragraph (25) of the Articles of Incorporation of EVERGENT Investments, for the purpose of drafting the ‘Minutes of the General Meeting,’ with a maximum of 3 members elected from among the shareholders listed on the voting forms (*special proxy, correspondence ballot, direct ballot*).

c) Technical Committees of the Ordinary General Meetings of Shareholders

The members of the Technical Committees have acknowledged and familiarized themselves with their specific responsibilities as set out in the procedures for conducting the OGMS. The Technical Committees are composed of employees of the company.

1. „*The Committee that is in charge of collecting votes cast prior⁶ to the General Meeting (through vote ballots or special proxies), with the verification and counting of votes*”- in accordance with Law no. 24/2017.

- Personnel appointed to the committee: i) are trained regarding the application of procedures for collecting information from postal ballots, special proxies, and the maintenance of confidentiality concerning the activities carried out and the documents handled; ii) shall securely store and ensure the confidentiality of the votes until the time when the draft resolutions on the agenda have been voted.
- The members of the committee have signed a "Confidentiality Agreement" whereby they undertake to keep safe and ensure the confidentiality and non-disclosure of personal data, shareholder holdings, and votes cast.
- Access to the electronic application is granted according to access levels, based on a password, and is strictly monitored. Designated operators carry out their activities from the date of the OGMS convening until the last day for casting votes in advance via Special Proxies or Correspondence Vote Ballots. Operators responsible for entering vote data do not have access to information regarding: the total number of votes recorded, votes entered by other operators, summary data, or any other consolidated information on the voting results.
- Summary information on votes cast in advance (*through printed vote ballot through correspondence, electronic vote or special proxy*) is disclosed only during the OGMS based on the minutes, after the votes cast in advance have

⁶ According to Law no. 24/2017, art. 105

- been collected and entered by the committee with appropriate responsibilities, along with the votes cast in the meeting.
- The minutes will include information regarding: the status of electronic votes recorded, the status of printed ballots collected by operators, the status of votes cast via special proxies collected by operators, and a consolidated overview of the votes cast.
 - Verification of the identity of shareholders voting electronically and step-by-step validation of the correctness of the electronic ballot, in accordance with the Voting Procedure, is performed automatically, with no votes that could be cancelled due to procedural flaws being recorded in the system.
 - Electronic voting means allow for subsequent verification of how votes were cast before or during General Meetings and also ensure that each shareholder present at General Meetings can verify their cast vote.⁷
 - The Company undertakes to keep all copies of the special proxies and vote through correspondence votes filed and registered in safe conditions and confidential.
2. The Technical Attendance Secretariat – prepares the attendance list of shareholders present at the meeting in person, through representatives, or by correspondence and the minutes of the attendance. It consists of IT specialists of the company assisted by representatives of the IT application provider.
3. Technical Secretariat for Vote Counting – counts and centralizes votes using a computer application managed by employees assisted by representatives of EVERGENT Investments' IT application provider.

Receives and centralizes the voting options received through the minutes regarding the situation of the votes cast prior to the OGMS, to which will be added the valid votes cast by the shareholders present in the room. The minutes are subject to verification and validation by the GMS Secretariat (team chosen by the OGMS).

The committee responsible for centralizing and recording votes cast through correspondence and special proxies also has within its scope of activity, the identification of shareholders who, on their own or together with persons with whom they act in a concerted manner, exceed 10% of the share capital of EVERGENT Investments S.A., in accordance with FSA Regulation no. 3/2016 on criteria and procedure for the prudential assessment of acquisitions and increases of shareholdings in entities regulated by FSA.

The measures adopted by the company, if any, shall be made public before the OGMS is conducted and shall be notified to FSA as well.

The Secretariat shall prepare *“The minutes of the technical secretariat for vote counting”*.

The provider of the IT app for attendance and voting certifies that *the application for management and conducting the OGMS complies with the requirements of applicable regulations⁸, namely:*

⁷ FSA Regulation no. 5/2018, art. 197 line (6).

⁸ Law no. 24/2017, Directive 2007/36/CE of the European Parliament and Council

- *Summary information regarding votes cast in advance (via printed or electronic correspondence vote ballot or special proxy) is disclosed to the committees with the appropriate responsibilities only during the OGMS, after the votes cast in the meeting have also been collected and entered.*
- *The operators responsible for entering voting data do not have access to information regarding: the total number of votes recorded, the votes entered by other operators, or summary data regarding the voting results.*
- *At the moment when the summary information regarding the vote is disclosed, the centralized situation of the pre-cast votes (via printed correspondence ballots, electronic ballots, and special powers of attorney) is handed over to the members of the technical secretariat during the OGMS. The minutes shall include information regarding: the situation of registered electronic votes, the situation of printed ballots collected by operators, the situation of votes from special powers of attorney collected by operators, and the centralized situation of the votes cast.*
- *In the case of exercising the vote by electronic means in accordance with ASF Regulation no. 5/2018, the electronic voting tools allow subsequent verification of the manner in which the vote was cast before or during the General Meeting.*

EVERGENT Investments has implemented the Information Security Management System (ISO 27001 standard), certified by SYSTEMA SRL Romania, with IAS (The International Accreditation Service) USA accreditation.

d) Notary public

A notary public participates in the proceedings and meeting of the OGMS, for the purpose of assisting and supervising the activity of the working teams elected by the OGMS and the deliberations during the meeting, based on the provisions of Article 129, paragraph (3) of Law no. 31/1990 on companies.

Within a maximum of 15 days from the date of the General Meeting, EVERGENT will publish on its own website the voting results, established in accordance with Article 105, paragraph (23¹) of Law no. 24/2017 on issuers of financial instruments and market operations.

V. Details regarding the Ordinary General Meeting of Shareholders

Time for establishing the quorum of attendance: The quorum of attendance is the one recorded 10 minutes after the starting time set in the Convening Notice for the meeting, before submitting the items on the agenda to a vote.

Duration of the Ordinary General Meeting of Shareholders: the meeting of the General Meeting is held starting from the convened time and for the entire period necessary to cover all the items on the agenda, without however exceeding the day of the convening and/or a period of 12 hours from the starting time.

In the event that there remain items on the agenda for which the debates have not been completed or no resolutions have been adopted, these are considered postponed and will be subject to debate in another general meeting of shareholders.

If the situation described above occurs, the President shall order the closing of the works of the OGMS

The real-time broadcast of the Ordinary General Meeting of Shareholders

EVERGENT Investments ensures real-time transmission of the General Meeting, with access available on the company's website www.evergent.ro (module "AGOA December 2025 – live") on the day and during the AGOA meeting, under the same authentication and access conditions provided for exercising the vote by electronic correspondence

Translation of the debates into English is provided.

The live broadcast of the General Meeting also includes the presentation of materials submitted for discussion by shareholders.

Cătălin Iancu
CEO

Gabriel Lupașcu
Compliance officer

Marius Pușcașu
Deputy Head of Corporate Governance
and Investor Relations