

**EXPLANATORY NOTES WITH RESPECT TO THE ITEMS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF 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 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.

Please refer to the document they made available separately on the website of the Company at <https://ro.2performant.com/aga/>.

- 2. Item 2:** Approval of the discharge of liability of the Board of Directors for the financial year ended 31 December 2023.

The directors are liable towards the Company for non-compliance with the legal provisions regarding their attributions, as well as for non-compliance with their obligations based on the mandate granted by the shareholders, by the articles of association or by the decisions of the general meeting of shareholders.

Approval of discharge shall be requested on the basis of the approval of the annual financial statements drawn up for the financial year ending 31 December 2023, accompanied by the report of the Board of Directors and the report of the independent auditor. The OGMS must decide on the discharge of the members of the Board of Directors in the light of the abovementioned documents (made available separately on the website of the Company at <https://ro.2performant.com/aga/>).

- 3. Item 3:** Approval of the income and expenses budget for the financial year 2024, in accordance with the materials presented to the OGMS.

Please refer to the document they made available separately on the website of the Company at <https://ro.2performant.com/aga/>.

- 4. Item 4:** Approval of the Company’s remuneration report for 2023, in accordance with the materials presented to the OGMS.

Please refer to the document they made available separately on the website of the Company at <https://ro.2performant.com/aga/>.

- 5. Item 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.

The operational activity of the Company has developed during the previous financial years. Thus, in order to streamline the management of the Company's business and in accordance with the applicable provisions, it is proposed to increase the number of members of the Board of Directors from 3 to 5 members, subject to the approval of item 6 on the EGMS agenda concerning the amendment of the Articles of Association to this effect. According to the applicable provisions, new members of the Board of Directors may be nominated by the current members of the Board of Directors.

The resumes of the candidates proposed by the current Board of Directors for the position of new members of the Board of Directors are available on the Company's website at <https://ro.2performant.com/aga/>.

- 6. Item 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).

The proposed level of remuneration shall aim to be sufficient to attract, retain and motivate members of the Board of Directors as competent and experienced persons. Remuneration shall be based on the principle of fair reward and motivation of the members of the Board of Directors.

- 7. Item 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.

In accordance with the legal provisions and the articles of association of the Company, the remuneration of the General Director is established by the Board of Directors of the Company, within the limits previously approved by the Company's General Meeting of Shareholders. Thus, the proposed maximum limit of the remuneration of the General Director of the Company for the financial year related to year 2024 is the one mentioned above, to which is added the variable remuneration or any other benefits established in accordance with the remuneration policy of the Company (if applicable).