

To: *Bucharest Stock Exchange*
The Financial Supervisory Authority

Current report no. 26/2024

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation no. 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	09.09.2024
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: Preliminary agreement regarding the acquisition of Profitshare Romania and Bulgaria

The Board of Directors of 2Performant Network S.A. ("2Performant") informs investors that on the date of 06.09.2024 2Performant concluded a preliminary agreement regarding the acquisition of the Profitshare.ro and Profitshare.bg affiliate networks owned by Conversion Marketing S.R.L. and Conversion Marketing EOOD ("Profitshare Business Lines"). The agreement outlines the principles of the transaction and is not legally binding.

The operation that is the subject of the afore-mentioned agreement consists in the transfer of the Profitshare Business Lines from Conversion Marketing S.R.L., respectively Conversion Marketing EOOD (as sellers) to 2Performant (as buyer). Dante International S.A. (majority shareholder of Conversion Marketing S.R.L.) will be a party to the business transfer contract, as guarantor.

The transaction price is RON 4,307,000 and will be paid as follows: 55% in cash, at the time of completion of the transfer of the Profitshare Business Lines according to the business transfer contract ("Completion Date") and 45% in shares of the share capital of 2Performant, through a share capital increase, the details of which will be published after the signing of the business transfer contract.

The receivables representing the purchase price shall be assigned by Conversion Marketing S.R.L. (and Conversion Marketing EOOD, if the case) to Dante International S.A., and Dante International S.A. will become a shareholder of 2Performant as a result of the share capital increase. Dante International S.A. will assume, through the business transfer contract, the obligation not to sell the shares held in the share capital of 2Performant for a period of 1 year starting from the Completion Date.

The following main steps will be taken to implement and complete the transaction:

- the successful completion by 2Performant of the due diligence analysis;
- the negotiation and signing of the contract regarding the business transfer, based on the approval of the Board of Directors of 2Performant and subject to the approval of the general meeting of shareholders;
- approval of the transaction by the general meeting of the shareholders of 2Performant;
- obtaining approvals from relevant authorities, if applicable (such as, but not limited to: competition authorities in relevant jurisdictions);
- completing the transfer of the Profitshare Business Lines according to the business transfer contract;
- increasing the share capital of 2Performant for the payment of the second installment of the transaction price.

The parties aim to complete the transaction as soon as possible.

The parties are assisted in the transaction by the law firms DLA Piper Dinu SCA - for 2Performant and Filip & Company - for Sellers and Dante International SA.

Profitshare was launched in 2012 and currently has a portfolio of 250 affiliate programs (including the eMAG group), in Romania and Bulgaria.

The Profitshare.ro and Profitshare.bg platforms and related ecosystems will operate under the same technical conditions after their takeover by 2Performant, at least 12 months after the completion of the transaction.

"2Performant is a young and dynamic company, whose values we resonate with. We expect that after the completion of the transaction, the Profitshare business together with 2Performant will offer greater value to its customers."

Tudor Manea, CEO Dante International SA

"Acquisitions are one of the growth routes that we have announced since the listing of the company. I'm glad the time has come to show that we were serious.

Once the Profitshare transaction is completed, we will increase our current capacity and be able to expand and diversify our client portfolio in both markets, Romania and Bulgaria.

We still have some important steps to take but I am confident that the teams involved in the transaction on both sides will be able to complete them in an efficient manner. We will publish our post-acquisition plans after the acquisition is completed according to the final contract."

Dorin Boerescu, CEO and Co-founder 2Performant Network SA

Under the terms of the preliminary agreement, the parties agreed not to provide any further information about the transaction until the signing of the business transfer contract.

The President of the Board of Directors 2Performant
Dorin Boerescu