

**DECISIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2PERFORMANT NETWORK S.A.**

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

J40/493/2010, EUID: ROONRC.J40/493/2010

Sole Registration Code 26405652

**No. 1 of 23.04.2025**

Shareholders 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, 2<sup>nd</sup> floor, (office) ResCo-working09, 3<sup>rd</sup> District, Bucharest, Romania, with a subscribed and paid share capital of RON 1,303,304.30 (hereinafter referred to as the "**Company**"), met today, 23.04.2025, at 12:00 (Romanian time) in the Ordinary General Meeting of Shareholders (the "**OGMS**") (first/second calling), in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 1407 of 21.03.2025 and Ziarul Bursa no. 51 of 21.03.2025.

The general meeting was chaired by Ms. Anda Patzelt, member of the Board of Directors of the Company, who was delegated by the Chairman of the Board of Directors with the right to chair the meeting in the absence of the Chairman, in accordance with Art. 129 of Law 31/1990.

In the presence of shareholders representing 55.54298% (7,238,940 shares) of the share capital and 55.54298% (7,238,940 voting rights) of the total voting rights, with the "for" vote of shareholders representing 100% (4,881,787 votes) of the votes of shareholders present, represented or who expressed their vote by correspondence, with the "against" vote of shareholders representing 0% (0 votes) of the votes of shareholders present, represented or who expressed their vote by correspondence (there being 0 abstentions and 1,268,205 unexpressed votes), the election of Ms. Ana Oprița as secretary of the meeting was approved.

Following the debates on the points included on the agenda, the shareholders present or represented at the OGMS adopted the following resolutions:

**DECISION NO. 1**

In the presence of shareholders representing 55.54298% (7,238,940 shares) of the share capital and 55.54298% (7,238,940 voting rights) of the total voting rights, with the "for" vote of the shareholders

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representing 97.76458% (2,880,303 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 2.23542% (65,859 votes) of the votes of the shareholders present, represented or who voted by mail (there are 4,262,288 abstentions and 30,490 votes which were not expressed):

Approved:

The annual financial statements prepared for the financial year ended on 31 December 2024, together with the Board of Director's annual report and the independent auditor's report. In the financial year ended on 31 December 2024, the Company registered losses in value of RON 1,357,488, which shall be covered from the future profits of the Company, based on the resolutions of the Company's ordinary general meeting of the shareholders.

#### **DECISION NO. 2**

In the presence of shareholders representing 57.17945% (7,452,222 shares) of the share capital and 57.17945% (7,452,222 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.98853% (2,530,889 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 2.01147% (51,953 votes) of the votes of the shareholders present, represented or who voted by mail (there are 4,839,110 abstentions and 30,270 votes which were not expressed):

Approved:

The discharge of liability of the Board of Directors for the financial year ended 31 December 2024.

#### **DECISION NO. 3**

In the presence of shareholders representing 57.17945% (7,452,222 shares) of the share capital and 57.17945% (7,452,222 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.49930% (7,365,243 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.50070% (37,063 votes) of the votes of the shareholders present, represented or who voted by mail (there are 19,646 abstentions and 30,270 votes which were not expressed):

Approved:

The income and expenses budget for the financial year 2025, in accordance with the materials presented to the OGMS.

#### **DECISION NO. 4**

In the presence of shareholders representing 57.17945% (7,452,222 shares) of the share capital and 57.17945% (7,452,222 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 93.60381% (2,201,496 votes) of the votes of the shareholders present, represented or who

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voted by mail, with the votes "against" of the shareholders representing 6.39619% (150,434 votes) of the votes of the shareholders present, represented or who voted by mail (there are 5,051,226 abstentions and 49,066 votes which were not expressed):

Approved:

The Company's remuneration report for 2024, in accordance with the materials presented to the OGMS.

#### **DECISION NO. 5**

In the presence of shareholders representing 57.17945% (7,452,222 shares) of the share capital and 57.17945% (7,452,222 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 94.91092% (2,442,205 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 5.08908% (130,950 votes) of the votes of the shareholders present, represented or who voted by mail (there are 4,848,797 abstentions and 30,270 votes which were not expressed):

Approved:

The remuneration of the members of the Board of Directors for the financial year 2025 at a maximum aggregate level of RON 130,000 (net amount).

#### **DECISION NO. 6**

In the presence of shareholders representing 56.94719% (7,421,952 shares) of the share capital and 56.94719% (7,421,952 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 94.50296% (2,969,044 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 5.49704% (172,703 votes) of the votes of the shareholders present, represented or who voted by mail (there are 4,280,205 abstentions and 0 votes which were not expressed):

Approved:

The maximum limit of RON 630,000 (net) for the fixed remuneration of the General Director of the Company for the financial year 2025, to which is added the variable remuneration or any other benefits established in accordance with the remuneration policy of the Company.

#### **DECISION NO. 7**

In the presence of shareholders representing 56.94719% (7,421,952 shares) of the share capital and 56.94719% (7,421,952 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.75216% (7,400,659 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.24784% (18,387 votes) of the

votes of the shareholders present, represented or who voted by mail (there are 2,906 abstentions and 0 votes which were not expressed):

Approved:

Setting the date of:

- 12.05.2025 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
- 09.05.2025 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.

#### **DECISION NO. 8**

In the presence of shareholders representing 56.94719% (7,421,952 shares) of the share capital and 56.94719% (7,421,952 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.71274% (7,391,239 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.28726% (21,293 votes) of the votes of the shareholders present, represented or who voted by mail (there are 8,940 abstentions and 480 votes which were not expressed):

Approved:

The 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.

This decision was drafted and signed in the name and on behalf of the shareholders, today 23.04.2025, in 2 original copies, by the chairman of the meeting, Mrs Anda Patzelt and the secretary of the meeting, Mrs Ana Oprița, also serving as the minutes of the general meeting of shareholders of the Company.

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