

ARTICLES OF ASSOCIATION OF 2PERFORMANT NETWORK S.A.

6-8 Corneliu Coposu Blvd., Unirii View Building, 2nd floor, (office) ResCo-working09, 3rd District,
Bucharest, Romania

J40/493/2010, Sole Registration Code 26405652

(the "**Company**")

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The shareholders of the Company, represented by Mr. BOERESCU DORIN-CRISTIAN, in accordance with the provisions of the Companies Law no. 31/1990, as subsequently amended and supplemented (the "**Company Law**") and in accordance with the Resolution of the Extraordinary General Meeting of Shareholders dated 22 April 2024, we decided to adopt these updated Articles of Associations of 2PERFORMANT NETWORK S.A. under the terms and conditions set out below:

ARTICLE 1 - NAME OF THE COMPANY

1.1 The name of the company is 2PERFORMANT NETWORK S.A. according to the proof of availability and reservation of name no. 37950 / 03.02.2015.

1.2 In all documents, letters and publications issued by the Company, the name of the company will be followed by the words "joint stock company" or the initials "S.A.", the company's headquarters, the registration number at the Trade Register, the sole registration code and share capital.

ARTICLE 2 - LEGAL FORM OF THE COMPANY

The company is an open-type Romanian legal entity, having the form of a joint stock company and carries out its activity in accordance with these Articles of Association, the Companies Law, the legislation applicable to companies whose shares are traded on a Multilateral Trading System (or, as the case may be, on a regulated market), including Law 126/2018 on markets in financial instruments and Law 24/2017 on issuers of financial instruments and market operations.

ARTICLE 3 - HEADQUARTERS OF THE COMPANY

3.1. The registered office of the Company is located at 6-8 Corneliu Coposu Blvd., Unirii View Building, 2nd floor, (office) ResCo-working09, 3rd District, Bucharest, Romania. The registered office of the Company may be relocated to any other place in Romania, in accordance with the law and these Articles of Association.

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.

ARTICLE 4 - DURATION OF THE COMPANY

The duration of the Company is undetermined, starting with the date of its registration with the Trade Registry.

ARTICLE 5 - OBJECT OF ACTIVITY

5.1. The main field of activity of the Company is:

NACE 620 - Computer programming, consultancy and related activities

5.2. The Company has the following main object of activity:

CAEN 6209 - Other information technology and computer service activities

5.3. The Company can carry out the following secondary activities:

5829- Other software publishing

6202- Computer consultancy activities

6311- Data processing, hosting and related activities

6312- Web portals

6399- Other information service activities n.e.c.

6820- Renting and operating of own or leased real estate

7021- Public relations and communication activities

7022- Business and other management consultancy activities

7311- Advertising agencies

7312- Media representation

7320- Market research and public opinion polling

7490- Other professional, scientific and technical activities n.e.c.

7711- Renting and leasing of cars and light motor vehicles

7733- Renting and leasing of office machinery and equipment (including computers)

7739- Renting and leasing of other machinery, equipment and tangible goods n.e.c.

8230- Organisation of conventions and trade shows

8299- Other business support service activities n.e.c.

5.4. The object of activity of the Company may be modified or supplemented based on the decision of the competent body and the legal provisions in force.

ARTICLE 6 - SHARE CAPITAL

6.1. The subscribed share capital of the Company is of RON 1,303,304.3 (out of which EUR 397,28, representing RON 1,750 at the exchange rate of EUR 1/RON 4.4050 and RON 1,301,554.3), paid in cash, divided in 13,033,043 nominative shares each having a nominal value of RON 0.1.

6.2. The share capital of the Company is paid in full. The number of shares held by each shareholder and their shareholding in the share capital are shown in the "list type" Shareholders Register kept by the Company. After the admission to trading of the Company's shares on one of the markets operated by the Bucharest Stock Exchange S.A., the Register of Shareholders will be kept by Depozitarul Central S.A. under a registry service contract and in accordance with the laws applicable on the capital market.

6.3. To the extent and during the period when the Company's shares will be admitted to trading on a regulated market or on a multilateral trading system, the capacity of shareholder of the Company will be evidenced by the statement issued in this respect by Depozitarul Central S.A.

ARTICLE 7 - Shares

7.1. The Company's shares are registered and dematerialized, fully paid and freely transferable, and may be traded on a regulated market or on a multilateral trading system.

7.2. The number of shares held by each shareholder and the shareholding in the share capital are mentioned in the Shareholders' Registry.

7.3. The shares issued by the Company are of equal value and give the owners equal rights. The Company may issue, however, under the conditions of the applicable legislation and of the present Articles of Association, preferential shares, with a priority dividend, without the right to vote. By the decision of the Extraordinary General Meeting of the Company, ordinary and preferential shares may be converted from one category to another.

7.4. The ownership of the shares implies the legal adherence to the present Constitutive Act.

7.5. Each paid share gives the right to vote in the general meeting of shareholders, the right to elect and be elected in the governing bodies, the right to participate in the distribution of profits, according to the provisions of these Articles of Association and the applicable legal provisions, as well as any other rights, conferred by law and the provisions of these Articles of Association. Shareholders participate to the profits and losses of the Company, in proportion to the shares held, respectively in proportion with the shareholding in the share capital. The rights and obligations related to the shares follow the shares in case of their transfer to other persons.

7.6. The corporate obligations are guaranteed with the patrimony of the company, the shareholders being liable only up to the amount of the subscribed share capital held by them.

7.7. The Company's patrimony cannot be encumbered by personal debts or obligations of the shareholders, it can be pursued only for the benefits due to the shareholder or the share due to him/her/it at the liquidation of the Company, carried out under the conditions of these Articles of Association.

ARTICLE 8 - ISSUE OF BONDS

8.1 The Company may issue bonds in accordance with the provisions of the applicable law, by the decision of the extraordinary general meeting.

8.2 The nominal value of a bond cannot be less than 2.5 lei.

8.3. If the Company's shares will be admitted to trading on a regulated market or on a multilateral trading system, the issuance of bonds will also comply with the provisions of the capital market legislation.

ARTICLE 9 - TRANSFER OF SHARES

9.1. The shares are indivisible. When a registered share becomes the property of several persons, the Company is not obliged to register the transfer as long as those persons will not appoint a single representative for the exercise of the rights attached to the share.

9.2. The creation of movable mortgages on the shares can be made on the basis of a document under the private signature, showing the amount of the debt and the value and the category of the shares with which it is guaranteed. The security is registered in the Shareholders' Registry kept by the director or, as the case may be, by Depozitarul Central S.A., after the Company's shares will be admitted to trading on a regulated market or on a multilateral trading system. The creditor in favor of whom the movable mortgage over shares was created is issued an evidence of its registration. The mortgage becomes opposable to third parties and acquires the rank in the order of preference of creditors from the date of registration in the Electronic Archive of Real Movable Guarantees.

9.3. The transfer of shares has effect towards the shareholders from the moment of its registration in the Shareholders' Registry and towards third parties from the moment of its registration in the Trade Registry. After the Company's shares will be admitted to trading on a regulated market or on a multilateral trading system, the ownership of the shares is transferred according to the provisions of the capital markets legislation.

CHAPTER III - MANAGEMENT OF THE COMPANY

ARTICLE 10 - GENERAL MEETING OF SHAREHOLDERS

10.1. The General Meeting of Shareholders is the governing body of the company that decides on its activity and ensures its economic and commercial policy. The General Meetings of Shareholders are ordinary and extraordinary.

10.2. The Ordinary General Meeting meets at least once a year, within 4 months from the end of the financial year.

10.3. The Ordinary General Meeting has the following mandatory attributions:

- a) to discuss, approve or modify the annual financial statements, based on the reports submitted by the Company's board of directors (the "**Board of Directors**") and the financial auditor, and to fix the dividend;
- b) to elect and revoke the members of the Board of Directors and auditors;
- c) to set the minimum duration of the financial audit agreement;
- d) to fix the remuneration due for the current year to members of the Board of Directors and financial auditors;
- e) to decide on the management of the members of the Board of Directors;
- f) to approve the income and expenditure budget and, as the case may be, the business plan for the next financial year; and
- g) to decide the pledge, lease or dissolution of one or more units of the Company.

10.4. The Extraordinary General Meeting meets whenever it is necessary to adopt a decision on:

- a) change of the legal form of the Company;
- b) changing the Company's headquarters;
- c) changing the object of activity of the Company;
- d) extending the duration of the Company;
- e) increase of the share capital;
- f) decrease of the share capital or its replenishment by issuing new shares;
- g) merger with other companies or spin-off of the Company;
- h) early dissolution of the Company;
- i) conversion of shares from one category to another;
- j) conversion of one category of bonds into another category or into shares;
- k) the issuance of bonds;

l) concluding legal acts for the acquisition or disposal of assets of the Company, as well as lease, exchange or creation of collateral, contracting credit, loans or financial leasing whose value exceeds (in each of the situations listed above) 300,000 Euro, individually, per operation, except for the situation in which the applicable legislation imperatively provides a lower value - situation in which the limit imposed by law will be applied;

m) any other amendment of the Articles of Association or any other decision for which it is the approval of the extraordinary general meeting of shareholders is required, by law or by these Articles of Association.

The exercise of the attributions set out in art. 10.4 of these Articles of Association, points b) and c) except for the main object and field of activity is delegated to the Board of Directors.

10.5. Convening of the General Meeting of Shareholders

10.5.1. The convening of the General Meetings of Shareholders is made by the chairman of the Board of Directors (the “**Chairman of the Board of Directors**”) or by the person empowered by him/her/it.

10.5.2. The Chairman of the Board of Directors will immediately convene the General Meeting, at the request of a shareholder or a number of shareholders who together hold at least 5% of the share capital, if the request includes provisions that fall within the attributions of the meeting. This meeting must take place within a maximum of 60 days from the date of receipt of the request.

10.5.3. If the convening notice of the General Meeting of Shareholders does not indicate another place for its holding, the General Meeting of Shareholders is held at the headquarters of the Company.

10.5.4. The convening notice will be published in the Official Gazette of Romania, Part IV, and in one of the widely circulated newspapers in the locality where the Company's headquarters are located, at least 30 days before the date of holding the General Meeting. As long as the Company's shares are in registered form, the convening of the general meeting of shareholders can be done only by registered letter, or by letter sent electronically, in compliance with the mandatory requirements of law, at least 30 days before the date of the meeting, at the address of the shareholder registered in the Shareholders' Registry. In any case, the convening notice will include the name of the Company, the place and date of the meeting, as well as the proposed agenda, with explicit reference to all matters that will be the subject of deliberations of the meeting, including the information provided in art. 10.5.6. below. To the extent the Company's shares will be admitted to trading on a regulated market or on a multilateral trading system, the convening notice will also include the information required by the capital markets legislation.

10.5.5. All documents related to the items on the agenda of the meeting (including but not limited to the convening notice, any other item added to the agenda at the request of shareholders in accordance with the applicable law, the annual financial statements, annual report of the director / board of directors, proposal regarding distribution of dividend, etc.) are also published on the Company's website, at least 30 days before the date of the general meeting and until the date of the meeting, inclusive, for free access by the shareholders.

10.5.6. When the agenda includes proposals for amending the Articles of Association, the

convening notice will have to include the full text of the proposals.

10.5.7. One or more shareholders representing, individually or together, at least 5% of the share capital has / have the right to introduce new items on the agenda of the general meeting, accompanied by draft decisions, respectively, to present draft decisions for the items included on the agenda, within 15 days as of the publication of the convening notice and in accordance with the capital markets legislation.

10.6. Validity requirements for the deliberations of the General Meeting of Shareholders

10.6.1. The General Meeting of Shareholders is chaired by the Chairman of the Board of Directors or, in his absence, by the person appointed to replace him/her/it.

10.6.2. Regardless of any contrary provisions, the shareholders may participate and vote in the general meetings in person, by representative, by correspondence or - if expressly permitted by the convening notice regarding the respective meeting - by electronic means. The shareholders can be represented in the general meetings both by other shareholders and by third parties, based on a power of attorney. The legal entities shareholders may be represented by their legal representatives, who in turn may be represented by another person on the basis of a special power of attorney under private signature. The access of shareholders entitled to participate, on the reference date, to the general meeting of shareholders is allowed by simply proving their identity, in case of natural persons shareholders, with their identity card or, in case of legal entities, with the identity card of the legal representative, and in the case of legal entities and shareholders represented by natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions. The powers of attorney accompanied by the copy of the identity document of the authorized person as well as (if any) the voting forms by correspondence will be submitted in original 48 hours before the meeting, under the sanction of losing the right to vote in that meeting.

10.6.3. The Ordinary General Meeting is validly held and can adopt decisions if at the first convening the present or represented shareholders hold at least one fourth of the total number of voting rights. The decisions of the Ordinary General Meeting are taken with the majority of the votes cast.

10.6.4. At the second convening, the Ordinary General Meeting may deliberate irrespective of the share capital held by present shareholders, and the decisions are taken with majority of the votes cast.

10.6.5. The Extraordinary General Meeting is validly held and can adopt decisions if at the first convening the present or represented shareholders hold at least one fourth of the total number of voting rights and the decisions are taken with the majority of the votes held by the present or represented shareholders.

10.6.6. At the second convening, the Extraordinary General Meeting may validly deliberate to the extent present or represented shareholders hold at least one fifth of the total number of voting rights, and the decisions are taken with the majority of votes held by the present or represented shareholders.

10.6.7. The following decisions may be approved only with the affirmative vote of the

shareholders representing at least two thirds of the total number of voting rights: change of the Company's main object of activity, share capital increase or decrease, change of the legal form, merger of the Company, spin-off or dissolution of the Company and listing of the Company on the capital market.

10.6.8. After the admission of the Company's shares to trading on a regulated market / multilateral trading system, the quorum and majority requirements set out in the capital markets legislation regarding the disapplication of the shareholders' preference right to subscribe new shares in case of a share capital increase by contribution in cash, as well as in case of increase of share capital by contribution in kind, will be observed.

10.7. Exercise of the voting rights in the General Meeting of Shareholders

10.7.1. Decisions of the general meeting of shareholders are adopted by open vote. The secret ballot is mandatory for the appointment and revocation of directors, for the appointment and revocation of the financial auditor and for adopting decisions regarding the liability of the members of the administration, management and control bodies of the Company.

10.7.2. Minutes signed by the Chairman and an elected Secretary, will state the fulfillment of the convening formalities, the date and place of the meeting, the present shareholders, the number of shares, the summary of deliberations, the decisions adopted and, at the shareholders' request, the statements made by them.

10.7.3. The minutes regarding shall have attached the documents regarding the convening, as well as the shareholders attendance lists.

10.7.4. The minutes will be recorded in a register kept by the Board of Directors..

10.7.5. The decisions of the General Meeting of Shareholders are binding even for shareholders who did not take part in the meeting or voted against.

10.7.6. The shareholders agree that the general meetings can be held by correspondence. In this sense, the shareholders may participate in the general meeting through audio-video means of communication, with the obligation to express and send the vote in writing by fax / email / mail or by any other means that ensures the written transmission of the vote. In this sense, the minutes and decisions of the general meeting of shareholders may be drawn up in any number of copies - a copy being signed by at least one shareholder who participates in the meeting by audio-video means - all copies together constituting one and the same document, as if the signatures applied on each of them had been affixed on the same document (instrument). Also, insofar as the convening notice regarding a certain general meeting will allow, the shareholders will be able to vote by electronic means, in compliance with the applicable legal provisions and the provisions in this regard, set out in the convening notice for the relevant general meeting.

Article 11 - THE MANAGEMENT OF THE COMPANY

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.

11.2. The remuneration of the members of the Board of Directors is established by decision of the general meeting of shareholders.

11.3. Duties of the Board of Directors . The Board of Directors has the following core attributions, which cannot be delegated to managers (including to the General Manager):

- a. establishing the main directions of activity and development of the Company;
- b. establishing the accounting policies and the financial control system, as well as approving the financial planning;
- c. the appointment and removal of manager (including the General Manager) and the establishment of their remuneration;
- d. supervising the activity of the managers;
- e. preparation of the annual report, organisation of the general meetings of shareholders and implementation of their decisions;
- f. filing the request for opening the insolvency procedure of the Company, in accordance with the applicable legislation;
- g. approves the Regulation for the organisation and functioning of the Board of Directors;
- h. represents the Company in the relations with the General Manager and, as the case may be, the managers of the Company;
- i. approve significant transactions with related parties (i.e. any transfer of resources, services or obligations whose individual or cumulative value represents more than 5% of the Company's net assets, according to the latest published individual financial statements);
- j. convenes the general meetings of the Company's shareholders; and
- k. fulfills the attributions delegated to the Board of Directors by the general meeting of shareholders.

11.4. **Obligations and responsibilities of the Board of Directors**

11.4.1. The directors will exercise their mandate with loyalty, in the interest of the Company. The directors will not be deemed to have violated this obligation if, when making a business decision,

they reasonably consider that they are acting in the interest of the Company and on the basis of adequate information. In the sense of the above, a business decision is any decision to take or not to take certain measures regarding the management of the Company.

11.4.2. The directors are not allowed to disclose the confidential information and business secrets of the Company, to which they have access in their capacity as directors, the content and duration of these obligations being included in the contract concluded between the Company and the relevant directors.

11.4.3. The directors are responsible for fulfilling all the obligations imposed upon them, as set out in the Articles of Association and the applicable law, and are responsible to the Company for:

- a. the reality of the payments made by the shareholders;
- b. the existence of the dividends paid;
- c. the existence of the registers required by law and their correct filling in;
- d. the exact fulfillment of the decisions of the general assemblies; and
- e. the strict fulfillment of the duties that the law, the Articles of Association impose upon them.

11.4.4. The directors are jointly and severally liable with their immediate predecessors if - being aware of the irregularities committed by the latter - they do not communicate them to the auditor. The responsibility for the committed acts or for omissions does not extend to the director who recorded his/her/its opposition in the register of the Board of Directors' decisions and informed the auditor in writing about it.

11.4.5. The directors who have in a certain operation, directly or indirectly, interests contrary to the interests of the Company must notify the other directors and censors / internal auditors about this and not take part in any deliberation regarding this operation. The director has the same obligation if, in a certain operation, he/she knows that his/her husband or wife, his/her relatives or in-laws hold an interest, up to and including the fourth degree. These provisions shall not apply if the object of the vote is:

- a. offering for subscription shares or bonds issued by the Company, to a director or to the spouse, relatives or in-laws, up to and including the fourth degree; and
- b. granting by the director or by the persons mentioned in the previous paragraph of a loan or creation of a guarantee in favour of the Company.

The director who infringes the aforementioned provisions is liable for the damages suffered by the Company.

11.4.6. It is forbidden (with the exceptions provided by law) for the Company to lend money to the members of the Board of Directors, through operations such as:

- a. granting loans to the members of the Board of Directors;

- b. granting financial advantages to the members of the Board of Directors on the occasion or after the conclusion by the Company with them of operations for delivery of goods, provision of services or execution of works;
- c. granting direct or indirect guarantees, in whole or in part, for any loans granted to the members of the Board of Directors, simultaneously or subsequently to the loan being granted;
- d. granting direct or indirect guarantees, in whole or in part, in connection with the execution by the members of the Board of Directors of any other personal obligations towards third parties; and
- e. the acquisition for consideration or payment, in whole or in part, of a receivable having as object a loan granted by a third person to the director or another personal obligation of the director.

The provisions set out in letters a) - e) above are also applicable to the operations in which the spouse, relatives or in-laws of the members of the Board of Directors, up to the 4th degree, are involved.

11.4.7. The liability action against the directors, managers, as well as against the internal auditors, for damages caused to the Company by them by violating their duties towards the Company, belongs to the general meeting of shareholders, which will decide with the majority requirement set out in the Articles of Association, or to the persons entitled by law.

11.4.8. If the Board of Directors finds that, as a result of losses, registered in the annual financial statements of the Company approved in accordance with the applicable law, the Company's net assets, determined as the difference between total assets and total liabilities, decreased to less than half of the subscribed share capital, it will immediately convene the extraordinary general meeting of shareholders to decide the replenishment of the capital, its decrease to the remaining amount or the dissolution of the Company.

11.4.9. The Board of Directors will be able to conclude legal acts in the name and on behalf of the Company, on the basis of which it can acquire assent or to dispose of, lease, exchange or create security over the Company's assets, whose value exceeds, individually or cumulatively, 20% of the total value of fixed assets, less receivables, at the date of execution the relevant legal act, only with the approval of the general meeting of shareholders, given in accordance with the applicable law.

11.4.10. The Directors will be insured for professional liability.

11.4.11. The Board of Directors may delegate the management of the Company to one or more managers, appointing one of them as general manager. Managers may be appointed from among the directors or from outside the Board of Directors. The Chairman of the Board of Directors of the Company may also be appointed as General Manager.

11.4.12. The Board of Directors has the right, in the name and on behalf of the Company, with full power and authority, to negotiate, approve, sign, amend, terminate any documents, as well as to perform any necessary formalities before any public authority or institution, legal or natural persons, in order to ensure the carrying out of the Company's activity, in compliance with the

limits provided by law or by the Articles of Association. In connection with the performance of the operations mentioned in this article 11.4.12., the representation of the Company in relation to third parties will be ensured by the General Manager of the Company or by the person designated for this purpose by the Board of Directors.

11.4.13. The Board of Directors has the right, in the name and on behalf of the Company, with full power and authority, to negotiate, approve, sign, amend, terminate any documents, as well as to perform any necessary formalities before any public authority or institution, legal or natural persons (including credit institutions), in connection with the contracting by the Company of one or more financing and/or credit facilities (or, as the case may be, the supplementation of existing ones), as well as in connection with the granting of guarantees by the Company for the financial obligations (credit, interest, penalties, other costs) arising from these facilities by setting up movable mortgages, including but not limited to mortgages on all Company accounts or movable and/or immovable mortgages on any assets of the Company, as the Board of Directors will deem appropriate, unless the approval of any of the operations referred to in this Article 11.4.13 falls within the competence of the General Meeting of Shareholders. In connection with the performance of the operations mentioned in this article 11.4.13., the representation of the Company in relation to third parties will be ensured by the General Manager of the Company or by the person designated for this purpose by the Board of Directors.

11.5. Chairman of the Board of Directors

11.5.1. From among its members, the Board of Directors appoints a chairperson (the Chairperson of the Board of Directors), who will chair the meetings of the board. The president may not be appointed for a term exceeding the term of office for the director position. The Chairperson may be revoked at any time by the Board of Directors.

11.5.2. The Chairperson of the Board of Directors has the following main attributions:

- a. coordinates the activity of the board;
- b. reports to the general meeting of shareholders on the activity of the board;
- c. ensures the proper functioning of the Company's bodies;
- d. convenes the board of directors and establishes the agenda of the meetings;
- e. oversees the adequate information of the board members regarding the items included on the agenda;
- f. chairs the meetings of the board;
- g. monitors the implementation of the decisions of the Board of Directors; and
- h. any other attributions provided by the applicable law.

11.6. Convening and conducting meetings of the Board of Directors

11.6.1. The Board of Directors meets whenever necessary and, in any case, at least once every 3 (three) months, when convened by the Chairperson of the Board of Directors. Meetings of the Board of Directors may also be convened at the request of at least 2 of its members or at the request of the General Manager, who shall also establish the agenda. The Chairperson is obliged to comply with such requests. The meetings of the Board of Directors will be held at the Company's headquarters or at another place, indicated in the notice.

11.6.2. The convening notice for the Board meeting will be in writing and will be communicated to all board members, at least 5 (five) working days before the meeting, via e-mail, registered letter with acknowledgment of receipt or by courier, in each case with confirmation of delivery. The convening notice will include the date, time and place of the meeting, as well as the proposed agenda, together with the relevant materials to be discussed in / in connection with the meeting.

11.6.3. Decisions can be adopted on items that are not included on the agenda only in cases of emergency.

11.6.4. At the same time, in exceptional cases, justified by the urgency of a situation and by the interest of the Company, the Board of Directors may adopt decisions with the unanimous vote expressed in writing of its members, without the need to hold a board meeting. This procedure cannot be applied in case of decisions of the Board of Directors or of the directorate regarding the annual financial statements or the authorized capital.

11.6.5. The meetings of the Board of Directors can be held by correspondence as well as by means of remote communication. The members of the council may participate in the meeting by means of audio and / or video means of communication, with the obligation to express and send the vote in writing by email / post or by any other means that ensures the transmission of the vote in writing. In this sense, the decisions of the board can be drawn up in any number of copies - each such copy, being signed by at least one member of the board who participates in the meeting by audio and / or video - all copies, constituting, together, one and the same document, as if the signatures applied on each of them had been given on the same document (instrument). Also, insofar as the convening notice will allow, the participants will be able to vote by electronic means. The remote means of communications referred to above must meet the technical conditions necessary for the identification of the participants, their effective participation in the board meeting and the continuous transmission of the deliberations. At the same time, if all the directors agree, they can meet in the meeting, by waiving the convening formalities.

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 majority of the directors present at the meeting.

11.6.7. Each director may be represented in the meetings of the board by another director, based on a special power of attorney, under private signature. A director present at the meeting may represent only one absent director.

11.6.8. At each meeting, minutes of the meeting will be drawn up, which will include the names of the participants, the order of deliberations, the decisions adopted, the number of votes cast and the separate opinions. The minutes are signed by the chair of the meeting and by at least one other director.

11.7. The General Manager

11.7.1. The Chairperson of the Board of Directors is also the General Manager of the Company.

11.7.2. The General Manager is authorized, empowered and appointed to represent the Company in relations with third parties, with full powers and authority - always respecting and within the limits of the powers reserved exclusively to the Board of Directors and / or the general meeting - to perform any operations, pecuniary or non-pecuniary, or as well as to commit the Company and to negotiate, approve, modify, sign, terminate and execute any kind of documents, regardless of their nature - commercial, civil, administrative, financial or of any other nature - and regardless of whether it concerns execution of contracts, conventions, protocols, memoranda, bilateral or multilateral agreements, additional documents, declarations, requests or other documents regarding the Company's activity, except for matters reserved, according to applicable law and / or the articles of association, within the competence of the Board of Directors and / or general meeting of shareholders (for which the approval of the relevant body is required).

11.7.3. The General Manager of the Company is appointed for a term of 2 years.

11.7.4. The main attributions of the General Manager are (by way of example):

- a. To decide, to negotiate, to modify, to cease, to conclude, to sign, in the name and on behalf of the Company, in the terms and conditions he/she/it deems appropriate, any kind of contracts, commitments, agreements, declarations and, in general any documents, named or unnamed, typical or atypical, regarding any kind of movable and / or immovable property, rights, loans and shares (including but not limited to commercial contracts, employment contracts, leases, including financial leasing, etc.);
- b. To decide and represent the Company regarding the waiver (of) and the settlement of any rights and obligations, as well as for the conclusion, in the name and on behalf of the Company, of any documents related to it;
- c. To decide and represent the Company for the employment and dismissal of the Company's personnel, to establish their salaries and / or remunerations, to modify or terminate the contracts concluded by any of them with the Company;
- d. To decide and negotiate, in the name and on behalf of the Company, contracting, granting or obtaining loans or borrowings, extending existing ones, opening new lines of credit, opening or closing accounts, as well as negotiating, modifying, ceasing, concluding, signing, in the name and on behalf of the Company, any necessary / opportune documents in connection therewith;
- e. To decide and to create guarantees, as well as to negotiate, amend, cease, conclude, sign, in the name and on behalf of the Company, any documents related to them;
- 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), including abroad, 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;

- g. To decide and represent the Company in relation to and / or before the courts of any jurisdiction/level, including arbitration courts, in any kind of matters, including conciliation, mediation, legal actions and appeals; and
- h. Manages any other issues related to the operative management of the Company, in any and all of the above situations, the General Manager acting within the limits and respecting the attributions reserved exclusively to the Board of Directors and / or the general meeting of shareholders and, as the case may be, to the decisions of the respective bodies.
- i. 11.7.5. The General Manager has the right, by special power of attorney, to sub-delegate, as he/she deems useful and appropriate, the right to represent the Company to other persons, regardless of whether those persons are employees of the Company or third parties, in compliance with the provisions of these Articles of Association.

CHAPTER IV - THE CONTROL OF THE COMPANY

ARTICLE 12 - THE FINANCIAL YEAR AND PREPARATION OF FINANCIAL STATEMENTS

- 12.1. The financial year starts on January 1 and ends on December 31 of each year.
- 12.2. The company will organize and keep the accounting records in accordance with the applicable Romanian law.
- 12.3. The accounting records will be kept by one or more persons with specialized studies, in compliance with the legal regulations in force, or by a company authorized to provide accounting services.

ARTICLE 13 - THE CONTROL OF THE COMPANY

- 13.1. The financial statements of the Company will be audited by a financial auditor, in accordance with the applicable legal provisions.
- 13.2. The financial auditor will verify that the financial statements are prepared legally and in accordance with the Company's records, that the records are kept in compliance with legal provisions and that the valuation of the assets was made in accordance with the rules on the preparation of the balance sheet. The financial auditor will present to the general meeting a detailed report on the issues listed above, as well as on the proposals on the financial statements and profit distribution.
- 13.3. The General Meeting cannot approve the financial statements unless they are accompanied

by the financial auditor's report.

13.4. The internal auditor will be appointed, respectively, revoked by the Director, who will also establish the terms of the audit contract.

ARTICLE 14 - THE COMPUTATION AND DISTRIBUTION OF PROFITS

14.1. The Company's profit is established in the balance sheet approved by the General Meeting of Shareholders.

14.2. The reserve fund will be deducted from the annual profits, such reserve fund will be at least 5% of the total profit set out in the annual financial statements, its establishment being carried out until it reaches a share of at least one fifth of the share capital.

14.3. The profit and eventual losses of the Company will be distributed, respectively borne by each shareholder in proportion to his/her/its shareholding in the share capital of the Company.

CHAPTER V - CONDITIONS

ARTICLE 15 - INCREASE AND DECREASE OF THE SHARE CAPITAL

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 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.

15.2. The increase will be made either by issuance of new shares or by an increase in the nominal value of the existing shares, by in-cash and/or in-kind contribution. Moreover, new shares may be issued as a consequence of an incorporation of reserves (except for the legal reserves) as well as as a consequence of an incorporation of the issuance benefits or primes, or by compensation of liquid and due receivables against the Company with the Company's shares, pursuant to the law. The share capital increase by securities offer is governed by the laws regulating capital markets.

15.3. The newly issued shares will be first offered for subscription to the existing shareholders, pro rata with their shareholding ratio in the Company's share capital. Such existing shareholders will have the possibility to exercise their preference right (only) within the term set by the General Meeting of Shareholders (or by the director, in case such power is delegated to him/her/it), and the said term cannot be less than a month as of the publication of the resolution in the Official Monitor of Romania, Part IV. Once this term expires, the shares may be offered to third parties, subject to the existing shareholders' not having exercised their preference right.

15.4. The Resolutions of the Extraordinary General Meeting of Shareholders and the decisions adopted by the Board of Directors, respectively, in relation to the increase of the Company's share capital will be registered with the Trade Registry and will be published in the Official Gazette.

In order to be able to implement the delegation of the duties regarding the decision to increase the share capital, the Company's Board of Directors is authorised to establish the characteristics of the share capital increase operation and its development.

15.5. The decrease of the Company's share capital can be achieved by:

- a) reducing the number of shares;
- b) decreasing the nominal value of the shares;
- c) the Company's acquisition of its own shares, followed by their annulment.

15.6. The Company's share capital may also be reduced when the reduction is not based on losses, by:

- a) fully or partially exempting shareholders from making the payments incumbent upon them;
- b) returning to the shareholders a portion of their contribution, pro-rata with the share capital reduction and computed as an equal amount per share;
- c) other methods provided by the law.

15.7. The share capital decrease can only be conducted after the passing of two months as of the date the relevant resolution is published in the Official Gazette of Romania, Part IV.

15.8. The resolution must observe the minimum share capital established by the law, must indicate the reasons for the share capital decrease and the method chosen to achieve the same.

15.9. When the Company has issued bonds, the share capital decrease cannot be made by restitutions towards shareholders from the amounts reimbursed for the shares, except pro rata with the value of the reimbursed bonds.

15.10. The share capital decrease has no effect and no payment will be made for the benefit of the shareholders until the creditors will have obtained the settlement of their receivables or adequate guarantees, or until such date that a court, considering that the Company has offered

its creditors adequate guarantees or that, by considering the Company's assets, the guarantees are not necessary, will have dismissed the creditors' claim under an irrevocable court decision.

ARTICLE 16 - COMPANY DISSOLUTION AND LIQUIDATION

16.1. The Company's dissolution and liquidation and the transfer of its patrimony will be made in accordance with the proceedings stipulated in the Companies' Law and the applicable legislation.

ARTICLE 17 - COMPANY'S MERGER AND SPIN-OFF

17.1. The Company's merger or spin-off is resolved by the General Meeting of Shareholders pursuant to the terms and conditions established for the amendment of the Company's articles of association.

17.2. Based on the resolution of the General Meeting of Shareholders a merger or spin-off plan will be prepared, respectively, in accordance with the legal provisions.

ARTICLE 18 - WITHDRAWAL AND EXCLUSION OF SHAREHOLDERS

18.1. The shareholders may withdraw from the Company pursuant to the applicable legislation, including capital markets legislation applicable after the admission of the Company's shares to trading on a regulated market / multilateral trading system.

19.1.

ARTICLE 19 – FINAL PROVISIONS

19.1 Any dispute or claim resulting from or in relation to these articles of association, or to the violation of these articles of association will be settled by the competent court of law in Romania.

19.2 These articles of association are governed by the Romanian law.

19.3 The provisions of these articles of association are supplemented with the provisions of Law 31/1990, as republished and further amended, applicable to joint stock companies and, respectively, with the provisions of the applicable capital markets legislation in force after the admission of the Company's shares to trading on one of the markets managed by the Bucharest Stock Exchange (Bursa de Valori București S.A.)

These Articles of Association were prepared in 2 (two) original counterparts and were signed today, 22 April 2024.

[Signature page follows]

[Signature page to the Articles of Association of 2PERFORMANT NETWORK S.A. dated 22 April 2024]

Boerescu Dorin-Cristian, according to the Decision of the Extraordinary General Meeting of Shareholders no. 1 dated 22 April 2024.
