

To: Bucharest Stock Exchange

The Financial Supervisory Authority

Current report no. 06/2026

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	25.02.2026
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	+40 754 908 742
Email	investors@2performant.com
Fiscal Code	26405652
Registration nr. with Trade Registry	J40/493/2010
Subscribed and paid share capital	1,303,304.3 lei
Total number of shares	13,033,043
Symbol	2P
Market where securities are traded	MTS AeRO Premium

Important events to be reported: The results of the share capital increase operation

The management of 2Performant Network S.A. (hereinafter referred to as the "Company") informs the market about the results of the share capital increase operation, as follows:

The 2Performant capital increase was completed with 180 individual subscriptions, for a total of 1,091,797 shares at RON 1.3 per share, amounting to RON 1,419,336.1 – representing 25.13% of the total shares issued.

The Company's share capital will thus be increased from the nominal value of RON 1,303,304.3 to RON 1,412,484, through the issuance of 1,091,797 new registered, dematerialized shares, with a nominal value of RON 0.1 per share and a total nominal value of RON 109,179.7. As a result of the increase, the total number of Company shares will rise from 13,033,043 to 14,124,840 shares.

The remaining 3,252,550 issued shares will be cancelled, in accordance with Resolution no. 3 of the Board of Directors of 2Performant Network S.A. dated 25.02.2026, attached to this report.

In the public offering stage of the capital increase, 171 2P shareholders participated, with an average subscription of RON 6,762.56, totaling RON 1,156,398.10. In the private placement, 9 investors participated, subscribing a total of 202,260 shares amounting to RON 262,938.

- The largest subscription within the public capital increase was made by an investor who subscribed for 210,000 shares.
- The second largest subscription was made by Dorin Boerescu – CEO & Chairman of the Board of Directors of 2Performant Network S.A. – with 150,000 shares.
- Third place was taken by Vertical Seven Group (led by Iulian Cîrciumaru, member of the 2P Board of Directors) – with 130,000 shares.
- Fourth place – Public subscription for 62,314 shares.
- Fifth place – Public subscription for 36,666 shares.

“We thank the 180 investors who participated in the capital increase.

Although the amount raised represents only 25.13% of the target, together with the profit generated in Q4 and the cash flow generated by current operations in the first two months of the year, it provides us with sufficient capital to consolidate and grow in Romania, as well as to validate our expansion into Ireland. We will subsequently identify alternative sources of financing, if necessary.

Most importantly for us, we have regained investors’ attention. We understand the market’s message – it would not be fair to isolate this result from our previous performance and from the broader context of the local market, particularly the AeRO market. I would like to thank the entire team involved – both ours and TradeVille’s – and congratulate everyone for their dedication and professionalism.

The strong start of the year in the local market, the first results from Ireland, and the consistent improvements in unit economics over recent years give us real reasons to be optimistic about the next stage of the company’s development.

We will return with a revised budget for 2026 and 2027, taking into account the outcome of the capital increase,” stated **Dorin Boerescu – CEO & Chairman of the Board of Directors of 2Performant Network S.A.**

The Company will complete the formalities for registering the share capital increase with the Trade Registry (ONRC) and will inform the market regarding the admission to trading of the newly issued shares, in accordance with the applicable regulations.

The President of the Board of Directors 2Performant

Dorin Boerescu

2PERFORMANT NETWORK S.A.

Bulevardul Corneliu Coposu Nr. 6-8
Clădirea Unirii View, Etajul 2, (biroul)
ResCo-working09, Sectorul 3, București,
România

J40/493/2010, CUI 26405652, EUID:
ROONRC. J40/493/2010,
capital social subscris și integral vărsat:
1.303.304,30 RON
(„**Societatea**”)

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 1,303,304.30
(the “**Company**”)

**DECIZIA CONSILIULUI DE
ADMINISTRAȚIE AL****2PERFORMANT NETWORK S.A.****Nr. 3 din data de 25.02.2026**

Ședința membrilor Consiliului de
Administrație al Societății („**Consiliul de
Administrație**”), în prezența tuturor
membrilor săi, respectiv dl. Dorin-Cristian
Boerescu, dl. Iulian-Florentin Cîrciumaru,
dna. Anda-Irina Patzelt, Dl. Matei Pavel și
Dl. Vladimir Oane,

s-a desfășurat în conformitate cu
prevederile Legii Societăților nr. 31/1990,
republicată, cu modificările și completările
ulterioare („**Legea Societăților**”) și ale
actului constitutiv al Societății („**Actul
Constitutiv**”), în data de **25.02.2026**.

ÎNTRUCĂT:

(A) În data de 22 aprilie 2024, prin
Hotărârea Adunării Generale
Extraordinare a Acționarilor Societății
(„**AGEA**”) a fost aprobată, printre altele,
în temeiul prevederilor art. 114 alin. (1)
și art. 220¹ alin. (2) din Legea
Societăților, respectiv în temeiul
prevederilor art. 86 alin. (2) din Legea nr.
24/2017, delegarea atribuțiilor AGEA
privind hotărârea de majorare a
capitalului social al Societății către

**RESOLUTION OF THE BOARD OF
DIRECTORS OF****2PERFORMANT NETWORK S.A.****No. 3 dated 25.02.2026**

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,
Mrs. Anda-Irina Patzelt, Mr. Matei Pavel
and Mr. Vladimir Oane,

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**”)
25.02.2026.

WHEREAS:

(A) On 22 April 2024, by Decision, the
Extraordinary General Meeting of
Shareholders of the Company (the
“**EGMS**”) approved, among others,
pursuant to the provisions of art. 114
paragraph (1) and art. 2201 paragraph
(2) of the Companies Law, respectively
pursuant to the provisions of art. 86
paragraph (2) of Law no. 24/2017, the
delegation of the EGM's powers
regarding the decision to increase the

Consiliul de Administrație al Societății, pentru o perioadă de trei (3) ani, printr-una sau mai multe emisiuni de acțiuni ordinare, nominative și dematerializate, cu o valoare nominală care să nu depășească jumătate din capitalul social subscris existent în momentul hotărârii și autorizării, respectiv cu până la 651.652,15 RON.

(B) În data de 30.10.2025, Consiliul de Administrație, în baza delegării la care se face referire în Preambulul (A) de mai sus, a aprobat, printre altele, (i) majorarea de capital social a Societății prin emisiunea unui număr de până la 4.344.347 acțiuni noi cu o valoare nominală de 0,1 RON per acțiune și o valoare nominală totală de 434.434,7 RON („**Actiunile Noi**”) („**Majorarea de Capital Social**”)

(C) In prima etapa a Majorarii de Capital Social, desfasurata in perioada 03-16 februarie 2026, actionarii inregistrati in Registrul Actionarilor tinut de catre Depozitarul Central S.A. cu data de inregistrare 18 Noiembrie 2025 (“**Detinatorii de Drepturi de Preferinta**”) au subscris un numar de 889.537 Actiuni Noi din 4.344.347 actiuni disponibile; actiunile ramase nesubscrise (i.e. un numar de pana la 3.454.810 Actiuni Noi) au fost oferite in cea de-a doua etapa a Majorarii de Capital Social catre investitori din Spatiul Economic European, in baza exceptiilor permise de la publicarea unui prospect, inclusiv a celor prevazute de inclusiv cele prevazute la articolul 1 alin. (4) litere a) – d) din Regulamentul (EU) 2017/1129 al Parlamentului European și al Consiliului din 14 iunie 2017 privind prospectul care trebuie publicat în cazul unei oferte publice de valori mobiliare sau al admiterii de valori mobiliare la tranzacționare pe o piață reglementată, și de abrogare a Directivei 2003/71/CE și/sau investitori cărora le pot fi adresate și direcționate asemenea plasamente private în mod legal, în conformitate cu excepțiile de la

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 half of the subscribed share capital, existing at the time of the decision and authorization, namely by up to RON 651,652.15.

(B) On 30.10.2025, the Board of Directors, in accordance with the delegated authority referred to in Recital (A) above, approved, *inter alia*, (i) the Company’s share capital increase by issuing up to 4,344,347 new shares having a nominal value of RON 0.1 per share and a total nominal value of RON 434,434.7 (the “**New Shares**”) (“**Share Capital Increase**”).

(C) In the first phase of the Share Capital Increase, carried out between February 03-16, 2026, the shareholders registered in the Shareholders' Register kept by Depozitarul Central S.A. with the registration date November 18 (“**Preference Rights Holders**”) have subscribed to a number of 889,537 New Shares from 4,344,347 available shares; the shares that remained unsubscribed (i.e. a number of up to 3,454,810 New Shares) were offered in the second phase of the Share Capital Increase to investors in the European Economic Area, based on the exceptions allowed from the publication of a prospectus, including those provided by the European Economic Area. (4) points (a) to (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the event of a public offering of transferable securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC and/or investors to whom such private placements may lawfully be addressed and directed, pursuant to the exceptions in Regulation S of the United

Regulamentul S din Legea Privind Valorile Mobiliare din 1933 din Statele Unite ale Americii (“**Plasamentul Privat**”), care s-a desfasurat in perioada 18 februarie 2026 – 24 februarie 2026;

(D) La data de 24 februarie 2026 s-a incheiat etapa a doua a Majorarii de Capital Social, si anume Plasamentul Privat;

(E) Consiliul de Administratie intentioneaza prin prezenta as aprobe, printre altele (i) luarea la cunostinta a rezultatelor Plasamentului privat (ii) constatarea si validarea rezultatelor Majorarii de Capital Social (iii) aprobarea actului constitutiv actualizat al Societatii (“**Actul Constitutiv**”) si (iv) acordarea de imputerniciri

Constatând îndeplinirea tuturor condițiilor prevăzute de legislația din România și de Actul Constitutiv al Societății pentru validitatea acestei ședințe a Consiliului de Administrație și pentru luarea de hotărâri,

HOTĂRĂȘTE, IN UNANIMITATE, DUPĂ CUM URMEAZĂ:

1. Consiliul de Administratie ia la cunostinta ca, in urma finalizarii Plasamentului Privat, au fost subscribe 202.260 de Actiuni Noi, fiecare avand o valoare nominala de 0,1 RON si o valoare nominala totala de 20.226 RON.
2. Consiliul de Administratie constata si valideaza, prin prezenta, in temeiul subscrierilor de Actiuni Noi efectuate in cadrul Majorarii de Capital Social, urmatoarele rezultate:
 - Un numar de 889.537 Actiuni Noi nominative, dematerializate, cu o valoare nominala de 0,1 RON fiecare si o valoare nominala totala de 88.953,7RON a fost scris in cadrul primei etape a Majorarii de Capital Social; si
 - Un numar de 202.260 de Actiuni Noi nominative, dematerializate,

States Securities Act of 1933 (the “**Private Placement**”), which ran from February 18, 2026 to February 24, 2026

(D) On February 24, 2026, the second phase of the Share Capital Increase, namely the Private Placement, ended;

(E) The Board of Directors hereby intends to approve, inter alia, (i) the acknowledgment of the results of the Private Placement, (ii) the ascertainment and validation of the results of the Share Capital Increase, (iii) the approval of the updated articles of incorporation of the Company (the “**Articles of Incorporation**”) and (iv) the granting of powers of attorney

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 acknowledges that, following the completion of the Private Placement, 202,260 New Shares were subscribed, each with a nominal value of RON 0.1 and a total nominal value of RON 20,226
2. The Board of Directors hereby ascertains and validates, based on the subscriptions of New Shares made within the Share Capital Increase, the following results:
 - A number of 889,537 nominative, dematerialized New Shares, with a nominal value of 0.1 RON each and a total nominal value of 88,953.7 RON was subscribed within the first phase of the Share Capital Increase; and

cu o valoare nominala de 0,1 RON fiecare si o valoare nominala totala de 20.226 RON a fost subscris in cadrul celei de-a doua etape a Majorarii de Capital Social;

- Capitalul social al Societatii este, astfel, majorat de la valoarea nominala de 1.303.304,3 RON pana la valoarea nominala de 1.412.484 RON prin emiterea unui numar de 1.091.797 actiuni noi nominative, dematerializate, cu o valoare nominala totala de 109.179,7RON
 - Suma de 1.310.156,4 RON reprezentand diferenta dintre (i) pretul de subscriere, i.e. 1,3 RON /actiune inmultit cu numarul total de Actiuni Noi emise in cadrul Majorarii de Capital Social, de 1.091.797 si (ii) valoarea nominala totala a Actiunilor Noi emise in cadrul Majorarii de Capital Social, de 109.179,7 RON este înregistrată ca prima de emisiune, ca element de capitaluri proprii, potrivit reglementărilor contabile.
- 3.** Actiunile Noi ramase nesubscrise dupa derularea Majorarii de Capital Social, i.e., 3.252.550 de Actiuni Noi, sunt anulate prin prezenta.
- 4.** Consiliul de Administratie aproba prin prezenta modificarea Actului Constitutiv pentru a reflecta Majorarea de Capital Social, dupa cum urmeaza:

Articolul 6.1. din Actul Constitutiv se va modifica si va avea urmatorul continut:

6.1. Capitalul social subscris este in valoare de 1.412.484 RON (din care

- A number of 202,260 nominative dematerialised New Shares, with a nominal value of RON 0.1 each and a total nominal value of RON 20,226 were subscribed within the second phase of the Share Capital Increase;

- The share capital of the Company is thus increased from the nominal value of RON 1,303,304.3 to the nominal value of 1,412,484 RON by issuing a number of 1,091,797 nominative dematerialised new shares, with a total nominal value of 109,179.7RON

- The amount of 1,310,156.4 RON representing the difference between (i) the subscription price, i.e. 1.3 RON/share multiplied by the total number of New Shares issued under the Share Capital Increase, of 1,091,797; and (ii) the total nominal value of the New Shares issued under the Share Capital Increase, of RON 109,179.7 is recorded as share premium, as an element of equity, according to accounting regulations.

3. The New Shares remaining unsubscribed after the completion of the Share Capital Increase, i.e., 3,252,550 New Shares, are hereby cancelled.

4. The Board of Directors hereby approves the amendment of the Articles of Association to reflect the Share Capital Increase, as follows:

Article 6.1. of the Articles of Association will be amended and will have the following wording:

6.1. The subscribed share capital amounts to 1,412,484 RON (out of

397,28 EURO reprezentand 1.750 RON la cursul de schimb de 1 EURO/4,4050 RON si 1.410.734 RON), aport in numerar, impartit in 14.124.840 actiuni nominative cu o valoare nominala de 0,1 RON.

5. Imputerniciri

Consiliul de Administrație aprobă desemnarea și împuternicirea fiecăruia dintre Dl. Dorin-Cristian Boerescu, Dl. Iulian-Florentin Cîrciumaru, Dna. Anda-Irina Patzelt, Dl. Vladimir Oane si Dl. Matei-Mihail Pavel („**Reprezentanții**”), acționând individual și nu împreună, semnătura oricărui dintre Reprezentanți angajând în mod valabil și fiind obligatorie pentru Societate, pentru a îndeplini oricare acte și fapte în numele și pe seama Societății cu privire la Majorarea Capitalului Social, inclusiv cu privire la următoarele aspecte:

- (i) Cu putere și autoritate depline, sa semneze orice document si sa realizeze orice altă formalitate necesară, utilă sau oportună pentru inregistrarea si opozabilitatea hotărârilor adoptate, inclusiv semnarea Actului Constitutiv actualizat, după cum va fi cazul, precum și să semneze, să ștampileze și să transmită orice alte documente care sunt necesare, adecvate, dezirabile, utile sau recomandabile în legătură cu exercitarea de către Societate a tuturor drepturilor si indeplinirea tuturor obligatiilor sale rezultand din sau in legatura cu deciziile aprobate prin prezenta, inclusiv cu privire la Majorarea de Capital Social; si
- (ii) Sa reprezinte Societatea, personal sau prin reprezentanti,

which 397.28 EURO representing 1,750 RON at the exchange rate of 1 EURO/4.4050 RON and 1,410,734 RON), cash contribution, divided into 14,124,840 registered shares with a nominal value of RON 0.1.

5. Power of attorney

The Board of Directors approves the appointment and empowerment of each of Mr. Dorin-Cristian Boerescu, Mr. Iulian-Florentin Cîrciumaru, Mrs. Anda-Irina Patzelt, Mr. Vladimir Oane and Mr. Matei-Mihail Pavel (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 With full power and authority, to sign any document and to carry out any other formality necessary, useful or appropriate for the registration and enforceability of the decisions adopted, including the signing of the updated Articles of Incorporation, as the case may be, as well as to sign, stamp and transmit any other documents that are necessary, appropriate, desirable, useful or advisable in connection with the exercise by the Company of all rights and the fulfillment of all its obligations arising out of or in connection with the decisions approved herein, including with regard to the Share Capital Increase; and
- ii. to represent the Company, in person or through proxies, with full powers and authority in front of any competent authorities and institutions (such as the Trade

cu puteri si autoritate depline, în fața oricăror autorități și instituții competente (cum ar fi Oficiul Registrului Comerțului, Autoritatea de Supraveghere Financiară, Bursa de Valori București, Depozitarul Central S.A., etc), notari publici si orice alte autoritati, persoane fizice sau juridice si sa indeplineasca toate formalitatile necesare cu privire la inregistrarea sau implementarea hotararilor adoptate prin prezenta, la orice registru sau autoritate si sa indeplineasca orice actiune, sa semneze si sa modifice orice document si indeplineasca orice formalitate necesara pentru ca aspectele decise prin prezenta sa produca efecte depline (inclusiv publicarea acestei decizii in Monitorul Oficial, Partea a IV-a).

Reprezentanții pot să subdelege oricare și toate puterile acordate lor prin prezenta, după cum consideră de cuviință și cu respectarea oricăror limite impuse Reprezentanților.

Prezenta decizie a fost semnată astăzi, 25.02.2026, în limbile română și engleză. În caz de discrepanță între cele două versiuni, versiunea în limba română va prevala.

Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A., etc), notaries publics and any other authorities, natural or legal persons, and to carry out all the required formalities regarding the registration and implementation of the resolutions passed hereunder with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary in order to give full effect to the matters decided herein (including publication of this decision in the Official Gazette, Part IV) .

The Representatives may sub-delegate any and all of the powers granted hereby, as deemed appropriate and within the limits imposed on the Representatives.

This Resolution has been signed today, 25.02.2026, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.

Președintele de Ședință / Chairman of the Meeting

Dorin-Cristian Boerescu

Membru al Consiliului de Administrație / Member of the Board of Directors

Anda-Irina Patzelt

Membru al Consiliului de Administrație / Member of the Board of Directors

Iulian-Florentin Cîrciumaru

Membru al Consiliului de Administrație / Member of the Board of Directors

Vladimir Oane

Membru al Consiliului de Administrație / Member of the Board of Directors

Matei Pavel
