

To: Bursa de Valori Bucureşti
Autoritatea de Supraveghere Financiară

Current report no. 08/2021

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	22.03.2021
Name of the Company	2Performant Network S.A.
Registered Office	Bucharest, str. Vulturilor, nr. 98, et. 10, sector 3
Phone	+40 374 996 354
Email	investors@2performant.com
Fiscal Code	26405652
Registration nr. with Trade Registry	J40/493/2010
Subscribed and paid share capital	105,442.6 lei
Total number of shares	1,054,426
Symbol	2P
Market where securities are traded	MTS AeRO Premium

Important events to be reported: The resolutions of the Extraordinary and Ordinary General Meeting of Shareholders of 2 Performant Network S.A. held on 22.03.2021

On March 22nd, 2021, 2Performant Network S.A. (hereinafter referred to as the "Company") held the Extraordinary General Meeting of Shareholders (EGSM) starting with 10:00 AM and Ordinary General Meeting of Shareholders (OGSM) starting with 11:00 AM (first calling). The meeting was chaired by Mr. Dorin-Cristian Boerescu, the Sole Director of the Company.

The resolutions of the EGSM and of the OGSM are attached to the current report.

CHIEF EXECUTIVE OFFICER

Dorin Boerescu

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

Bucharest, 3rd District, 98 Vulturilor street, 10th floor
J40/ 493/2010, Sole Registration Code 26405652

No. 1 of 22.03.2021

Shareholders of **2PERFORMANT NETWORK S.A.**, a company registered with the Bucharest Trade Registry under number J40/493/2010, EUID ROONRC.J40/493/2010, Sole Registration Code 26405652, with its headquarters in 98 Vulturilor street, 10th floor, 3rd District, Bucharest, Romania, with a subscribed and paid share capital of RON 105,442.6 lei (hereinafter referred to as the "**Company**"), met today, 22.03.2021, at 10:00 AM (Romanian time) in the Extraordinary General Meeting of Shareholders (the "**EGMS**") (upon the first calling), in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 672 of 17/02/2021 and Ziarul Bursa of 19.02.2021 .

Following the debates on the points included on the agenda, the shareholders present or represented at the EGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

DECISION NO. 1

In the presence of shareholders representing 71.11% (749,783 shares) of the share capital and 71.11% (749,783 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9021% (749,049 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0027% (20 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0.0227% abstentions (170 votes) and 0.0726% votes which were not expressed (544 votes)):

Approved:

The amendment of the articles of association of the Company, as is shown below, and reflecting these changes in the updated Articles of Association:

Article 10.5.5. is amended as follows:

SC 2Performant Network SA

Sediu social: Str. Vulturilor, nr. 98, Spatiul Comercial Etaj 10, Sector 3, Bucuresti

Nr. Inregistrare ORC: J40/493/2010

CUI: RO26405652

www.2performant.com

"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, annual financial statements, annual report of the director / board of directors, proposal on dividends distributions, etc.) shall also be 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 the free access of the shareholders."

Art. 2 - LEGAL FORM OF THE COMPANY is amended as follows:

"The company is a Romanian legal entity, organised as a joint stock company and carries out its activity in accordance with these Articles of Association, the Companies Law, the laws 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."

Art. 11 - THE MANAGEMENT OF THE COMPANY is amended as follows:

"11.1. The company is managed, in a unitary system, by a Board of Directors composed of 3 members, Romanian or foreign persons, of which at least one independent, appointed by the general meeting of shareholders for a term of 2 years, with the possibility of being re-elected for new successive terms. The majority of the members of the Board of Directors are non-executive 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. represents the Company in relation to third parties and in court;
- k. convenes the general meetings of the Company's shareholders; and
- l. 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 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 its directors, through operations such as:

- a. granting loans to the director;
- b. granting financial advantages to the director 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 director, 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 director 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 directors, up to the 4th degree, are involved.

1. 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.
2. 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.
3. 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.

4. The Directors will be insured for professional liability.
5. 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.

11.5. 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 2 (two) 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 all 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. 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 in which the Company is or wishes to become a party (including but not limited to commercial companies, NGOs, associations without legal personality, etc.), to subscribe participations, to approve the articles of association, 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;
- 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."

DECISION NO. 2

In the presence of shareholders representing 71.11% (749,783 shares) of the share capital and 71.11% (749,783 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9624% (749,501 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0027% (20 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0.0349% votes which were not expressed (262 votes)):

Approved:

The increase of the Company's share capital by contributions in cash in the amount of 18,550 lei, by issuing a total of 185,500 new shares with a nominal value of 0.1 RON / share, such shares being offered to shareholders registered in the Shareholders' Register held by the Central Depository on the record date that will be established by the GMS. The increase of the share capital is made subject to the following conditions:

- 2.1. By offering the newly issued shares, for subscription, to:

- (i) the shareholders of the Company registered in the shareholders' registry on the registration date related to the increase of the share capital, who hold preference rights that they did not dispose of during the trading period set for such preference rights;
- (ii) the persons who acquired, during the trading period of the preference rights, preference rights from the shareholders registered in the Company's shareholders' registry on the registration date related to the increase of the share capital; and
- (iii) if, after the expiry of the period for exercise of the preference rights, there are any unsubscribed shares, they will be offered for subscription in a private placement addressed to a maximum number of 149 investors, at a price higher than the subscription price paid by the holders of preference rights, according to point a) above

- 2.2. The preference rights will be tradable on the MTS-AeRo Multilateral Trading System, operated by the Bucharest Stock Exchange, in accordance with the relevant regulations applicable to this market, according to the provisions of the public offer prospectus for the

increase, which will be approved by the Financial Supervisory Authority (FSA) and with the specific regulations of the market on which they will be traded.

- 2.3. In accordance with the applicable law, the total number of preference rights is equal to the total number of shares registered in the Company's shareholders' register, kept by DEPOZITARUL CENTRAL S.A., on the registration date related to the capital increase. Consequently, each shareholder registered in the shareholders' registry on the registration date related to the share capital increase will have a number of preference rights equal to the number of shares held by that shareholder (and registered in the shareholders' registry of the Company, kept by DEPOZITARUL CENTRAL S.A., on the registration date related to the capital increase).
- 2.4. For subscription of one (1) new share on the basis of preference rights, a number of 5.68424 preference rights rights is required.

Therefore, a holder of preference rights (either a shareholder registered on the registration date related to the capital increase, who did not trade his/her/its preference rights, or an acquirer of preference rights from the shareholders registered in the shareholders' register on the registration date related to the share capital increase) can acquire a maximum number of newly issued shares calculated by dividing the number of preference rights held by the respective holder on the date of registration, to the number of preference rights necessary to subscribe a new share. If the calculations show that the maximum number of shares that can be subscribed on the basis of the preference right is not a natural number, the maximum number of shares that can be effectively subscribed will be rounded down to the immediately lower natural number.

- 2.5. The period for exercising the right of preference will be 31 days from the date set in the prospectus approved by FSA, such date will be subsequent to the registration date related to the share capital increase and the date of publication of the decision in the Official Gazette of Romania.
- 2.6. The price at which the holders of preference rights will be able to subscribe will be the weighted average trading price calculated for the last 30 days prior to the date of submission of the offer prospectus in the final version agreed with ASF, for approval by ASF, to which a 25% discount shall be applied, according to the mathematical formula: "Issue price = weighted average trading price in the last 30 days * 0.75".
- 2.7. Any new shares, which have not been subscribed during the exercise of the preference rights, will be offered to a maximum number of 149 investors (in the context of a "private placement") at a price that will be higher than the price offered to shareholders in the first stage of the process described in point 2.6.
- 2.8. Any new shares unsubscribed after offering them in the "private placement" will be canceled by decision of the board of directors which confirms the final results of the share

capital increase and approves the amendment of the articles of association, with the amount of the share capital increase being determined on the basis of new shares actually subscribed in the stages of the share capital increase mentioned at points above.

- 2.9. The increase of the share capital is made for the purposes of financing the strategic investments that 2Performant will undertake in the period 2021-2022, to accelerate the development of the Company through growth initiatives on the Romanian and Bulgarian markets, to increase revenues from foreign markets, and establish bases of expansion in the markets of the region.

DECISION NO. 3

In the presence of shareholders representing 71.11% (749,808 shares) of the share capital and 71.11% (749,808 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9551% (749,471 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0100% (75 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0.0349% votes which were not expressed (262 votes)):

Approved:

The amendment of the Articles of Association of the Company referred to at point 1 of the convening notice for the EGM, approval of the delegation to / authorisation of the Board of Directors of the Company (with the right to subdelegate to the President of the Board of Directors) to perform all steps which are necessary for or are related to the implementation of the resolution to increase the share capital as set out at point 2 of the convening notice (including the capital increase operation referred at point 2 of the convening notice), including but not limited to:

- (i) Representation the Company, with full powers and authority, with the view of selecting and contracting intermediaries, consultants (as defined by capital market legislation) and, in general, service providers who will assist the Company in implementing the share capital increase decision referred to above; as well as the negotiation, drafting, signing, amendment of contracts, additional acts and, in general, of any documentation that will be concluded for their engagement;
- (ii) Representation of the Company, with full powers and authority, with the view of drafting and signing, in the name and on behalf of the Company, of all documents that will be necessary or opportune for / in connection with the implementation of the

abovementioned share capital increase (including but not limited to the offer prospectus for the share capital increase, in accordance with the provisions of EU Regulation 1129/2017 and EU Delegated Regulations 979/2019 and 980/2019, statements, etc.)

- (iii) Setting the conditions and details regarding the implementation and effective process related to the share capital increase, in all its stages (including "private placement"), e.g.:
 - setting the subscription period and the payment methods;
 - setting the details regarding the trading of preference rights on the relevant market operated by Bucharest Stock Exchange;
 - setting the conditions for carrying out the private placement (e.g. by direct transfer or using the BSE trading system), including the price and duration; and
 - cancellation of unsubscribed shares;
- (iv) Adopting all the decisions necessary for the implementation of the decision to increase the share capital; and
- (v) Amending and updating the articles of association of the Company, in order to reflect the results of the share capital increase approved above.

DECISION NO. 4

In the presence of shareholders representing 71.11% (749,808 shares) of the share capital and 71.11% (749,808 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9651% (749,546 votes) of the votes of the shareholders present, represented or who voted by mail, with 0 (zero) "against" votes of the present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0.0349%votes which were not expressed (262 votes)):

Approved:

Approval of 7 April 2021 as the “registration date” that serves to identify the shareholders on whom the effects of the decisions adopted by the extraordinary general meeting of shareholders will produce effects, and the date of 6 April 2021 as “ex-date” applicable to the EGMS decision.

DECISION NO. 5

In the presence of shareholders representing 71.11% (749,808 shares) of the share capital and 71.11% (749,808 voting rights) of the total voting rights, with the "for" vote of the shareholders

representing 100% (749,808 votes) of the votes of the shareholders present, represented or who voted by mail, with 0 (zero) "against" votes of the present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0 (zero) votes which were not expressed):

Approved:

Approval of 8 April 2021 as the date of crediting of the financial instrument accounts opened with the Central Depository of the preference rights, i.e. the payment date, according to art. 173 para. 9 and art. 178 para. 4 of FSA Regulation no. 5/2018.

DECISION NO. 6

In the presence of shareholders representing 71.16% (750,318 shares) of the share capital and 71.16% (750,318 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.5343% (746,824 votes) of the votes of the shareholders present, represented or who voted by mail, with 0 (zero) "against" votes of the present, represented or who cast their vote by mail (there are 0.4623% abstentions (3,469 votes) and 0.0033% votes which were not expressed (25 votes)):

Approved:

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 5,000,000 (or equivalent in foreign currency) including, for financing working capital / investments, subject to the conditions to be agreed with the lending banks / institutions.

DECISION NO. 7

In the presence of shareholders representing 71.20% (750,724 shares) of the share capital and 71.20% (750,724 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.4639% (746,699 votes) of the votes of the shareholders present, represented or who voted by mail, with 0 (zero) "against" votes of the present, represented or who cast their vote by mail (there are 0.5215% abstentions (3,915 votes) and 0.0147% votes which were not expressed (110 votes)):

Approved:

The guarantee by the Company of the financial obligations (credit, interest, penalties, other costs) deriving from the credit facility(ies) referred at point 6 of the EGMS convening notice, with the movable mortgage over all the Company's accounts, real estate mortgages and / or securities over any of the Company's assets, as such will be requested by / agreed with the lending banks for granting the loan(s) (or, as the case may be, for supplementing the existing loans).

DECISION NO. 8

In the presence of shareholders representing 71.20% (750,724 shares) of the share capital and 71.20% (750,724 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9294% (750,194 votes) of the votes of the shareholders present, represented or who voted by mail, with 0.0027% "against" votes (20 votes) of the present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0.0679% votes which were not expressed (510 votes)):

Approved:

The authorisation of Mr. Dorin-CRISTIAN BOERESCU to negotiate the terms and conditions of the credit facility(ies) (or, as applicable, the addenda to existing facilities), signing the credit agreement(s), of the security agreements (movable / immovable), as well as of any addenda related to these contracts (e.g. additional documents for decrease or extension of credit facilities), as well as any other documents, including promissory notes that the lending bank may request from the Company in order to grant the loan (or supplementing the existing loan(s), as the case may be), in connection with the operations referred to points 6 and 7 of the EGMS convening notice.

DECISION NO. 9

In the presence of shareholders representing 71.20% (750,724 shares) of the share capital and 71.20% (750,724 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9261% (750,169 votes) of the votes of the shareholders present, represented or who voted by mail, with 0.0027% "against" votes (20 votes) of the present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0.0713% votes which were not expressed (535 votes)):

Approved:

Authorisation of Mr. DORIN-CRISTIAN BOERESCU (with the right to subdelegate) to sign, in the name and on behalf of the shareholders, all corporate documents to be adopted within / in connection with this meeting, including but not limited to the decisions of the general meeting of shareholders, the updated articles of association, etc., as well as to carry out any and all formalities and procedures necessary in order to implement these and register them with the competent authorities (including but not limited to the Trade Registry Office, the Official Gazette, the Financial Supervisory Authority, BSE and any other institutions).

This decision was drafted and signed in the name and on behalf of the shareholders, today 22 / 23.03.2021, in 2 original copies, by the chairman of the meeting, **Mr. DORIN-CRISTIAN BOERESCU** and the secretary of the meeting, **Mr. BOGDAN ARON**.

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

Bucharest, 3rd District, 98 Vulturilor street, 10th floor

J40/ 493/2010, Sole Registration Code 26405652

No. 1 of 22.03.2021

Shareholders of **2PERFORMANT NETWORK SA** a company registered with the Bucharest Trade Registry under number J40/493/2010, EUID ROONRCJ40/493/2010, Sole Registration Code 26405652, with its headquarters in 98 Vulturilor street, 10th floor, 3rd District, Bucharest, Romania, with a subscribed and paid share capital of RON 105,442.6 lei (hereinafter referred to as the "**Company**"), met today, 22.03.2021, at 11:00 (Romanian time) in the Ordinary General Meeting of Shareholders (the "**OGMS**") (first calling), in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 672 of 17/02/2021 and Ziarul Bursa of 19.02.2021 .

Following the debates on the points included on the agenda, the shareholders present or represented at the OGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

DECISION NO. 1

In the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (750,089 votes) of the votes of the shareholders present, represented or who voted by mail, with 0 (zero) votes "against" of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0 (zero) votes which were not expressed):

Approved:

The (voluntary) termination of Mr. Dorin Cristian Boerescu's mandate as sole director of the Company.

DECISION NO. 2

In the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9973% (750,069 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0027% (20 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 0 (zero) votes which were not expressed):

Approved:

Setting up at the level of the Company of a Board of Directors, consisting of three members.

DECISION NO. 3

In the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights

Approved:

The appointment of a number of 3 members of the Board of Directors, of which at least one member will be an independent director. The term of office of the directors to the Board of Directors will be of two years from the date of appointment:

- Dorin-Cristian Boerescu was appointed as member of the Board of Directors for a term of 2 years from the date of appointment, in the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9561% (749,760 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0027% (20 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 309 votes which were not expressed);
- Iulian-Florentin Cîrciumaru was appointed as member of the Board of Directors for a term of 2 years from the date of appointment, in the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.5234% (746,514 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0027% (20 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 3.555 votes which were not expressed); and

- Anda-Irina Patzelt was appointed as member of the Board of Directors for a term of 2 years from the date of appointment, in the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.3034% (744,864 votes) of the votes of the shareholders present, represented or who voted by mail, with 0 (zero) votes "against" of the shareholders present, represented or who cast their vote by mail (there are 0.2226% abstentions (1,670 votes) and 3.555 votes which were not expressed).

DECISION NO. 4

In the presence of shareholders representing 71.14% (750,089 shares) of the share capital and 71.14% (750,089 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9972% (750,068 votes) of the votes of the shareholders present, represented or who voted by mail, with the "against" vote of the shareholders representing 0.0027% (20 votes) of the votes of the shareholders present, represented or who cast their vote by mail (there are 0 (zero) abstentions and 1 (one) vote which was not expressed):

Approved:

Authorisation of Mr. DORIN-CRISTIAN BOERESCU to sign, in the name and on behalf of the shareholders, all corporate documents to be adopted within / in connection with this meeting, including but not limited to the decisions of the general meeting of shareholders, the updated articles of association, etc., as well as to carry out any and all formalities and procedures necessary in order to implement these and register them with the competent authorities (including but not limited to the Trade Registry Office, the capital markets institutions etc.); the mandate of Mr. DORIN-CRISTIAN BOERESCU is transferable, in part or entirely, according to his decision.

This decision was drafted and signed in the name and on behalf of the shareholders, today 22 / 23.03.2021, in 2 original copies, by the chairman of the meeting, **Mr. DORIN-CRISTIAN BOERESCU** and the secretary of the meeting, **Mr. BOGDAN ARON**.