*To: Bucharest Stock Exchange*
*The Financial Supervisory Authority*

# Current report no. 37/2025

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.

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| **Date of report** | 27.11.2025 |
| **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** | 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:** Decision of the Board of Directors regarding the subscription price for the Share Capital Increase

The management of 2Performant Network S.A. (hereinafter referred to as the "Company") informs investors about the Decision of the Board of Directors no. 9 dated 26.11.2025, through which, in accordance with the Resolution of the Extraordinary General Meeting of Shareholders dated 22 April 2024 ("EGMS Resolution"), and further to the Decision of the Board of Directors dated 30.10.2025, whereby the Board approved the increase of the share capital by up to 434,434.7 RON (nominal value) (the "Share Capital Increase"), through the issuance of up to 4,344,347 new shares with a nominal value of 0.1 RON per share, the subscription price was set at 1.3 RON per one new share.

For more information regarding the Share Capital Increase, please consult the Decision of the Board of Directors no. 9 dated 26.11.2025, attached to this current report.

The President of the Board of Directors 2Performant

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 1,303,304.30
**(the "Company")**

**RESOLUTION OF THE BOARD OF DIRECTORS OF**
**2PERFORMANT NETWORK S.A.**
**No. 9 dated 26.11.2025**

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. Vladimir Oane and Mr. Matei-Mihail Pavel
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**") **26.11.2025.**

**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 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") and (ii) the price range within which a subscription price for a New Share shall be determined ("Subscription Price") both during the first phase of the Share Capital Increase (corresponding to the exercise of the preference rights) and during the second phase (corresponding to the Private Placement), respectively RON 1.3 – RON 1.45.
**(C)** The Board of Directors envisages to set the value of the Subscription Price, in accordance with the range referred at Recital (B) 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 approval of the subscription price for the Share Capital Increase**

The Board of Directors approves, both for the first phase of the Share Capital Increase (corresponding to the exercise of preference rights) as well as for the second phase (corresponding to the Private Placement), a Subscription Price amounting to 1.3 RON, representing the subscription price for one (1) New Share.
The difference between the Subscription Price and the nominal value of a New Share represents the issue premium.

**2. Approval of the documents related to the Share Capital Increase**

The Board of Directors hereby approves

(i) the prospectus prepared in connection with the Share Capital Increase (the “Prospectus”), for the purpose of its approval by the FSA, in a form substantially similar with the one made available to the members of the Board of Directors; and
(ii) any other contracts, documents, statements, deeds, notices, certificates, powers of attorney, amendments, supplements and any other similar agreements or understandings and any other documents which are necessary or useful to implement the Share Capital Increase, including the negotiation thereof and/or the exercise of rights and obligations thereunder and/or the satisfaction of any necessary, useful or appropriate perfection requirements or filings with the relevant authorities.

**3. Power of attorney**

The Board of Directors approves the appointment and empowerment of each ofMr. 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. to negotiate the execution/final forms, sign, seal, execute and deliver the Prospectus, as well as any other documents ancillary,necessary, appropriate, desirable, required, useful or advisable in relation to the performance by the Company of all its rights and obligations under or in connection with
the decisions adopted under points 1 - 2
above; 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 Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A., etc), notary 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.

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, 26.11.2025, 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**

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**Member of the Board of Directors**
**Anda-Irina Patzelt**

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**Member of the Board of Directors**
**Iulian-Florentin Cîrciumaru**

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**Member of the Board of Directors**
**Vladimir Oane**

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**Member of the Board of Directors**
**Matei-Mihail Pavel**

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