

CONVENING NOTICE
FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF SHAREHOLDERS OF
2PERFORMANT NETWORK S.A.

2PERFORMANT NETWORK S.A., a company registered with the Trade Registry attached to the Bucharest Tribunal under number J40/493/2010, EUID ROONRC.J40/493/2010, Sole Registration Code 26405652, with its headquarters at 6-8 Corneliu Coposu Blvd., Unirii View Building, 2nd floor, (office) ResCo-working09, 3rd District, Bucharest, Romania, with a subscribed and paid share capital of RON 1,303,304.30 lei (hereinafter referred to as the “**Company**”), represented by DORIN-CRISTIAN BOERESCU, in his capacity as chairman of the Board of Directors (the “**Chairman of the Board of Directors**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

CONVENES

The Extraordinary General Meeting of Shareholders (hereinafter referred to as the “**EGMS**”), at **Marmorosch Hotel, 2 Doamnei street, District 3, Bucharest**, on **22 April 2024, starting at 12:00**, for all the shareholders registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. by the end of **12 April 2024**, considered as **Reference Date** for this meeting; to the extent on the aforementioned date, due to any reasons, the quorum requirements stipulated by the law and by the Articles of Association are not met, the Chairman of the Board of Directors has convened and set, in accordance with art. 118 of the Companies Law, the date of the second EGMS of the Company on **23 April 2024, starting at 12:00**, at **Marmorosch Hotel, 2 Doamnei street, District 3, Bucharest**, with the same agenda and Reference Date; and

The Ordinary General Meeting of Shareholders (hereinafter referred to as the “**OGMS**”), at **Marmorosch Hotel, 2 Doamnei street, District 3, Bucharest**, on **22 April 2024, starting at 13:00**, for all the shareholders registered in the shareholders’ registry held by Depozitarul Central S.A. by the end of **12 April 2024**, considered as **Reference Date** for this meeting; to the extent on the aforementioned date, due to any reasons, the quorum requirements stipulated by the law and by the Articles of Association are not met, the Chairman of the Board of Directors has convened and set, in accordance with art. 118 of the Companies Law, the date of the second OGMS of the Company on **23 April 2024, starting at 13:00**, at **Marmorosch Hotel, 2 Doamnei street, District 3, Bucharest**, with the same agenda and Reference Date.

THE AGENDA OF THE EGMS IS THE FOLLOWING:

1. Approval of the delegation of the EGMS' duties regarding the decision to increase the share capital of the Company to the Board of Directors under the provisions of art. 114 para. (1) and art. 220¹ para. (2) of the Companies Law and under the provisions of art. art. 86 para. (2) of Law no. 24/2017, respectively, for a period of three (3) years, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding half of the subscribed share capital, existing at the time of the decision and authorization, namely by up to RON 651,652.15 and the approval of the amendment of the Articles of Association, respectively, through the amendment of article 15.1 of the Articles of Association, which will read as follows:

"15.1. The Company will be able to increase its share capital as follows:

- (1) Under a Resolution of the Extraordinary General Meeting of Shareholders or*
- (2) In accordance with the decisions adopted by the Board of Directors, under the delegation of the duties of the Extraordinary General Meeting of Shareholders relating to the increase of the share capital and the authorisation of the Board of Directors for a period of three (3) years, ending on [22/23] April 2027 to decide on the increase of the Company's share capital, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding half of the subscribed share capital, existing at the time of the decision and authorization, namely by up to RON 651.652,15,*

subject to the terms and conditions set forth herein and in accordance with the provisions of Law 31/1990 on companies, republished, as further amended and supplemented and the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented and any other provisions of the capital markets legislation"

2. Approval of the contracting by the Company of one or more financing and / or credit facilities (or, as the case may be, supplementing the existing ones) with a total aggregate amount of up to RON 10,000,000 (or equivalent in foreign currency) for financing working capital / investments, as well as the approval of the guarantee by the Company of the financial obligations (credit, interest, penalties, other costs) deriving from the credit facility(ies) referred to above, with movable mortgage over all the Company's accounts, movable and/or immovable mortgages over any of the Company's assets, as such will be requested by / agreed with the lending entities for granting the loan(s) (or, as the case may be, for supplementing the existing loans). For the implementation of the resolution, the Board of Directors is authorized, with the possibility to sub-delegate, in the name and on behalf of the Company, with full power and authority, to decide upon the lending entities, to negotiate the terms and conditions of the credit facility(ies) (or, as the case may be, the addenda to the existing facilities), to sign the credit agreement(s), guarantee agreements (movable/immovable), any addenda deriving from these agreements (e.g. addenda for reducing or extending the credit facility), as well as any other documents, including promissory notes that the lending entity will request from the Company in order to grant the loan (as the case may be, to supplement the existing loan), in connection with the above operations.

3. Approval of the authorization of the persons mentioned below to jointly, by the joint signature of at least 2 (two) of them, in the name and on behalf of the Company, for a period of 3 (three) years from the date of the resolution, to sign and take all necessary and legal steps to represent the Company before Alpha Bank Romania S.A., as well as before any of its branches/agencies (the “**Bank**”), in order to make payments regardless of their amount from the accounts opened by the Company with the Bank, in EUR/ RON/ USD, as well as in order to open in the Company's name one or more current and/or savings accounts in EUR/ RON/ USD, as well as to operate and close them (individually referred to as the “**Account**” and collectively the “**Accounts**”):

- i. Ms. Ionaş Elena Adriana, Romanian citizen [confidential personal identification data]; and
- ii. Ms. Popescu Simona Manuela, Romanian citizen [confidential personal identification data]; and
- iii. Ms. Botis Roxana Elena, Romanian citizen [confidential personal identification data].

(hereinafter individually referred to as the “**Proxy**” and collectively as the “**Proxies**”)

For this purpose, the Proxies are authorized to issue orders, instructions and sign any document relating to the operation of the Accounts including, but not limited to the following:

- i. to sign and submit any documents required for the opening, operation and closing of the Accounts;
- ii. to carry out, in accordance with the law, any operation on the Accounts, including unlimited cash withdrawals/deposits, bank transfers from the Accounts, in accordance with the law, regardless of their amount;
- iii. to constitute/liquidate deposits, purchase, redeem, extend certificates of deposit with coupons, which shall bear the joint signature of the Proxies;
- iv. to carry out any operation/formality necessary for the operation of the Accounts, the debit cards attached thereto and the Internet Banking service;
- v. to take possession of the PINs of the cards attached to the Accounts and the passwords of the Internet Banking service;
- vi. to carry out any other formalities necessary for the operation of the Accounts, the debit cards attached thereto and the Internet Banking service;
- vii. to close, when they deem appropriate, the Accounts and to withdraw/transfer the funds existing in the Accounts at the date of their closure.

The Proxies may prepare/fill in and sign forms, applications and declarations, pay fees of any kind and any other fees in connection with the execution of this resolution, file and collect documents, validly representing the Company in its relations with the Bank and with third parties and legal entities, signing on behalf of the Company and for the Company wherever necessary, within the limits of this mandate, their signature being binding on the Company.

4. Approval of the amendment of article 3.2 of the Articles of Association, which will read as follows:
“3.2. The company may open branches, subsidiaries, agencies or offices in Romania and abroad, according to the provisions of these Articles of Association and with due observance of the applicable legislation in force in Romania.”
5. Approval of the deletion of letter d) from Article 10.4 of the Articles of Association (with the consequent renumbering of the following letters).
6. Approval of the amendment of Article 11.1 of the Articles of Association, which will have the following content:
“11.1 The company is managed, in a unitary system, by a Board of Directors composed of 3 members up to 5, Romanian or foreign persons, of which at least one independent, appointed by the general meeting of shareholders for a term of 4 years, with the possibility of being re-elected for new successive terms. The majority of the members of the Board of Directors are nonexecutive directors. The directors may be natural or legal persons, without any limitation, in accordance with the legal provisions in force. The Board of Directors may establish advisory committees consisting of at least 2 board members and tasked with conducting investigations and making recommendations to the board in areas such as auditing, remuneration of directors, managers, auditors and staff, or nominating candidates for various management positions. The committees shall report regularly to the Board of Directors on their work.”
7. Approval of the amendment of article 11.6.6. of the Articles of Association, which will read as follows:
“11.6.6. For the validity of the meetings of the Board of Directors, at least 3 (three) directors are required to participate in the meeting, one of which shall be the Chairperson of the Board. The decisions of the Board of Directors of the Company are validly adopted only with the vote of the majority of the directors present at the meeting.”
8. Approval of the amendment of letter f) of article 11.7.4 of the Articles of Association, which will read as follows:
“f) To decide and represent the Company on the establishment, dissolution, modification of any branches, agencies, offices or other entities without legal personality of the Company, as well as of any entities with legal form (subsidiary) in which the Company is or wishes to become a party (including but not it is limited to commercial companies, NGOs, associations without legal personality, etc.), to subscribe participations (regardless of their value), to approve and to sign the articles of association and any other documents required in this respect, to participate in the meetings of the management bodies of these entities, in the name and on behalf of the Company and to vote in the name and on behalf of the Company during the meetings of the respective management bodies and to sign the resolutions thereto;”
9. Approval of the abolition of the Advisory Committee established by the Ordinary General Meeting of Shareholders and the consequent deletion of Article 11.8 of the Articles of Association.
10. Approval of the deletion of Article 19 of the Articles of Association (with the consequence of the renumbering of the following article).

11. Setting the date of:

- 10 May 2024 as registration date for identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
- 9 May 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018.

As they are not applicable to this EGMS, the shareholders will not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018, such as date of the guaranteed participation and the payment date.

- 12. Approval of the authorisation of the Board of Directors and/or of any member of the Board of Directors and/or of the Company’s General Manager, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolution of the EGMS, the updated Articles of Association, to file and to request the publication of the EGMS resolution in Part IV of the Official Gazette of Romania, to pick up any documents, to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any necessary, useful or advisable operations for implementing and ensuring the enforceability of the resolutions which will be adopted by the EGMS.**

THE AGENDA OF THE OGMS IS THE FOLLOWING:

1. Approval of the annual financial statements prepared for the financial year ended on 31 December 2023, together with the Board of Director’s annual report and the independent auditor’s report. In the financial year ended on 31 December 2023, the Company registered a net accounting profit in the amount of RON 869,432, of which the amount of RON 49,354 will be allocated to the constitution of legal reserves, and the difference of RON 820,078 will remain undistributed.
2. Approval of the discharge of liability of the Board of Directors for the financial year ended 31 December 2023 (*Secret Vote*).
3. Approval of the income and expenses budget for the financial year 2024, in accordance with the materials presented to the OGMS.
4. Approval of the Company’s remuneration report for 2023, in accordance with the materials presented to the OGMS.
5. Election of two new members of the Board of Directors, from among the candidates proposed by the current members of the Board of Directors and/or by the shareholders of the Company, for a term of three (3) years, starting from the date of the OGMS resolution and ending on 22 April 2027, subject to the approval of item 6 on the EGMS agenda. The candidates who have been proposed by the current members of the Board of Directors are as follows:

- **Oane Vladimir**, Romanian citizen, [confidential personal identification data]; and
- **Pavel Matei-Mihail**, Romanian citizen, [confidential personal identification data].

The current terms of office of the other members of the Board of Directors will remain in force in accordance with the terms and conditions applicable to them.

(Secret Vote)

6. Approval of the remuneration of the members of the Board of Directors for the financial year 2024 at a maximum aggregate level of RON 130,000 (net amount).
7. Approval of the maximum limit of RON 630,000 (net) for the fixed remuneration of the General Director of the Company for the financial year 2024, to which is added the variable remuneration or any other benefits established in accordance with the remuneration policy of the Company.
8. Setting the date of:
 - 10 May 2024 as registration date for identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
 - 9 May 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018.

As they are not applicable to this OGMS, the shareholders will not decide on the other relevant dates set out in art. 176 paragraph (1) of Regulation no. 5/2018, such as date of the guaranteed participation and the payment date.

9. Approval of the authorisation of the Board of Directors and/or of any member of the Board of Directors and/or of the Company’s General Manager, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the OGMS resolution, to file and to request the publication of the resolution in Part IV of the Official Gazette of Romania, to pick up any documents, to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any necessary, useful or advisable operations for implementing and ensuring the enforceability of the resolutions which will be adopted by the OGMS.

GENERAL INFORMATION REGARDING THE OGMS/EGMS

a) Participation in the OGMS/EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS/EGMS, in accordance with the legal provisions applicable to companies that are listed on the Multilateral Trading System MTS-AeRO and those of the Articles of Association, in person (or represented by legal representatives), by proxy (based on a special or general power of attorney), considering the applicable legal requirements, online or by correspondence (based on a correspondence voting ballot).

The access and/or the vote of the shareholders entitled to attend the OGMS/EGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for the foreign citizens).

The **representatives of shareholders - natural/legal persons** will be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for the foreign citizens), accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be.

The capacity as shareholder and also, in case of shareholders - legal persons or entities without legal status, **the capacity as legal representative** shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

In case: a) the shareholders - natural persons did not register in the system of Depozitarul Central S.A. the valid and updated identification data, then they will also present a copy of the updated identity document (identity card/ passport/ residence permit); b) the legal representative of the shareholders - legal persons is not mentioned in the list of shareholders received from Depozitarul Central S.A., then they will also present an official document attesting their capacity as legal representative of the signatory of the special power of attorney (issued by a competent authority, original or certified copy, not older than 6 months before the date of publication of the convening notice of the OGMS/EGMS).

Information concerning the special and general powers of attorney, online vote and the correspondence vote is set out at points c), d) and e) below.

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English (this is also applicable in case of participation and voting in accordance with points c) and d) below).

b) Documents related to the agenda of the EGMS and OGMS

Starting with the date of publication of the convening notice in the Official Gazette (19 March 2024), all the information materials regarding the items included on the agenda of the OGMS/EGMS shall be available on the Company's website <https://ro.2performant.com/aga/>. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS/EGMS.

c) The right to propose candidates for the position of member of the Board of Directors

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors. In this regard, they will specify in the proposal information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

(i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);

(ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors; and

(iii) the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials).

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (accompanied by the documents attesting the identity of the shareholder/ candidate), sending in this regard a written request to the address secretariataga@2performant.com, no later than **4 April 2024 at 23:59**, with the written mention "Proposal for candidates for the position of member of the Board of Directors".

The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be published on the Company's website, in the section dedicated to the relationship with investors (<https://ro.2performant.com/aga/>).

d) General Powers of Attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at 6- 8 Corneliu Coposu Blvd., Unirii View Building, 2nd floor, (office) ResCo-working09, 3rd District, Bucharest, Romania, in copy, containing the mention of conformity with the original under the signature of the representative or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address secretariataga@2performant.com, so as to be registered with the Company's registration desk **until 19 April 2024, at 12:00**.

For the validity of the mandate, the proxy should have to be either an intermediary (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

(i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case may be, to the lawyer;

(ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

e) The special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

The **special powers of attorney** may be granted to any person for the representation within one general meeting of shareholders and contain specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company’s registered headquarters at 6-8 Corneliu Coposu Blvd., Unirii View Building, 2nd floor, (office) ResCo-working09, 3rd District, Bucharest, Romania, including by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address secretariataga@2performant.com, in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk **until 19 April 2024, at 12:00**, clearly mentioning on the envelope or in the subject of the e-mail “*For the Extraordinary/Ordinary General Meeting of Shareholders convened for 22 April /23 April 2024*”.

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the OGMS/EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and made available as described at letter b).

f) The online vote

The online vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://2p.evot.ro/login> on any device connected to the Internet.

For identification purposes and online access to the OGMS/EGMS, the shareholders will provide the following information:

In the case of natural persons

- last name and first name;
- personal numerical code;
- e-mail address;
- copy of the identity document (identity card, passport, residence permit)*;
- telephone number (optional).

In the case of legal persons:

- name of the legal person;
- sole registration code (CUI);
- last name and first name of the legal representative;
- personal numerical code of the legal representative;
- e-mail address;
- the identity document of the legal representative (identity card, passport, residence permit)*;
- copy of the certificate of status (in Romanian *certificat constatator*) issued by the trade

registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the reference date*;

- telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator whose signature has been certified by the notary public.

*the electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The shareholder can log in and vote whenever he/she/it wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the registered one. In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Company's Shareholders Registry on the Reference Date, the shareholder will be notified and will be directed to contact the shareholder relations Officer at secretariataga@2performant.com, or telephone number +40 374 996 354.

g) The shareholders' right to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS/EGMS.

The shareholders' rights mentioned above may be exercised only in writing (sent via courier at the Company's headquarters or via e-mail, in compliance with the regulations issued by the FSA, to the address secretariataga@2performant.com) no later than **4 April 2024**.

The identification requirements mentioned at letter a) above are also applicable to the shareholder(s) - natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the OGMS/EGMS agenda.

To the extent the exercise of the right provided in letter e) above determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

h) The shareholders' right to ask questions concerning the agenda

Every shareholder has the right to submit questions regarding the items included on the agenda of the EGMS. The questions may be submitted to the Company via e-mail at the address secretariataga@2performant.com, so as to be received by the Company's **until 19 April 2024, at 12:00**.

The right to ask questions and the obligation to address them may be limited by the measures that the Company may adopt in order to identify the shareholders (in accordance with the provisions of Regulation no. 5/2018), to ensure the good process and preparation of the general meetings, as well as to protect the confidentiality and the commercial interests of the Company. The Company may provide a general answer for the questions with the same content. It will be considered that an answer is given if the relevant information is available on the Company's website, in question-response format.

DORIN-CRISTIAN BOERESCU

Chairman of the Board of Directors
