

INFORMATION MATERIALS ON THE ITEMS INCLUDED ON THE AGENDA OF THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS OF 2PERFORMANT NETWORK S.A. (the “Company”) dated 22 April 2024 (first convening) / 23 April 2024 (second convening)

1. Item 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”

The proposal to delegate the powers of the EGMS in relation to the resolution to increase the share capital of the Company to the Board of Directors of the Company for a period of three (3) years, through one or more issues of ordinary, registered and dematerialised shares, with the power to increase or decrease the shareholders’ pre-emptive rights for a given issue, with a nominal value not exceeding half of the subscribed share capital existing at the time of the resolution and authorisation, i.e. by up to 651,652.15 RON, is intended to facilitate the financing of the Company’s current activity, i.e. obtaining financing for ongoing projects and/or new projects to be carried out by the Company.

2. Items 4, 5 and 8:

The approvals submitted to the EGMS under points 4, 5 and 8 relate to the amendment of the Articles of Association with regard to the power of the General Manager to decide on the

establishment of any branches, agencies, workplaces or other entities without legal personality of the Company, as well as any entities with legal personality (subsidiaries). Thus, the purpose of the proposals to approve amendments to the Articles of Association is to align the existing provisions in the Articles of Association and to facilitate the establishment by the Company of entities with or without legal personality in the operational activity of the Company, including for the development of business abroad.

3. Items 6 and 7

The proposed amendments to Articles 11.1 and 11.6.6 of the Articles of Association concerning the change of the number of members of the Board of Directors from 3 to 5 and the establishment of a quorum of the Board of Directors' meetings to 3 members are based on the need to increase the number of members of the Board of Directors in relation to the development of the Company's projects and commercial activity. Thus, to the extent that the number of members of the Board of Directors will be approved between 3 and 5, the quorum conditions will have to be modified accordingly, so that for the validity of the meetings of the Board of Directors the participation of at least 3 Directors is required.

4. Item 9:

The proposal to abolish the advisory committee set up by the Ordinary General Meeting of Shareholders is based on the fact that the usefulness of the advisory committee no longer lies in relation to the Company's development projects and activities. It is therefore proposed to delete Article 11.8 of the Articles of Association concerning the functioning of the Advisory Committee.

5. Item 10

In line with the new approach communicated by ONRC, and in accordance with the provisions of Article 8 of the Companies Law, the inclusion of the beneficial owners of the Company in the Articles of Association is not mandatory, so it is proposed to delete Article 19 of the Articles of Association providing for the beneficial owners of the Company.