

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

## Current report no. 07/2021

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.

<b>Date of report</b>	19.03.2021
<b>Name of the Company</b>	2Performant Network S.A.
<b>Registered Office</b>	Bucharest, str. Vulturilor, nr. 98, et. 10, sector 3
<b>Phone</b>	+40 374 996 354
<b>Email</b>	investors@2performant.com
<b>Fiscal Code</b>	26405652
<b>Registration nr. with Trade Registry</b>	J40/493/2010
<b>Subscribed and paid share capital</b>	105,442.6 lei
<b>Total number of shares</b>	1,054,426
<b>Symbol</b>	2P
<b>Market where securities are traded</b>	MTS AeRO Premium

**Important events to be reported:** The decision of the Sole Administrator to convene the Extraordinary and Ordinary General Meeting of Shareholders of 2 Performant Network S.A. for 23.04.2021

On March 19<sup>th</sup>, 2021, the Sole Administrator of 2 Performant Network S.A. (hereinafter referred to as “the Company”) decided to convene the Extraordinary General Meeting of Shareholders (EGSM) and Ordinary General Meeting of Shareholders (OGSM) of the Company for 23.04.2021 (first calling), respectively for 24.04.2021 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report.

CHIEF EXECUTIVE OFFICER

Dorin Boerescu

## CONVENING NOTICE

### FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AD ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2PERFORMANT NETWORK S.A.

**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, 10<sup>th</sup> floor, 3<sup>rd</sup> District, Bucharest, Romania, with a subscribed and paid share capital of RON 105,442.6 lei (hereinafter referred to as the “**Company**”), represented by DORIN-CRISTIAN BOERESCU, in his capacity as sole director (the “**Sole Director**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

### CONVENES

**The Extraordinary General Meetings of Shareholders of the Company** (hereinafter referred to as the “**EGMS**”), convened at the Company’s headquarters, on **23 April 2021, starting at 10:00 A.M.**, for all the shareholders registered in the Company shareholders’ registry held by Depozitarul Central S.A., at the end of **16 April 2021**, considered as **Reference Date** for this meeting; to the extent on the aforementioned date, due to any reasons, the quorum requirements stipulated by the law and by the Articles of Association are not met, the Sole Director has convened and set, in accordance with art. 118 of the Companies Law, the date of the second EGMS of the Company on **24 April 2021, starting at 10:00 a.m.**, at the Company’s headquarters, with the same agenda and Reference Date; and

**The Ordinary General Meetings of Shareholders of the Company** (hereinafter referred to as the “**OGMS**”), convened at the Company’s headquarters, on **23 April 2021, starting at 11:00 A.M.**, for all the shareholders registered in the Company shareholders’ registry held by Depozitarul Central S.A., at the end of **16 April 2021**, considered as **Reference Date** for this meeting; to the extent on the aforementioned date, due to any reasons, the quorum requirements stipulated by the law and by the Articles of Association are not met, the Sole Director has convened and set, in accordance with art. 118 of the Companies Law, the date of the second OGMS of the Company on **24 April 2021, starting at 11:00 a.m.**, at the Company’s headquarters, with the same agenda and Reference Date.

### THE AGENDA OF THE EGMS IS THE FOLLOWING:

1. Subject to (i) the approval by the OGMS of item 3 on the OGMS agenda regarding the distribution of an amount of up to 495,970.4 lei as dividends paid to existing shareholders in the form of new ordinary, nominative and dematerialised shares, with a nominal value of 0.1 lei per share and (ii) the completion of the share capital increase operation with a cash contribution of up to 18,550 lei, by issuing a number of up to 185,500 new ordinary, nominative and dematerialised shares with a nominal value of 0.1 lei per share, which is subject to the approval of the extraordinary general meeting of shareholders of the Company convened for 22/23 March 2021, the approval of the share capital increase of the Company with a maximum amount of up to 495,970.4 lei, by distributing the amount of up to 495,970.4 lei as dividends paid to existing shareholders in the form of new ordinary, nominative and dematerialised shares, with a nominal value of 0.1 lei / share, respectively by issuing

a number of up to 4,959,704 new ordinary, nominative and dematerialised shares with a nominal value of 0.1 lei per share (the “**Share Capital Increase**”) and the approval of the authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the Share Capital Increase, including in connection with the following aspects:

- (i) confirmation of the final amount of the Share Capital Increase, which will be determined by applying a multiple of four (4) to the nominal value corresponding to the total number of shares in the share capital of the Company following the completion of the share capital increase operation by cash contribution with the amount of up to 18,550 lei, by issuing a number of up to 185,500 new ordinary, nominative and dematerialised shares, with a nominal value of 0.1 lei per share, subject to the approval of the extraordinary general meeting of shareholders of the Company convened for 22 /23 March 2021 (*i.e.* four (4) new shares being distributed for one (1) existing share in the Share Capital Increase);
  - (ii) ensuring the listing of the newly issued shares on the MTS-AeRo Multilateral Trading System, amendment of the Articles of Association in order to reflect the new share capital of the Company following the completion of the Share Capital Increase, setting the registration date to identify the shareholders onto whom the Share Capital Increase shall produce effects, in accordance with the provisions of art. 86 (1) of Law no. 24/2017, setting the “ex-date” calculated in accordance with the provisions of art. 2 para. (2) lit. (I) of Regulation no. 5/2018, setting the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018 and, respectively, setting the payment date, in accordance with the provisions of art. 2 para. (2) letter h) of Regulation no. 5/2018, in connection with the Share Capital Increase;
  - (iii) approving and executing any documents in relation to the Share Capital Increase, including any certificates, statement, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the Share Capital Increase; and
  - (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, FSA, BSE, the Central Depository, etc.) in order to register the Share Capital Increase.
2. Approval of the change of the registered office of the Company to the following address: 6 – 8 Corneliu Coposu Boulevard, Unirii View Building, Floors 1-3, 3<sup>rd</sup> District, Bucharest, postal code 030167, Romania, starting with 1 May 2021 and approving the amendment of the Articles of Association, to reflect the change of the registered office, with Article 3.1 of the Articles of Association being amended to read as follows:
- „3.1. The registered office of the Company is located at 6 – 8 Corneliu Coposu Boulevard, Unirii View Building, Floors 1-3, 3rd District, Bucharest, postal code 030167, 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. Approval of the amendment of the Articles of Association, by adding a new article 11.8 which will read as follows:
- “11.8 Advisory Committee*

#### *11.8.1 Organisation and operation*

*(1) The ordinary general meeting of shareholders shall appoint an Advisory Committee, having three (3) members, and shall set their remuneration, as the case may be.*

*(2) Any shareholder shall have the right to formulate candidacy proposals regarding the appointment of members of the Advisory Committee.*

*(3) The members of the Advisory Committee may be shareholders of the Company or other persons appointed by the shareholders and must have the appropriate experience and knowledge to make judgments based on the information received in connection with the activity of the Company.*

*(3) The term of office of the members of the Advisory Committee is of two (2) years from the date of their appointment.*

*4. The Advisory Committee shall elect a chairperson from among its members.*

*5. The functioning of the Advisory Committee shall be carried out in accordance with the regulations adopted by it, as well in accordance with any policies or rules developed by it.*

#### *11.8.2 Attributions and operation*

*1. The Advisory Committee shall have, in particular, the following attributions:*

*a) participates, in an advisory role, in the strategic planning at the Company level, analyses the proposals, format and content of any strategic planning at the Company level, ensures the independent verification of the facts and assumptions used in identifying and evaluating any strategic planning at the Company level, as well as with challenging any underlying assumptions as necessary;*

*b) engages in discussions with the Board of Directors, respectively with the representatives of the management of the Company and brings constructive criticism;*

*c) analyses the implementation and performance of strategic projects at the level of the Company, by applying appropriate indicators and defining the relevant stages, in order to fulfil its advisory role and formulate any recommendations for the Board of Directors and for the management of the Company;*

*d) following receipt of information from the Board of Directors regarding the convening of the ordinary and / or extraordinary general meeting, recommends, if it deems necessary or appropriate, the addition of new items on the agenda of the general meeting of shareholders; and*

*e) receives from the Board of Directors the annual financial statements, the annual activity report presented by the Board of Directors and the auditors' financial report, as well as the annual income and expenditure budget before these are submitted to shareholders for approval, and analyses them, for the purposes of developing a point of view on these documents, which it then presents to the Board of Directors.*

*In performing its attributions in accordance with the provisions of Article 11.8.2. above, the Advisory Committee receives from the Board of Directors or, as the case may be, from the management or the auditors of the Company, materials that must be sufficiently detailed, comprehensive and concise to support any analysis of the Advisory Committee."*

**4.** Approval of the implementation of a stock option plan for the allocation of shares in the Company, to members of the Board of Directors, members of the Advisory Committee, managers and employees

of the Company (as this plan is described in the supporting materials, including information regarding the eligible participants, allocation criteria, way of allocation etc.).

**5. Approval:**

- (i) of the issuance in 2021 and 2022 of one or more nominative, dematerialized and non-convertible, secured or unsecured bonds issuances, as the case may be, with or without discount, with a total value of up to a maximum amount of 15,000,000 lei or the equivalent of this amount in any other currency, with fixed or variable interest rate of up to 8.5%, as the case may be, and with a maturity that will not exceed five (5) years, which will be governed by any applicable law, including the Romanian law (the “**Bonds**”);
- (ii) to carry out one or more offerings in 2021 and 2022 (the “**Offerings**” and each of them the “**Offering**”) having as object the Bonds, including to the public or Offerings which will take place based on the permitted exceptions from the obligation to publish a prospectus, including those provided in article 1 paragraph (4) letters (a)-(d) from Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (“**Prospectus Regulation**”);
- (iii) of the undertaking by the Company of all necessary actions and formalities, useful and / or appropriate for the admission to trading of the Bonds on any trading venue, including a regulated market, following the Offering (the “**Listings**” and each of them the “**Listing**”);
- (iv) of the authorisation of the Board of Directors to issue any decision and to carry out any acts and deeds which are necessary, desirable and/or convenient for implementing the resolutions to be adopted by the EGMS, including with respect to (i) the Bonds, any Offering and Listing, including, without limitation, negotiating, determining and approving the issue amount, the issue price in accordance with market conditions, as well as other final terms and conditions of the Bonds and/or the relevant Offerings, the contractual terms, drawdown, early repayment, interest, taxes and fees, selecting the intermediaries for the Offerings, ensuring the drafting and publication of a prospectus, an offering document, as well as the negotiation, approval and execution of any documents related to the Bonds, the Offerings and the Listings, the approval of the listing markets, as well as the negotiation and execution of any agreements with intermediaries and advisors, and to carry out any other acts and deeds which are necessary;
- (v) of the authorisation of the Board of Directors (i) to approve any agreements regarding the Bonds and/or the Offerings and/or the Listings and any other arrangements, commitments, offering prospectuses, offering documents, any subscription agreements, sale, agency, trust, assistance agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorise and/or to execute any other actions which are necessary in order to give full effect to the issuance of Bonds and/or the Offerings and/or the Listings; and (ii) to empower representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.

**6. Setting the date of:**

- 14 May 2021 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, with the exception of point 1 on the EGMS agenda (the

registration date for this point will be set in accordance with the provisions of the relevant resolution), in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017; and

- 13 May 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) of no. Regulation 5/2018, with the exception of point 1 on the EGMS agenda (the registration date for this point will be set in accordance with the provisions of the relevant resolution).

As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.

7. 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 resolutions of the EGMS of the Company, the Articles of Association, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as 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 acts for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

#### **THE AGENDA OF THE OGMS IS THE FOLLOWING:**

1. Approval of the annual financial statements prepared for the financial year ended 31 December 2020, together with the Sole Director’s annual report and the independent auditor's report.
2. Approval of the income and expenses budget for the financial year 2021.
3. Approval of the distribution of an amount of up to 495,970.4 lei out of the net profit of the Company for the financial year ended 31 December 2020, determined in accordance with the applicable laws, as dividends paid to existing shareholders in the form of new ordinary, nominative and dematerialised shares (the dividend per share amounting to up to 0.4 lei, *i.e.* four (4) shares being distributed for each one (1) existing share), subject to the approval by the EGMS of item 1 on the EGMS agenda and the approval of the authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the OGMS resolution to be adopted on this point of the agenda, including in connection with the following aspects:
  - (i) confirmation of the final amount of the dividend to be distributed to existing shareholders in the form of new ordinary, nominative and dematerialised shares, which will be determined by applying a multiple of four (4) to the nominal value corresponding to the total number of shares in the share capital of the Company following the completion of the share capital increase operation by cash contribution with the amount of up to 18,550 lei, by issuing a number of up to 185,500 new ordinary, nominative and dematerialised shares, with a nominal value of 0.1 lei per share, subject to the approval of the extraordinary general meeting of shareholders of the Company convened for 22 /23 March 2021;
  - (ii) setting the registration date to identify the shareholders onto whom the OGMS resolution to be adopted on this point of the agenda shall produce effects, in accordance with the provisions of art. 86 (1) of Law no. 24/2017, setting the “ex-date” calculated in accordance with the provisions



- of art. 2 para. (2) lit. (l) of Regulation no. 5/2018, setting the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018 and, respectively, setting the payment date, in accordance with the provisions of art. 2 para. (2) letter h) of Regulation no. 5/2018; and
- (iii) approving and executing any documents in relation to the OGMS resolution to be adopted on this point of the agenda, including any certificates, statements, registries, notifications, additional acts and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the OGMS resolution to be adopted on this point of the agenda, including the publication of the report on the dividends distribution, in accordance with the provision of art. 145 para. (1) of Regulation no. 5/2018.
4. Approval of the allocation of a portion of the net profit of the Company for the financial year ended 31 December 2020 in the amount of 322,718.6 lei, determined in accordance with the applicable laws, as follows:
    - 103,992.6 lei to the mandatory legal reserves of the Company; and
    - 218,726 lei to undistributed profit.
  5. Approval of the discharge of liability of the Sole Director for the financial year 2020 (*SECRET VOTE*).
  6. Approval of the remuneration policy, as it is set out in the supporting materials.
  7. Approval of the remuneration report at the level of the Company, as it is set out in the supporting materials.
  8. Establishing the remuneration for the members of the Board of Directors for the financial year 2021 at a maximum aggregate level of 110,000 lei (gross amount), to which will be added the stock options granted in accordance with the stock options plan, subject to approval by the EGMS of point 4 of the EGMS agenda, in accordance with the Company's remuneration policy, subject to the approval by the OGMS of point 6 on the OGMS agenda.
  9. Subject to the approval by the EGMS of point 3 on the EGMS agenda regarding the amendment of the Articles of Association, appointment of three (3) members to the Company's Advisory Committee starting with the date of the OGMS resolution on this point of the agenda. The mandates of the members of the Advisory Committee shall be of two years, subject to the mandate being accepted by the respective persons (*SECRET VOTE*). With the exception of their participation to the stock options plan, the members of the Advisory Committee will not be remunerated. The candidacy proposals made by the shareholders for the three positions will be submitted until **9 April 2021, 12 P.M.**, at the Company's headquarters or via e-mail at [investors@2performant.com](mailto:investors@2performant.com). Each candidate for the Advisory Committee will submit a copy of their ID card and CV, which shall include details regarding the relevant candidate's professional activities, the consent form and the information note for collecting and processing personal data in the recruitment process, filled in and signed by the candidate, the templates of such documents being available as part of the supporting materials. The list of candidates, including their name, capacity as shareholder, as well as their CVs will be published on the Company's website and will be updated each day until **9 April 2021, 18:00**, on the basis of the received proposals.
  10. Setting the date of:

- 14 May 2021 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, with the exception of point 3 on the OGMS agenda (the registration date for this point will be set in accordance with the provisions of the relevant resolution), in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017; and
- 13 May 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) of no. Regulation 5/2018, with the exception of point 3 on the OGMS agenda (the registration date for this point will be set in accordance with the provisions of the relevant resolution).

As they are not applicable to this OGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.

11. 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 resolutions of the OGMS of the Company, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as 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 acts for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.

\*\*\*

#### **GENERAL INFORMATION REGARDING THE EGMS AND OGMS**

##### **a) Participation in the EGMS and OGMS**

###### **CONSIDERING:**

- (A) The global pandemic situation and the prevention measures imposed by the Romanian authorities to limit and prevent SARS-CoV-2 coronavirus infection; and
- (B) The opinion of the National Center for Coordination and Management of Intervention according to which the EGSM and OGMS may be deemed private events, which are subject to the restrictions applicable to holding of private events indoors,

**IT IS RECOMMENDED TO SHAREHOLDERS TO AVOID NON-ESSENTIAL TRAVEL, NOT TO ATTEND IN PERSON THE EGMS AND OGMS AND TO EXERCISE THEIR VOTING RIGHT VIA CORRESPONDENCE, ACCORDING TO THE PROCEDURE DESCRIBED IN THIS CONVENING NOTICE.** Respecting shareholders’ right to information, the Board of Directors will organize a videoconference of the EGMS and OGMS, presenting the latest updates on the Company and will answer any questions that may be raised. Shareholders interested in registering for the online videoconference, must express their intention by e-mail to the address [investors@2performant.com](mailto:investors@2performant.com), sent no later than **21 April 2021, 10:00 A.M.**, providing at the same time the full name as in the identity card and an e-mail address, so that their identity as shareholder can be verified and for contact purposes in order to communicate the organizational procedures to gain access to the videoconference.

Only shareholders who are registered with the Company’s Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS and OGMS, in accordance with the legal provisions applicable to companies that are listed on the Multilateral Trading System MTS-AeRO and those of the Articles of Association, **in person** (or represented by legal representatives) or **by proxy**



(based on a special or general power of attorney), considering the legal requirements, or **by correspondence** (based on a correspondence voting ballot).

The access and/or the correspondence vote by shareholders entitled to attend the EGMS and OGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for the foreign citizens).

**The representatives of shareholders – natural/legal persons** will be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for the foreign citizens), accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be.

**The capacity as shareholder** and also, in case of shareholders - legal persons or entities without legal status, **the capacity as legal representative** shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not register in the system of Depozitarul Central S.A. the valid and updated identification data, then they will also present a copy of the updated identity document (identity card/ passport/ residence permit); b) the legal representative of the shareholders – legal persons is not mentioned in the list of shareholders received from Depozitarul Central S.A., then they will also present an official document attesting their capacity as legal representative of the signatory of the special power of attorney (issued by a competent authority, original or certified copy, not older than 6 months before the date of publication of the convening notice of the EGMS and OGMS).

Information concerning the special and general powers of attorney and the correspondence vote is set out at points c) and d) below.

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English (this is also applicable in case of participation and voting in accordance with points c) and d) below).

**b) Documents related to the agenda of the EGMS and OGMS**

Starting with **23 March 2021**, all the information materials regarding the items included on the agenda of the OGMS shall be available on the Company's website <https://ro.2performant.com/aga/>. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the EGMS and OGMS.

**c) General Powers of Attorney**

**General powers of attorney** may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at 98 Vulturilor street, 10<sup>th</sup> Floor, 3<sup>rd</sup> District, Bucharest, Romania, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address

[investors@2performant.com](mailto:investors@2performant.com)) so as to be registered with the Company's registration desk **until 21 April 2021, at 10:00 A.M.**

For the validity of the mandate, the proxy should have to be either an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 92 para. (15) of the Law no. 24/2017.

The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

**d) The special Powers of Attorney and the Correspondence Voting Ballot**

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company's registered headquarters at 98 Vulturilor street, 10<sup>th</sup> Floor, 3<sup>rd</sup> District, Bucharest, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address [investors@2performant.com](mailto:investors@2performant.com)), in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than **until 21 April 2021, at 10:00 A.M.**, clearly mentioning on the envelope or in the subject of the e-mail "For the Extraordinary/Ordinary General Meeting of Shareholders convened for 23/24 April 2021". In case of resolutions which are subject to secret vote, the vote of the shareholders who have appointed a representative, as well as of those who vote via correspondence vote ballot, will be inserted in a separate envelope, marked "SECRET VOTE", respectively will be attached to e-mail as a separate file, marked with "SECRET VOTE".

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the EGMS and OGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at letter b).

**e) The shareholders rights to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda**

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:

- a) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and
- b) to make resolution proposals for the items included or proposed to be included on the agenda of the EGMS and OGMS.

The rights mentioned above may be exercised only in writing (sent via courier at the Company's headquarters or via e-mail, in compliance with the regulations issued by the FSA, to the address [investors@2performant.com](mailto:investors@2performant.com)) no later than **8 April 2021**.

The identification requirements mentioned at letter a) above are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the EGMS and OGMS agenda.

To the extent the exercise of the right provided in letter a) above determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date set for **16 April 2021** and in compliance with the term provided by the Companies Law.

**f) The shareholders right to ask questions concerning the agenda**

Any interested shareholder has the right to submit questions regarding the items included on the agenda of the EGMS and OGMS. The questions may be submitted to the Company in physical format, via e-mail at the address [investors@2performant.com](mailto:investors@2performant.com), so as to be registered with the Company's registration desk until **21 April 2021, at 10:00 A.M.** The Company will answer to the questions posed by the shareholders.

The right to ask questions and the obligation to address them may be limited by the measures that the Company may adopt in order to identify the shareholders (in accordance with the provisions of Regulation no. 5/2018), to ensure the good process and preparation of the general meetings, as well as to protect the confidentiality and the commercial interests of the Company. The Company may provide a general answer for the questions with the same content. It will be considered that an answer is given if the relevant information is available on the Company's website, in question-response format.

DORIN-CRISTIAN BOERESCU

Sole Director

---