

SPECIAL POWER OF ATTORNEY
FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (EGMS) OF
2PERFORMANT NETWORK SA

convened for 22.04.2024, 12:00 Romanian time (first convening)/ 23.04.2024, 12:00 Romanian time (second convening)

The undersigned _____ [name of the shareholder, natural person], identified through _____ [identity document], series _____, number _____, issued by _____, at date _____, domiciled at _____, personal code _____

or

The company _____ [name of the shareholder legal entity], headquartered at _____, registered with the Trade Registry under the number J ____/____/____, EUID: J ____/____/____, having the Unique Registration Code _____, legally represented by _____, in his/her/its capacity as _____,

as shareholder of **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 (hereinafter referred to as the "**Company**"),

holding a number of _____ shares, representing _____% of the total number of shares issued by the Company and _____% of the total number of voting rights,

hereby empower _____ identified through _____ [identity document], series _____, number _____, issued by _____, at date _____, domiciled at _____,

personal code _____, as the representative of the undersigned/ the subscribed in the EGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders' Register as follows:

1. Point 1 on the agenda, respectively:

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,

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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.”

FOR	AGAINST	ABSTENTION

2. Point 2 on the agenda, respectively:

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.

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FOR	AGAINST	ABSTENTION

3. Point 3 on the agenda, respectively:

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 the 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.

FOR	AGAINST	ABSTENTION

4. Point 4 on the agenda, respectively:

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.”

FOR	AGAINST	ABSTENTION

5. Point 5 on the agenda, respectively:

Approval of the deletion of letter d) from Article 10.4 of the Articles of Association (with the consequent renumbering of the following letters).

FOR	AGAINST	ABSTENTION

6. Point 6 on the agenda, respectively:

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.”

FOR	AGAINST	ABSTENTION

7. Point 7 on the agenda, respectively:

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.”

FOR	AGAINST	ABSTENTION

8. Point 8 on the agenda, respectively:

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;”

FOR	AGAINST	ABSTENTION

9. Point 9 on the agenda, respectively:

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.

FOR	AGAINST	ABSTENTION

10. Point 10 on the agenda, respectively:

Approval of the deletion of Article 19 of the Articles of Association (with the consequence of the renumbering of the following article).

FOR	AGAINST	ABSTENTION

11. Point 11 on the agenda, respectively:

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 (l) 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.

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FOR	AGAINST	ABSTENTION

12. Point 12 on the agenda, respectively:

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.

FOR	AGAINST	ABSTENTION

[NOTE: Indicate your vote by checking with an "X" one of the boxes "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is ticked with an "X" or no box is ticked, that vote shall be considered null and void.]

This proxy form has been made available in 3 (three) counterparts, having the following purposes: one for the shareholder, the second for the representative and the third for the Company.

The proxy form dedicated to the Company will be accompanied by a copy of the identity document or registration certificate of the represented shareholder.

[NOTE: In case: 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 attach 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 EGMS)].

The deadline for the Company to receive the special power of attorney for the EGMS is 19.04.2024, at 12:00 (Romanian time).

Date: _____

Signature: _____