

TO: BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY  
Financial Instruments and Investments Sector

Current Report according to: Law 24/2017, FSA Regulation 5/2018  
Report date: March 24, 2023  
Regulated market on which the issued securities are traded:  
*Bucharest Stock Exchange, Premium Category*

Important event

## **Convening the Extraordinary and Ordinary General Meeting of Shareholders on April 27/28, 2023**

The Board of Directors has decided to convene the Extraordinary and Ordinary General Meeting of EVERGENT Investments shareholders on April 27/28, 2023, with the agenda from the attached Convening Notice. All shareholders registered in the register of shareholders at the end of April 13, 2023, which is the reference date, are invited to attend the meeting.

Among the most important items on the agenda of the General Meetings are the following:

1. In the Ordinary General Meeting of Shareholders:
  - approval of the distribution of dividends in the maximum amount of RON 82.7 million from the net result achieved in the financial year ended on December 31, 2022, comprised of the net profit and net gain reflected in the retained earnings from the sale of equity instruments classified at fair value through other comprehensive income (FVTOCI) and gross dividend of 0.09 RON/share (representing 70% payout and 7.1% dividend yield, at the closing price of March 23, 2023) for the shareholders registered on June 9, 2023. The payment date is June 28, 2023.
  - Approval of the Activity Program, as well as the Revenue and Expenditure Budget for 2023.
2. In the Extraordinary General Meeting of Shareholders, it is proposed the approval of two own share buyback programs – “Programs 8 and 9”. The company will buy back a maximum number of 9,200,000 shares through market operations (0.9566% of the registered share capital) in order to carry out “*stock option plan*” programs (Program 8), as well as a maximum of 10,000,000 shares (1.0398% of the registered share capital) through a public purchase offer, in order to reduce the share capital, by canceling the shares (Program 9).

EVERGENT Investments continues to provide BSE investors with a competitive return, by paying dividends and increasing the value of the EVER share. The company maintains its shareholder remuneration policy through with an optimal mix between the predictable dividend policy and annual buyback programs, which provides higher returns now and in the long run. This aspect is supported by the dividend distribution rates of recent years that demonstrate the stability of the company's cash flows and implicitly a strong financial position in the market.

The shareholders are invited to consult all the materials related to the EGMS and OGMS, available on [www.evergent.ro](http://www.evergent.ro) website, starting with Monday, March 27, 2023, which is the publication date of the Convening Notice in the Official Gazette of Romania, part IV.

Claudiu Doros  
President and CEO

Gabriel Lupaşcu  
Compliance Officer

## CONVENING NOTICE

The Board of Directors of EVERGENT Investments SA (the Company), headquartered in Bacău, 94C Pictor Aman St., Bacău district, registered with the Trade Registry under no. Jo4/2400/1992 and in the FSA register 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 ROSIFBACNORo, tax code 2816642, EUID: ROONRC. J/04/2400/1992, with subscribed and paid-up capital of 96.175.359,2 lei, hereby

## CONVENES

**The Extraordinary General Meeting of Shareholders** of EVERGENT Investments SA (EGMS) on the **27<sup>th</sup> April 2023** at **10<sup>00</sup>**

and

**The Ordinary General Meeting of Shareholders** of EVERGENT Investments SA (OGMS) on the **27<sup>th</sup> April 2023** at **11<sup>00</sup>**

The general meetings of shareholders will be held at the headquarters of EVERGENT Investments from Bacau, 94C Pictor Aman street, ground floor, “Ioan Măric” hall.

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, Companies’ Law no. 31/1990 and the provisions of EVERGENT Investments’ Memorandum of Association (FSA Authorization no. 108 of July 13, 2022 – [www.evergent.ro](http://www.evergent.ro)).

The Company’s share capital is comprised of 961.753.592 face shares, with a face value of 0,1 lei, dematerialized and undividable, each share granting the right to one vote in the General Meetings of Shareholders, except for a number of 51.472.896 shares representing 5.35% of the share capital, redeemed according to the Decisions of the Extraordinary General Meeting of EVERGENT Investments shareholders, who have suspended voting rights, according to article 105 paragraph 2 of Law no. 31/1990 on companies.

Only shareholders registered in the Shareholders’ Register held by Depozitarul Central SA, at the end of **13<sup>th</sup> April 2023**, set as **reference date**, are entitled to participate and vote in the extraordinary and ordinary general meeting.

## EGMS AGENDA

1	<p>Election of the Extraordinary General Meeting of Shareholders secretariat, consisting of 1-3 individuals, from among the company's shareholders, registered on the ballots.</p>
2	<p>Approval of own share buyback programs no. 8 and 9, in compliance with the applicable legal provisions and meeting the following main characteristics:</p> <ul style="list-style-type: none"> <li>a) Purpose of the programs: The company will buy back shares in order to carry out "<i>stock option plan</i>" (Program 8), as well as to reduce the share capital, by canceling the shares (Program 9).</li> <li>b) Number of shares that can be bought-back: (i) maximum 9,200,000 shares through market operations (0.956% of the registered share capital) for distribution to employees, directors and managers of the Company, within the "<i>stock option plan</i>" programs (Program 8) and (ii) maximum 10,000,000 shares (1.039% of the registered share capital) through a public purchase offer, in order to reduce the share capital by canceling the shares (Program 9).</li> <li>c) Minimum price per share: the minimum purchase price will be the BSE market price from the time of the purchase.</li> <li>d) Maximum price per share: 2 lei.</li> <li>e) Duration of each Program: maximum 18 months from the date of registration of the resolution in the Trade Register.</li> <li>f) The payment of the bought-back shares shall be made from the distributable profit or from the company's available reserves, rented in the last approved annual financial statement, except for the legal reserves registered in the 2022 financial statements, in accordance with the provisions of article 103 index 1 of Companies' Law no. 31/1990.</li> </ul> <p>Empowering the Board of Directors and individually its members to adopt all the necessary decisions in order to carry out the resolution, including going through all the stages and formalities for implementing the programs, applying the allocation criteria, determining the beneficiaries and the number of rights/options to acquire shares, the period of exercising the rights, the preparation and publication of information documents in accordance with the law.</p>
3	<p>Approval of the date of June 9, 2023 as registration date (ex-date June 8, 2023) for the shareholders impacted by the resolutions adopted by the Extraordinary General Meeting of Shareholders.</p>
4	<p>Empowerment of the Board of Directors and individually of its members to fulfill the resolutions adopted by the Extraordinary General Meeting of Shareholders. The authorization of 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 of publication and registration in the Trade Registry.</p>

## OGMS AGENDA

1	Election of the Ordinary General Meeting of Shareholders secretariat, consisting of 1-3 individuals, from among the company's shareholders, registered on the ballots.
2	Approval of the consolidated financial statements for the financial year ended on December 31, 2022, prepared in accordance with the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by FSA, approved by FSA Norm no. 39/2015 (including in the format compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format), accompanied by the Report of the Independent Auditor and Annual Report of the Board of Directors related to the consolidated financial statements.
3	Approval of the individual financial statements for the financial year ended on December 31, 2022, prepared in accordance with the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by FSA, approved by FSA Rule no. 39/2015 (including in the format compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format), accompanied by the Independent Auditor's Report, the Annual Report of the Board of Directors related to the individual financial statements and the Remuneration Report of EVERGENT Investments for the financial year 2022.
4	<p>Approval of dividend distribution from the net result of the financial year ended on December 31, 2022, comprised of net profit and net gains reflected in retained earnings from the sale of financial assets (equity instruments) classified at fair value through other comprehensive income (FVTOCI) and gross dividend of 0.09 lei/share.</p> <p>The total amount of dividends payable to shareholders shall be determined according to the number of shares that grant the right to collect dividends on registration date (excluding the own shares bought-back by the Company, held on the registration date), being a maximum of 82,712,573 lei.</p> <p>The distribution of dividends will be made from the net profit of the Company, and the difference up to the total value of the net profit will be distributed to "Other reserves".</p> <p>The costs related to the payments will be borne from net dividend value. Dividend payment is made through Depozitarul Central and Banca Transilvania, which is the payment agent. Approval of the date of June 9, 2023 as registration date (<i>ex-date</i> June 8, 2023) and June 28, 2023 as dividend payment date.</p>
5	Approval of the 2023 Activity Program in accordance with "EVERGENT' Investment Strategy and Policy" and the Revenue and Expenditures Budget for 2023.
6	Approval of the discharge of the directors for the financial year ended on December 31, 2022.
7	Approval of the prescription of the dividends related to the financial year 2019

	established by the Ordinary General Meeting of Shareholders Resolution no. 4 of April 27, 2020, not collected until June 11, 2023 and their registration according to the applicable regulations.
8	Approval of the date of June 9, 2023 as registration date ( <i>ex-date</i> : June 8, 2023) for the shareholders impacted by the resolutions adopted by the Ordinary General Meeting of Shareholders.
9	Mandating the Board of Directors, and individually its members to fulfill the resolutions adopted by the Ordinary General Meeting of Shareholders. Empowering, with the possibility of substitution, the President CEO and/or Deputy CEO to carry out all the legal procedures and formalities and to sign any documents necessary for the implementation of the Ordinary General Meeting of Shareholders resolutions, 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 Memorandum 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 on the reference date of **April 13, 2023** can participate in the General Meeting of Shareholders:

- a) In person, or through their legal representatives (in case of legal entities);
- b) Through representative based on special or general proxy;
- c) Written or electronic vote ballot, in accordance with the procedures displayed on [www.evergent.ro](http://www.evergent.ro).

**The access of individual shareholders**, entitled to participate in the General Meeting is granted based on the simple proof of their identity, based on their identity documents.

**Legal entities and non-incorporated entities** can participate in the General Meetings of Shareholders through their legal representative.

*The legal representative status* is ascertained based on the shareholders' list on the reference date, received from the Depozitarul Central. In case the data regarding the legal representative status have not been updated in the Depozitarul Central by the legal entity shareholder corresponding to the reference date, the proof of legal representative status shall be made based on certified copy of a certificate issued by the Trade Registry, or any other document issued by a competent authority of the state in which the shareholder is legally registered that certifies the legal representative status, still in its validity period.

The documents certifying the legal representative status, drawn up in a foreign language, other than English, will be accompanied by a translation made by a sworn translator into the Romanian or English language.

Shareholders without legal capacity as well as legal entities shareholders may be represented by their legal representatives who in their turn may authorize other individuals to represent them in a particular general meeting.

In case the shareholder is represented by a credit institution delivering custody services, he may vote in the General Meetings of Shareholders based on the vote instructions received through electronic communication means, without the need to draw up a special or general power of attorney by the shareholder. The Custodian votes in the General Meeting exclusively in accordance and within the limits of instructions received from its clients with shareholder quality on the reference date. The credit institution that delivers custody services shall send to EVERGENT Investments votes in the General Meeting exclusively, in accordance with, and within the limitations of the instructions received from its clients with shareholders quality 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](mailto:aga@evergent.ro)), until the deadline of **April 25, 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**, an affidavit of the representative of the credit institution prepared in accordance with applicable legal provisions and procedures of the General Meetings of EVERGENT Investments displayed on the website [www.evergent.ro](http://www.evergent.ro).

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

**Special proxies** and **vote ballots** compliant with incidental legal provisions are provided to the shareholders at the headquarters of the company and on the website [www.evergent.ro](http://www.evergent.ro).

The exercise of the electronic voting, by correspondence or by special proxy will be done starting from **April 13, 2023**.

Casting the vote option through proxies, written or electronic vote ballots is possible up to **25<sup>th</sup> April 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**, under the penalty of losing vote exercise right in the General Meeting of Shareholders.

**Special power of attorney** is granted by a shareholder to an individual and includes specific vote instructions from the issuer shareholder for each item on the agenda.

A shareholder may appoint only one individual for representation, and an alternate representative, in case the designated representative is unable to fulfil his/her mandate. A shareholder is allowed to grant a Special power of attorney *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 Statutory Statement given by the legal representative of the intermediary (defined in accordance with art. 2 paragraph (1) point 19 of Law no. 24/2017) or the attorney who received the power of representation according to applicable law and General Meeting Procedures of EVERGENT Investments displayed on the website [www.evergent.ro](http://www.evergent.ro).

General proxy granted by a shareholder for the entire holding on the reference date is submitted to the Company in copy, with the mention of compliance with the original under the signature of the representative. General Proxies are submitted or filed accompanied by the documents foreseen in the procedure at the headquarters of the Company (*Bacau, code*

600164, Pictor Aman St, no 94 C, 2<sup>nd</sup> floor, secretariat) on work days, between 9-16, or are sent as electronic document with extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, by e-mail to [aga@evergent.ro](mailto:aga@evergent.ro), up to the deadline – **25<sup>th</sup> April 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS.**

**Special proxies forms, written ballot forms, hand-signed, in original,** accompanied by documents in accordance with the Procedures approved and published in accordance with the Memorandum of Association are submitted or filed at the Company's headquarters (Bacau, code 600164, Pictor Aman St, no 94 C, 2<sup>nd</sup> floor, secretariat) on working days, between 09:00 – 16:00 or are filed as electronic document with extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, at the email address [aga@evergent.ro](mailto:aga@evergent.ro), up until the deadline – **25<sup>th</sup> April 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS.**

Documents submitted after the deadline date and time will be taken into account when establishing the presence quorum, without the right to vote in the General Meetings.

The revocation of a general/special power of attorney is made in writing, through any form of designation and should be submitted no later than the **25<sup>th</sup> April 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS.**

General/special proxies bearing a later date (registered by the deadline of **25<sup>th</sup> April 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the OGMS**) revoke the previously granted proxies.

Shareholders who have voted by special proxies or ballots may modify their initial voting option, the last vote cast being considered valid, provided that it be cast and registered up to the deadline on **25<sup>th</sup> April 2023, 10:00 a.m. for the EGMS, namely 11:00 a.m. for the 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 cancelled, the vote expressed in person or through representative being the one taken into consideration.

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

Direct participation of the shareholder in the General Meeting, either in person or through a representative will remove any other previously submitted vote option.

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

**The vote in the General Meetings, through any of the methods of voting allowed to the shareholders, can be expressed under the terms of Law no. 24/2017 regarding the issuers of financial instruments and market operations, only through one of the "for" or "against" voting options.**

In accordance with article 105, paragraph (23<sup>3</sup>) of Law no. 24/2017: "(...) *in the situation where the Memorandum of Association of the issuer does not provide otherwise, the position of "abstention" adopted by a shareholder with regard to the items on the agenda of a general meeting of shareholders does not represent a vote expressed*".

EVERGENT Investments Memorandum of Association does not in any way qualify the "abstention position", so this position can be adopted by the shareholder, without the "abstention" mention being considered a valid vote expressed, under the law.

## **II. Shareholders' right to enter new items on the agenda of the General Meeting and make decision proposals for existing items or items suggested to be included on the agenda.**

**One or more shareholders representing, either individually or together, at least 5% of the company's share capital**, may exercise the vote rights foreseen by article 105 paragraph (3) of Law no. 24/2017 on the issuers of financial instruments and market operations and art. 189, art. 199 of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations corroborated with the provisions of art. 117 index 1 of Companies' Law no. 31/1990, **only in writing, by 10<sup>th</sup> April 2023, at 17<sup>00</sup>**, by submitting the documents in original at the headquarters of the company (*Bacău, code 600164, Pictor Aman St. no. 94C, 2nd floor, Secretariat*), or by submitting them with extended electronic signature, by mail, to [aga@evergent.ro](mailto:aga@evergent.ro) (according to Law no. 455/2001 on electronic signatures). Requests must be accompanied by a justification and/or draft resolution presented for the approval of the General Meeting of Shareholders.

The shareholder and legal representative status, in case of legal entities shareholders or non-incorporated entities is proved based on documents issued by the Depozitarul Central, or participants defined under article 2 paragraph (1) point 19 of (EU) Regulation no. 909/2014 (according to the provisions of art. 194 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 the Depozitarul Central / the respective participants (art. 105 paragraph (11) of Law no. 24/2017).

## **III. Shareholders' rights to ask questions regarding the Agenda of the General Meetings of Shareholders**

Shareholders may exercise their rights foreseen by art. 198-199 FSA Regulation no. 5/2018 by **25<sup>th</sup> April 2023, 10:00 a.m.** EVERGENT Investments SA may respond by posting the reply on its own website under the "*Frequently Asked Questions*" section or in the General Meeting, if the requested information is public in nature and it is not included in the documents related to the agenda or in the institutional reports drawn up.

**Shareholders' questions shall be submitted in writing**, by submitting the original documents at the headquarters of the Company (*Bacau, code 600164, Pictor Aman St. no. 94C, 2<sup>nd</sup> floor, "secretariat"*), or by submitting it with extended electronic signature



via email at [aga@evergent.ro](mailto:aga@evergent.ro) (in accordance with Law. 455/2001 on electronic signature).

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

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

**The documents corresponding to the items on the agenda** are provided to shareholders on the website [www.evergent.ro](http://www.evergent.ro) and may be consulted at the company's headquarters (*Bacau, code 600164, Pictor Aman St. no. 94 C, 2<sup>nd</sup> floor, secretariat*) on working days, between 9:00 and 16:00.

The materials corresponding to the items on the agenda, the Organization and Conducting Procedure for General Meetings, the draft resolutions and the voting forms are provided to the shareholders once the Convening Notice is published in the Romania's Official Journal, part IV.

**The procedures for organizing and conducting the General Meetings of shareholders approved by the Board of Directors, according to the provisions of the Memorandum of Association, published on [www.evergent.ro](http://www.evergent.ro) website, are the following:** the *General Meeting of Shareholders' General Procedure*, which includes the functioning of the bodies of the Shareholders' Meetings and clarifications regarding the conducting of the General Meetings, the *Procedure for Voting by Representative* (special proxy, general proxy), the *Procedure for Voting by Correspondence* (written or electronic ballot).

**The extraordinary and ordinary general meetings may be viewed by shareholders registered on the reference date by accessing the website [www.evergent.ro](http://www.evergent.ro) using the access elements** (further mentions in the *GMS Organization and Conducting Procedure*).

If the quorum conditions are not met at the first call, according to the legal provisions and Company's Memorandum of Association, the Extraordinary General Meeting of Shareholders is convened on **April 28, 2023, 10:00 a.m.** and the Ordinary General Meeting of EVERGENT Investments shareholders is convened on **April 28, 2023, 11:00 a.m.**, maintaining the agenda, venue and reference date.

All the time points mentioned in this Convening Notice are referred to the official Romanian summer time (GMT+1).

***Live translation of the debates into English is provided***

Claudiu DOROȘ  
President and CEO

Michaela Pușcaș, Compliance Manager  
Georgiana Dolgoș, Director  
Irina Bibire, IR & Corporate Governance Manager