

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 26, 2021
Regulated market on which the issued securities are traded:
Bucharest Stock Exchange, Premium Category

Convening the Extraordinary General Meeting of Shareholders and Ordinary General Meeting of Shareholders on April 29/30, 2021

The Board of Directors has decided to convene the Extraordinary and Ordinary General Meetings of EVERGENT Investments shareholders on April 29/30, 2021, having the agenda from the attached Convening Notice. All shareholders registered in the register of shareholders at the end of April 16, 2021, which is the reference date, are invited to the meetings.

Among the most important topics on the agenda of the general meetings:

The Extraordinary General Meeting of Shareholders:

1. Approval of the reduction of the share capital from 98,947,917.60 lei to 98,121,305.10 lei, namely with the amount of 826,612.50, as a result of the cancellation of a number of 8,266,125 own shares acquired by the company, in compliance with the EGMS Resolution no. 4 of April 27, 2020.
2. Approval of a buyback program in order to reduce the share capital, by canceling the shares, with a maximum number of 19,625,000 shares, representing 2% of the share capital, which will result after the reduction of the share capital mentioned above.

The Ordinary General Meeting of Shareholders:

1. Approval of the individual and consolidated financial statements for the financial year 2020, accompanied by the reports of the auditor and of the Board of Directors.
2. Approval of a gross dividend of 0.043 lei / share, for the shareholders registered on May 19, 2021. The payment date is June 11, 2021. The proposed dividend provides a yield of 3%, based on the closing price of the EVERGENT Investments share in the BSE meeting of March 24, 2021, which was 1.43 lei / share.
3. Approval of the Activity Program and of the Revenue and Expenditure Budget 2021.



The Board of Directors of EVERGENT Investments maintains the shareholders remuneration policy through an optimal mix between the predictable dividend policy and annual buyback programs, which provides higher returns now and in the long run, compared to only paying the dividends.

EVERGENT Investments' investment strategy is based on an allocation of resources to ensure a robust organic growth of the company, but also capital increase for shareholders.

We recommend to the shareholders to consult all the EGMS and OGMS documents available on the website www.evergent.ro, starting with Monday, March 29, 2021, which is the date of publication of the Convening Notice in the Official Gazette of Romania, part IV.

In the context of the COVID-19 epidemic, we recommend to the shareholders the vote by correspondence at the General Meetings of Shareholders of April 29/30, 2021, according to the procedure presented in the Convening Notice and on the website.

Claudiu Doros
CEO

Michaela Pușcaș
Compliance Manager

CONVENING NOTICE

The Board of Directors of EVERGENT Investments SA (the Company) headquartered in Bacău, Pictor Aman St. no. 94C, Bacău district, registered with the Trade Registry under no. JO4/2400/1992 and in FSA register under no. PJRO7¹AFIAA/040002, ISIN ROSIFBACNOR0, tax code 2816642, EUID: ROONRC. J/04/2400/1992, with subscribed and paid-up capital of 98,947,917.6 lei, hereby

CONVENES

The Extraordinary General Meeting of Shareholders of EVERGENT Investments SA (EGMS) on April 29th, 2021 at 10⁰⁰
and

the Ordinary General Meeting of Shareholders of EVERGENT Investments SA (OGMS) on April 29th, 2021 at 11⁰⁰.

The general meetings of shareholders will be held at the headquarters of EVERGENT Investments SA from Bacău, Pictor Aman St. no. 94 C, ground floor, “Ioan Maric” 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, Law no. 243/2019 on alternative investment funds, Law no. 74/2015 on alternative investment fund managers and regulations of the Financial Supervision Authority for their application, Companies’ Law 31/1990 and EVERGENT Investments SA “Memorandum of Association” (FSA Authorization no. 21/01.03.2021 – www.evergent.ro).

The Company’s share capital is comprised of 989,479,176 nominative shares, with a nominal value of 0.1 lei, dematerialized and indivisible, each share awarding the right to one vote in the General Meeting of Shareholders, with the exception of a number of 20,033,330 shares bought back by EVERGENT Investments in accordance with EGMS Resolution no. 4 on 25.04.2016 (published in Romania’s Official Journal, Part IV, no. 2124/21.05.2019) and EGMS Resolution no. 4/27.04.2020 (Official Journal, Part IV-a no. 1655/11.05.2020), representing 2.025% of the share capital, whose vote right is suspended in accordance with art. 105 line 2 Companies’ Law no. 31/1990. The buyback program is currently running; shares bought back at the reference date, April 16th, 2021 shall be displayed on the website www.evergent.ro.

Only shareholders registered in the Shareholders’ Register held by Depozitarul Central SA at the end of **April 16th, 2021**, set as **reference date**, are entitled to participate and vote in the extraordinary and ordinary general meeting.

EGMS AGENDA

1	The election of the EGMS Secretariat, from among the company's shareholders, as per art. 129, line (2) of Companies' Law no. 31/1990.
2	<p>Approval of the reduction of EVERGENT Investments SA's share capital, based on art. 207 line (1) letter c) Companies' Law no. 31/1990, from 98,947,917.60 lei to 98,121,305.10 lei, namely with the amount of 826,612.50, following the annulment of a number of 8,266,125 own shares purchased by the company, in accordance with and motivated by EGMS Resolution no. 4 on 27.04.2020. Following the reduction, the share capital of EVERGENT Investments SA shall be 98,121,305.10 lei divided into 981,213,051 shares.</p> <p>Approval of the modification of article 3 line (1) of the Memorandum of Association, following the reduction of share capital, to have the following content: "Share capital is 98.121.305,10 lei and is divided in 981.213.051 shares".</p>
3	<p>Approval of the running of an own share buyback program ("Program 5") abiding by the applicable legal provisions, with the following main characteristics:</p> <p>a) Program purpose: The Company will buyback shares for the purpose of reducing the share capital, through share annulment.</p> <p>b) The maximum number of shares that can be bought back: maximum 19,625,000 shares (2% of the share capital that will result after the operation of the reduction according to item 2 on the agenda).</p> <p>c) Minimum price per share: the minimum purchase price shall be the BSE market price on the time the purchase is made.</p> <p>d) Maximum price per share: 2 lei.</p> <p>e) Program duration: maximum 18 months from the date the resolution is published in Romania's Official Journal, Part IV-a.</p> <p>f) The payment of redeemed shares will be made from the distributable profit or available resources of the Company registered on the latest annual statement approved, with the exception of legal reserves registered in 2020 financial statements, in accordance with the provisions of art. 103 index 1 Companies' Law no. 31/1990.</p> <p>g) the purchase of shares shall be made through public offering for a maximum number of 19,625,000 shares for the purpose of share capital reduction.</p> <p>The authorization of the Board of Directors and of its individual members to adopt all resolutions necessary for the fulfillment of the resolutions regarding the share purchase program.</p>
4	Approval of the date of May 19th, 2021 as registration date (ex-date May 18 th , 2021) for shareholders affected by the effects of the resolutions adopted by the extraordinary General Meeting of Shareholders.
5	Authorization of the Board of Directors and individually of its members to fulfill resolutions adopted by the Extraordinary General Meeting of Shareholders. Authorization, with substitution option, of the CEO and/or deputy CEO to carry out all legal procedures and formalities and sign any documents necessary for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including formalities for Trade Registry publication and registration.

OGMS AGENDA

1	The election of the secretariat of the Ordinary General Meeting of Shareholders from among the Company's shareholders, in accordance with art. 129, line (2) Companies' Law no. 31/1990.
2	Approval of the consolidated financial statements for the financial year concluded on December 31 st , 2020 prepared in accordance with Accounting Regulations according to the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by FSA, approved by FSA Rule no. 39/ 2015, accompanied by the Independent Auditor's Report and Consolidated Annual Report of the Board of Directors.
3	Approval of the individual financial statements for the financial year concluded on December 31 st , 2020 prepared in accordance with 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 accompanied by the Report of independent auditor and Annual Report of the Board of Directors.
4	<p>Approval of the distribution of dividends from the net result achieved in the financial year ended December 31, 2020, composed of the net profit and the net gain reflected in the retained earnings from the sale of FVTOCI equity instruments, and the gross dividend of 0.043 lei / share.</p> <p>The total amount of dividends payable to shareholders will be determined according to the number of shares that confer the right to collect dividends on the registration date (excluding the own shares bought back by the Company and held on the registration date), being a maximum of 42,123,789 lei and consists of:</p> <ul style="list-style-type: none"> • 5,827,026 lei net profit achieved in the financial year 2020, so that the entire profit of 2020 is distributed to dividends; • maximum 36,296,763 lei net gain reflected in the retained earnings achieved in the financial year 2020 from the sale of FVTOCI equity instruments. <p>The costs related to the payments are borne from the value of the net dividend. The payment of dividends is made through the Depozitarul Central and the paying agent Banca Transilvania.</p> <p>Approval of the date of May 19th, 2021 as registration date (ex-date May 18th, 2021) and the date of June 11th, 2021 as dividend payment date.</p>
5	Approval of 2021 Activity Program, in accordance with "EVERGENT Investments SA's Investment Strategy and Policy" and the Income and Expenditure Budget for financial year 2021.
6	Approval of the directors' discharge for 2020 financial year.
7	Approval of the prescription of the dividends related to the financial year 2017, set by the OGMS Resolution of April 27, 2018, not collected by October 2, 2021 and their registration in compliance with applicable regulations.
8	Approval of the date of May 19, 2021 as registration date (ex-date May 18, 2021) for the shareholders impacted by the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders.

9	Authorization of the Board of Directors, and individually of its members to implement the resolutions adopted by the Ordinary General Meeting of Shareholders. Authorization, with substitution option, of the CEO and/or Deputy CEO to carry out all legal procedures and formalities and sign all documents necessary for the implementation of the resolutions of the Ordinary General Meeting of Shareholders, including publication and registration formalities for the Trade Registry.
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I. Shareholders' right to participate to the General Meeting of Shareholders according to applicable regulations in the field, the provisions of the Memorandum of Association and Procedures for the organization and conducting of the meetings approved by the Board of Directors and published on the website www.evergent.ro.

Only shareholders registered in the Shareholders' Register on the reference date **April 16th, 2021** may participate to the General Meeting of Shareholders:

- a) In person, or through their legal representatives (in case of companies),
- 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.

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

Corporate shareholders or entities without legal status may participate to 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 Central Depository. In case the data regarding the legal representative status have not been updated in the Central Depository by the corporate shareholder appropriately on 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 corporate shareholders may be represented by their legal representatives who in they turn may authorize other individuals to represent them in a particular general meeting.

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.

Vote exercise starts on **April 16th, 2021**.

Casting the vote option through proxies, written or electronic vote ballots is possible up to **April 27th, 2021, at 10⁰⁰**, under the penalty of losing vote exercise right in the General Meeting of Shareholders.

Special proxy 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 fulfill 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 as per art. 2 line. (1) item 20 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. General Proxy is granted by a shareholder for the entire holding on the reference date and is presented to the company in copy, with the mention “according to the original” bearing the signature of the representative. General Proxies are presented / submitted accompanied by the documents according to the procedure, at the headquarters of the company, between 9-16, or submitted as electronic document with extended electronic signature via email to AGA@evergent.ro, up to the deadline on **April 7th, 2021, at 10:00**.

The **Special Proxies, Written ballot forms, signed in own handwriting, in original**, accompanied by the documents required by the Procedures approved and published in accordance with the provisions of the Memorandum of Association, are submitted/ delivered at the headquarters of the Company (*Bacau, Code 60014, Pictor Aman St., no. 94 C, 2nd floor, secretariat*) on work days, between 9-16 or submitted as electronic document with extended electronic signature in accordance with Law no. 455/2001 on electronic signature via email, at the following address: AGA@evergent.ro, – **until the deadline of April 27th 2021, at 10:00**.

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 **April 27th, 2021, at 10⁰⁰**.

General/ Special Proxies with a later date (registered up to the deadline on **April 27th, 2021 at 10:00**) have the effect of revoking 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 **April 27th, 2021, at 10:00**.

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, according to the Procedure for Vote through correspondence presented on the website www.evergent.ro.

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 92 line (3) *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 Companies’ Law no. 31/1990*, **only in writing**, up to **April 13th, 2021, at 17⁰⁰**, 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 (according to Law no. 455/2001 on electronic signature). Requests must be accompanied by a justification and/or draft resolution presented for the approval of the General Meeting of Shareholders.

The shareholder status, and in case of corporate shareholders or entities without legal personality, the legal representative status is proven based on the documents issued by the Central Depository or participants who supply custodian services (art. 194 FSA regulation no. 5/2018): account statement indicating the shareholder status and number of shares held along with documents certifying the registration of the information regarding the legal representative with the Central Depository or certified custodian (art. 92 line (11) 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 5/2018 by **April 27th, 2021, at 10⁰⁰**. 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, 2nd floor, “secretariat”*), or by submitting it with extended electronic signature via email at AGA@evergent.ro (in accordance with Law. 455/2001 on electronic signature).

The shareholder status (natural person or legal representative of a company) is ascertained based on the Shareholders’ Register on the reference date, based on identity documents, or before receipt, according to item II in the present Convening Notice.

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 and may be consulted at the company's headquarters (*Bacau, code 600164, Pictor Aman St. no. 94 C, 2nd floor, secretariat*) on work days, between 9:00 and 16:00.

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

The General Meeting conducting procedure includes: procedure for voting by representative (special proxy, general proxy), procedure for voting by correspondence (written or electronic ballot), general GMS procedure, operating method of the general meeting bodies and details regarding the conducting of the general meeting.

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

We provide the live translation of debates in the English language.

In case the statutory and legal quorum conditions are not met on the first convening, the EVERGENT Investments Extraordinary General Meeting of shareholders is convened on **April 30th, 2021 at 10:00** and the Ordinary General Meeting of Shareholders on **April 30th 2021, at 11:00**, with the same agenda and venue.

Given the context of the COVID-19 pandemic, the exceptional measures instituted by authorities on Romanian territory, and given the measures adopted by the Company's management to ensure the continuity of activity, protection of staff's health and safety, the good running of the relationship with the clients/investors, business partners, market institution, EVERGENT Investments **strongly recommends its shareholders to vote through correspondence at the General Meeting of Shareholders on the 29/30 April 2021 (preferably through electronic ballot**, using the secure application "electronic vote" in accordance with Law no. 455/2001 on electronic signature and in subsidiary vote through correspondence, delivery services or submission in person at the Company's registry).

Costel CEOCEA
President of the Board of Directors

Claudiu DOROS
CEO

Michaela PUSCAS
Compliance Officer