

**EGMS
April 29/30
2026
Item. 2**

**FSA authorized
AIFM no.
20/23.01.2018**

**FSA authorized
AIFRI
no. 101/25.06.2021**

Approval of the amendment to the maximum buy-back price per share under the Share Buy-back Operation approved by resolution of the Extraordinary General Meeting of Shareholders no. 2 dated October 29, 2025 from 3 lei/share to 4 lei/share. The operation shall continue at market price and under the terms approved by EGMS resolution no. 2 on October 29, 2025.

The characteristics of the share buyback operation, regarding the price and the number of shares involved, will be adjusted accordingly starting from the date of completion of the nominal value consolidation, subject to approval of this corporate event. In this case, the maximum buyback price will be 216 lei/share.

A) Presentation of the Buy-back operation approved by resolution of the Extraordinary General Meeting of Shareholders (EGMS) no. 2 on October 29, 2025

According to Resolution no. 2 on October 29, 2025, published in the Official Journal of Romania, Part IV no. 166 on 16.01.2026, EGMS approved the running of a buy-back operation for a maximum of 43,300,000 treasury shares, in compliance with applicable legal provisions, with the following main characteristics:

- a) *The Company will buy-back shares both for the purpose of reducing the share capital by cancelling shares and fulfilling its legal obligations to settle in financial instruments under the stock option plan (SOP) programs for the distribution of shares to employees, directors and officers of the Company.*
- b) *The buy-back of shares, up to a maximum number of 43,300,000 shares will be carried out on the market where the shares are listed and/or through public tender offers, as follows:*
 - i. *maximum 26,000,000 shares, representing 2.92% of the share capital will be bought-back for the purpose of lowering the share capital through share cancellation;*
 - ii. *maximum 17,300,000 shares, representing 1.94% of share capital will be bought-back for SOP.*
- c) *Minimum price per share: market price on BVB at the time the purchase is made.*
- d) *Maximum price per share: 3 lei.*
- e) *The buy-back operation will run during 2026 financial year, abiding by art. 1031 Companies' Law no. 31/1990.*
- f) *The implementation of the buy-back operation shall be from the Company's own sources, in accordance with applicable legal provisions.*

Authorises the Board of Directors to adopt all necessary decisions to implement the resolution regarding the share buyback operation, including, but not limited to: determining the acquisition methods and execution approach for each component of the operation, completing all steps and formalities required to implement the resolution, adopting measures to apply allocation criteria, determining beneficiaries and the number of rights/options to acquire shares, setting the exercise period for the rights, and preparing and publishing the informational documents in accordance with the law.

B) B) Status of the implementation of Resolution. 2 line b) item i) EGMS on October 29, 2025

In accordance with the resolution of the Board of Directors no. 1 dated January 15, 2026, on January 19, 2025 the first stage of the share buy-back operation, SOP component, was started in accordance with the parameters set by Resolution no. 2 adopted during the extraordinary general meeting of shareholders of EVERGENT Investments dated October 29, 2025.

The start and details of the buy-back operation were presented in the current report dated January 15, 2026.

In the period between January 19 and March 18, 2026, during the first stage of the share buyback operation aimed at distributing shares to the Company's employees, administrators, and directors under the "stock option plan" (SOP) a number of 2,054,402 shares, representing 32.61% of the maximum number of 6,300,000 shares approved in this stage were purchased.

C) Justification of the proposal to amend one of the conditions of the share buy-back operations, namely to increase maximum buy-back price per share, from 3 lei/share to 4 lei/share

Since the approval of the share buyback operation at the General Meeting of Shareholders on 29 October 2025, EVER shares have recorded a significant appreciation of 31.58%, rising from RON 2.28 per share to RON 3.00 per share at the close of trading on 18 March 2026. Additionally, during this period, a considerable number of trading sessions occurred at prices above the maximum approved buyback price of RON 3.00 per share, which prevented the Company from executing buybacks during those sessions.

Given the current market context, characterized by high volatility and the strong upward trend in EVER share prices from the date of approval of the buyback operation until 18 March 2026, it is considered necessary to increase the maximum buyback price in order to enable the fulfilment of General Meeting of Shareholders Resolution no. 2 of October 29 2025.

We also note that, subject to the adoption of the Resolution under item 2 on the agenda of EGMS on April 29/30 on nominal value consolidation, it is possible that, starting from the record date of this corporate event (August 14, 2026), the characteristics of the share

buyback operation approved by the Extraordinary General Meeting of Shareholders no. 2 on October 29, 2025, namely that the price and number of shares be adjusted in accordance with the consolidation factor (consolidation price shall be 216 lei per share calculated as follows: *maximum price submitted for approval under this item before consolidation x consolidation factor, namely $4 \times 54 = 216$ lei per share*).

Regarding the amendment to the condition on the maximum buyback price set out in point (d) of EGMS Resolution no. 2 of 29 October 2025, increasing it to the maximum value of RON 4 per share, we specify that the proposal aims to ensure the necessary conditions to enable the implementation of EVERGENT Investments' GMS resolution on the buyback of up to 43,300,000 shares, aligning it with the current market context.

The proposal to amend the condition regarding the maximum repurchase price per share will create the premises for implementing the EGMS Resolution and carrying out the Share Buyback Operation in compliance with the terms approved under EGMS Resolution no. 2 dated October 29, 2025. The buyback will continue at the market price of the EVER share on the acquisition date, but not exceeding RON 4 per share.

Last but not least, the proposal is made in consideration of complying with the legal obligations related to the execution of the share buyback program and ensuring the stock of shares necessary for fulfilling EVERGENT's obligations, as approved by EVERGENT Investments EGMS Resolution no. 2 dated October 29, 2025, taking into account the provisions of Article 29 (4) of Law no. 243/2019, as amended and supplemented by Government Emergency Ordinance no. 71/2024.

Draft EGMS resolution:

Approves the amendment of the maximum buy-back price per share under the Share Buy-back Operation approved by Resolution of the Extraordinary General Meeting of Shareholders no. 2 dated October 29, 2025, from 3 lei/share to 4 lei/share. The operation shall continue at market value and under the terms and conditions approved by EGMS Resolution no. 2 dated October 29, 2025.

In the event that the nominal value consolidation of the share is approved and subsequently completed, the maximum buyback price will be 216 lei per share. The characteristics of the share buyback operation, specifically the price and the number of shares involved, will be adjusted accordingly from the completion date, subject to the approval of this corporate event.

Claudiu Doros
President of the Board of Directors

Cătălin Iancu
CEO

Gabriel Lupaşcu
Compliance Officer