

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: 8 May 2024  
Regulated market on which the issued securities are traded:  
*Bucharest Stock Exchange, Premium Category*

### The approval of the “Stock Option Plan - Granting Rights/Options Plan”

EVERGENT Investments announces the investors on the approval by the Board of Directors of the “*Stock Option Plan - Granting Rights/Options Plan*” as part of the “*Benefits Plan for Directors, Officers, and Employees for the year 2023*”, based on the resolution of the Ordinary General Meeting of EVERGENT Investments shareholders no. 3 of 29 April 2024 regarding the approval of the separate financial statements for the financial year 2023 and in accordance with the company's “Remuneration Policy”.

In compliance with the Law no. 74/2015 on the alternative investment fund managers, FSA Regulation no. 10/2015, EU Directive on alternative investment fund managers (DAIFM), ESMA Guidelines on sound remuneration policies in accordance with DAIFMA and the Articles of Association of EVERGENT Investments, at least 50% of the variable remuneration will consist of shares or options to acquire shares within Stock Option Plan programs, in compliance with the legal regulations in force.

In accordance with the legal framework, entry into rights and allocation of shares will occur after a period of 12 months from the publication of the “*Information Document*” but not more than 15 months from the date of signing the “*Agreement*” at the time when the conditions of the “*Granting Rights/Options Plan*” are met and each beneficiary exercises their option.

We attach the “*Information Document regarding the offering of rights/options to purchase shares*” prepared in accordance with Chapter I, Article 1, paragraph (4), letter (i) of the Regulation (EU) No. 2017/1129.

Claudiu Doros  
President CEO

Gabriel Lupaşcu  
Compliance Officer



**INFORMATION DOCUMENT**  
**regarding**  
**the OFFERING OF RIGHTS/OPTIONS**  
**to members of management structure and employees**  
**to purchase EVERGENT Investments shares**

**- Stock Option Plan -**

*(Information document according to Regulation (EU) 1129/2017)*

**1. Responsible individuals**

- 1.1. Name and function of the individuals or name and headquarters of the legal entity responsible for the information included in the disclosure document

EVERGENT Investments SA, headquartered in Bacău municipality, no. 94C Pictor Aman Street, registered in the Trade Registry under no. JO4/2400/1992, with sole registration code no. 2816642, legally represented by Claudiu Doroș – President and CEO.

- 1.2. Statements of the responsible individuals referred to under item 1.1 above that the information contained in the disclosure document is, to the best of their knowledge, in accordance with reality

By reviewing the contents of this prospectus, EVERGENT Investments SA, through its legal representative, accepts responsibility for its contents and confirms that the information provided is in accordance with the facts and that it contains no omissions or untrue statements likely to materially affect the content of the document.

**2. Information regarding the Issuer**

- 2.1. Name, headquarters, tax code and Trade Registry no.

Issuer name: EVERGENT Investments SA  
Legal form: The Company is set-up as a Romanian private-law legal entity, organized as joint-stock company.  
Company type: EVERGENT Investments SA is classified, according to applicable regulations as Alternative Investment Fund of the Investment Companies type – FIAS, category: Alternative Investment Fund for Retail Investors (AIFRI), authorized by the Financial Supervisory Authority with authorization no. 101/25.06.2021 and operates abiding by the provisions of Law no. 74/2015 on the managers of alternative investment funds, Law no. 24/2017 on the issuers of financial instruments and market operations, Companies' Law no. 31/1990 and FSA regulations issued to apply primary legislation.  
Headquarters: Bacău municipality, no. 94C Pictor Aman Street, Bacau county, Romania.



Company registration: Trade Registry no. J04/2400/1992; EUID: ROONRC. J/04/2400/1992; Sole registration code 2816642; LEI code: 254900Y100025No4US14; FSA Registry no.: PJR07<sup>1</sup>AFIAA/040002; PJR09FIAIR/040003.

## 2.2. Share capital

- Value of subscribed and paid-up capital: 96.175.359,20 lei
- Number of issued shares: 961.753.592,00
- Nominal value of a share: 0,10 lei

## 3. Information on the offer or allocation of securities to current or former members of management or employees.

### 3.1. Decisions to offer securities to members of management and employees.

The granting of rights/options to purchase EVER shares to the member of management and employees, through the *stock option plan* type program, is based on:

- A. Art. 14 of the Memorandum of Association
- B. Ch. 7 of the Company's Remuneration Policy – approved through Resolution of the Ordinary General Meeting of Shareholders no. 3 on 28<sup>th</sup> January 2021;
- C. Resolutions of the General Meetings of Shareholders:
  - a. EGMS Resolution no. 3 on April 29, 2024 approving Program no. 10 for the buy-back of treasury shares with the purpose of running *stock option plan* type programs;
  - b. OGMS Resolution no. 3 on April 29, 2024 on the approval of the separate financial statements for 2023 financial year;
- D. Resolutions of the Board of Directors no. 8 and 9 on April 29<sup>th</sup>, 2024 approving the Report of the Appointing-Remuneration Committee on the meeting of performance objectives by the member of the management structure, key positions and all employees, according to the “Remuneration Policy and Practices for the Personnel Categories whose professional activities have a significant impact on its risk profile”, namely the granting of variable remuneration (*Benefit Plan* comprised of shares and cash) for year 2023.

### 3.2. Description of the operation: reason for offering shares, total number of securities offered, number of securities offered individually by category of investors.

- A. Reason for granting treasury shares:
  - The application, in accordance with the law, of the remuneration policy and rewarding the activity carried out within the company also takes into account the distribution of shares to directors, managers and employees of the company in order to encourage them to implement the company's objectives and achieve the long-term performance indicators;
  - Remuneration through Stock Option Plan programs allows the company's operating expenses to be reduced.



#### B. Total number of securities offered:

- A number of 11.699.555 treasury shares (1,2164% of total shares issued) will be offered through this *Stock Options Plan* and are to be allotted to directors, executive managers and employees of the Company;
- The amount of each beneficiary's entitlement under the programme is approved by the Decision of the Board of Directors No 9 of 29 April 2024.
- The option is granted to directors, managers and employees in office on 31 December 2023;
- For employees whose individual employment contracts began or were terminated in 2023, variable remuneration shall be granted in proportion to the period actually worked, subject to compliance with other granting criteria laid down by the collective employment contract; for employees whose individual employment contracts were terminated in 2023 and up to the date when BD resolution was adopted, for reasons not attributable to the employees, the variable remuneration shall be granted entirely in cash.

#### 3.3. Description of the type and class of securities being offered or allocated

The shares offered are of the same class as the existing ones, i.e. common, registered, indivisible, of equal value and dematerialized, issued at a nominal value of 0.10 lei/share and traded on the same regulated market.

#### 3.4. Period for subscription of shares

The right to benefit from the Benefit Plan as *Stock options plan* to receive a specified number of shares commences from the date of publication of this information document and the signing of the Agreement.

The right to exercise the option shall become valid upon the expiry of a minimum period of one year (12 months) from the date of publication of this document but not exceeding 15 months from the signing of the Agreement entered into with EVERGENT Investments SA. Failure to exercise the right within the agreed time limit leads to the forfeiture of the right to exercise the option.

#### 3.5. Price to exercise the subscription option

Each beneficiary exercises the option to purchase a set number of shares issued by the company, for a value of 1,2800 lei/share (closing price on April 26, 2024, the day before the approval of 2023 SOP), for an exercise price of zero lei/share.

#### 3.6. Any other information considered important by the issuer or FSA

Note on the tax regime applicable to the „*stock option plan*”

According to Law. 227/2015 on Tax Code, "*stock option plan*" type programs are regulated by the national tax legislation.



According to Tax Code, art. 7 item 39 "stock option plan" is "a programme run within a legal entity providing for the employees, directors and/or managers of the legal entity or its affiliated legal entities referred to in point 26(a) to be granted (c) and (d), the right to acquire at a preferential price or to receive free of charge a specified number of equity securities, defined in accordance with item 40, issued by that entity".

It also provides that "in order for a program to be qualified as stock option plan, that program should cover a minimum period of one year between the time the right is granted and exercised (purchase of shares)."

Benefits in the form of *stock option plan* rights are not considered taxable income for the Beneficiary at the time they are granted or at the time they are exercised by the Beneficiary, according to the provisions of Art. 76, paragraph 4, letter r) of the Tax Code.

This provision should be read in conjunction with the provisions of Article 94(3) of the Tax Code, concerning the determination of gain/loss on the transfer of securities, since investment income recorded by eligible persons as a result of the subsequent sale of shares acquired under stock option plan programmes is subject to income tax. Gains from transactions involving the sale of shares granted under an SOP become taxable only when the Grantee decides to sell those shares.

At the same time, this note is for general information purposes only and does not constitute legal or tax advice.

The present "Information document regarding the offering of rights/options to purchase EVERGENT Investments shares to the member of management structure and employees–Stock Option Plan" in prepared in accordance with art. 1 (4) letter (i) (EU) Regulation 1129/2017 which provides that the preparation and publication of a prospectus is not compulsory for securities offered, allotted or to be allotted to members of management or employees by their employer, provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment.

## **ISSUER**

### **EVERGENT Investments SA**

Claudiu Doros  
President and CEO

Gabriel Lupaşcu  
Compliance Officer