

To: *Bursa de Valori București*
Autoritatea de Supraveghere Financiară

Current report no. 23/2022

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	06.07.2022
Name of the Company	2Performant Network S.A.
Registered Office	6 – 8 Corneliu Coposu Boulevard, Unirii View Building, Floor 2, (office) ResCo-working09, 3rd District, Bucharest, Romania
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	RON 1,239,926
Total number of shares	12,399,260
Symbol	2P
Market where securities are traded	MTS AeRO Premium

Important events to be reported: Decision of the Board of Directors regarding the increase of the share capital

2PERFORMANT NETWORK S.A. (the “**Company**”) informs its shareholders with respect to the Decision of the Board of Directors no. 3 dated 6 July 2022, whereby, in accordance with the Resolution of the Extraordinary General Meeting of Shareholders no. 1 dated 18 April 2022 (item 3), the Board of Directors has approved the increase of the share capital with the amount of up to RON 123,992.6 (nominal value) (the “**Share Capital Increase**”), by issuance of up to 1,239,926 new shares having a nominal value of RON 0.1 per share and a total nominal value of RON 123,992.6.

For more details regarding the Share Capital Increase, please refer to the Decision of the Board of Directors no. 3 dated 6 July 2022, attached to this current report.

CHIEF EXECUTIVE OFFICER

Dorin Boerescu

2PERFORMANT NETWORK S.A.

6-8 Corneliu Coposu Boulevard

Unirii View Building, Floor 2, (office) ResCo-working09, 3rd District, Bucharest, Romania

J40/493/2010, Sole Registration Code 26405652, EUID: ROONRC.J40/493/2010,

subscribed and fully paid-in share capital:

RON 1,239,926

(the “**Company**”)

RESOLUTION OF THE BOARD OF DIRECTORS OF

2PERFORMANT NETWORK S.A.

No. 3 dated 6 July 2022

The meeting of the members of the Board of Directors (the “**Board of Directors**”) of the Company, with the attendance of all its members, respectively Mr. Dorin-Cristian Boerescu, Mr. Iulian-Florentin Cîrciumaru and Mrs. Anda-Irina Patzelt

was held in accordance with the provisions of Companies Law no. 31/1990, republished, as further amended and supplemented (the “**Companies Law**”) and of the Company’s articles of association (the “**Articles of Association**”) on 6 July 2022.

WHEREAS:

- (A)** On 18 April 2022, the Extraordinary General Meeting of Shareholders of the Company (the “**EGMS**”) has approved, *inter alia*, the delegation of the EGMS duties regarding the decision to increase the share capital of the Company to the Company’s Board of Directors, for a period of three (3) years, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding RON 309,981.50 (respectively by issuing up to 3,099,815 shares), of which up to 5% of the registered share capital will be distributed for the implementation of any share allocation program (“stock option plan”), with the Board of Directors being authorized to establish the characteristics of the share capital increase operation and its related processes.
- (B)** The Board of Directors envisages to approve a share capital increase, in accordance with the delegated authority referred at Recital (A) above.

Ascertaining the fulfillment of all requirements under the Romanian legislation and the Company’s Articles of Incorporation for the validity of this meeting of the Board of Directors and for passing resolutions,

UNANIMOUSLY RESOLVES AS FOLLOWS:

1. The Board of Directors approved the increase of the share capital with the amount of up to RON 123,992.6 (nominal value) (the “**Share Capital Increase**”), by issuance of up to 1,239,926 new shares having a nominal value of RON 0.1 per share and a total nominal value of RON 123,992.6 (the “**New Shares**”), as follows:
 - 1.1 The New Shares will be offered for subscription:
 - a) During the first phase, to shareholders registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. at the registration date of 22 July 2022; and
 - b) During the second phase, a number of up to 466,973 of the unsubscribed New Shares in the first phase, as described at letter a) above, will be used for the conversion of certain, liquid and due receivables held against the Company by the beneficiaries of the stock option plan existing at the level of the Company, as approved by resolution no. 4 of the Extraordinary General Meeting of Shareholders dated 23 April 2021 („**SOP**”), representing 3.766% by reference to the share capital of the Company as of the date hereof.
 - 1.2 Any New Shares remaining unsubscribed after the completion of the second phase will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase (for the avoidance of doubt, the Board of Directors will have to power to initiate a new share capital increase operation following the Share Capital Increase, on the basis of the EGMS authorisation referred in Recital (A) above, having as object a number of shares equal to the one cancelled).
 - 1.3 The subscription price for one (1) New Share shall be determined as follows:
 - a) During the first phase, the subscription price for a New Share shall be set as RON 1.85/New Share; and
 - b) During the second phase, the subscription price shall be determined by the resolution of the Board of Directors.
 - 1.4 The difference between the subscription price for a New Share and the nominal value of a New Share will represent share premium.
 - 1.5 The number of preference rights issued will be equal to the number of shares issued by the Company, as registered in the Company’s shareholders’ registry held by Depozitarul Central S.A., with the registration date of 22 July 2022.
 - 1.6 Each shareholder registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. with the registration date of 22 July 2022, shall receive a number of preference rights equal with the number of shares held.
 - 1.7 The preference rights will not be traded.
 - 1.8 The period for exercising the preference rights shall be of one (1) month (as the case may be, starting after the trading period for the preference rights), being subsequent to the registration date of 22 July 2022.
 - 1.9 For subscription of one New Share, during the period of exercise of preference rights, a person must hold 10 preference rights (if the case, with any rounding applicable under the

regulations in force, including those drawn up by the Central Depository).

- 1.10 A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 22 July 2022 may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (10) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
 - 1.11 In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from applying the above calculations) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.
 - 1.12 Details on the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form etc. regarding New Shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
 - 1.13 The Share Capital Increase has as purpose obtaining funds to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects, as well as the implementation of the SOP.
2. The Board of Directors approves the designation of each of Mr. Dorin-Cristian Boerescu and Mrs. Anda-Irina Patzelt (the "**Representatives**"), acting individually and not jointly, the signature of any of the Representatives being mandatory and binding for the Company, to fulfil any act or action in the name and on behalf of the Company with respect to the Share Capital Increase, including regarding the following aspects:
- i. selecting intermediaries for the Share Capital Increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase, as the case may be, negotiating and signing any agreements with intermediaries and consultants, fulfilling any necessary, useful or timely acts and deeds in connection with the above;
 - ii. to approve any agreements regarding the Share Capital Increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, additional documents and any other acts and necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the Share Capital Increase (including the publication of the decision hereby with the Romanian Official Gazette, Part IV); and
 - iii. to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) with respect to the Share Capital Increase.

The Representatives may sub-delegate any and all of the powers granted hereby, as deemed

appropriate and within the limits imposed on the Representatives.

3. The Board of Directors hereby approves setting the following dates:
- a) 22 July 2022 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted hereby, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
 - b) 21 July 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
 - c) 20 July 2022 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
 - d) 25 July 2022 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018.

This Resolution has been signed today, the date mentioned above in 3 (three) original counterparts, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.

Chairman of the Meeting

Dorin-Cristian Boerescu

Member of the Board of Directors

Anda-Irina Patzelt

Member of the Board of Directors

Iulian-Florentin Cîrciumaru
