

To: *Bucharest Stock Exchange*
The Financial Supervisory Authority

Current report no. 16/2025

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	07.05.2025
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	+40 754 908 742
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: Signing of the agreement for the acquisition of of the Profitshare operations in Romania and Bulgaria

The Board of Directors of 2Performant Network S.A. ("2Performant") informs investors that on May 6th, 2025 it signed the acquisition agreement for the **Profitshare business line (together with its assets)**, operated by Conversion Marketing S.R.L. in Romania and Conversion Marketing E.O.O.D. in Bulgaria (Conversion Marketing S.R.L. and Conversion Marketing E.O.O.D. being part of the Dante International S.A. group – "eMAG") ("the Transaction"). eMAG is a party to this agreement, acting as guarantor of the sellers' obligations. This strategic acquisition marks a significant milestone in 2Performant's growth on the Romanian and Bulgarian markets and paves the way for regional expansion in Central and Eastern Europe.

The contract was previously approved by the Board of Directors of 2Performant through Decision No. 2 dated April 30, 2025, and was signed subject to the approval of the Extraordinary General Meeting of Shareholders of 2Performant.

The completion of the Transaction is conditional upon the fulfillment of several requirements, including the approval of the Transaction by the Extraordinary General Meeting of Shareholders of 2Performant, and the sellers obtaining consent from certain counterparties to the agreements that will be transferred to 2Performant, among others.

The Transaction price is RON 4,518,850, of which RON 2,368,850 will be paid in cash by 2Performant at the time of the Transaction's completion. The receivable representing the remaining amount of RON 2,150,000 (the "Receivable") has been assigned by Conversion Marketing S.R.L. and Conversion Marketing E.O.O.D. to eMAG and will not be paid in cash. Instead, it will be settled through the issuance of 1,000,000 new shares by 2Performant to eMAG, no later than six months from the completion date of the Transaction, at a conversion (settlement) price of RON 2.15 per share. Through this transaction, eMAG will join the 2Performant shareholder structure as a minority shareholder. The share capital increase will be carried out without the trading of pre-emption rights, with further details about the operation to be made public soon.

The use of this transaction structure — a combination of cash payment and share issuance — highlights 2Performant's openness to moving beyond conventional M&A frameworks, leveraging local capital market mechanisms.

Dorin Boerescu, the President of the Board of Directors 2Performant, states:

"This transaction is a launchpad for our regional future and European expansion. With eMAG by our side, we are accelerating the development of a scalable and meritocratic affiliate marketing ecosystem and investing in our ability to compete globally in a rapidly growing industry."

Tudor Manea, Group CEO of eMAG, states:

"We are confident that this transaction serves the best interests of both parties and reflects our trust in 2Performant's potential, as well as in their direction toward international expansion."

The acquisition supports 2Performant's vision of transforming affiliate marketing into a scalable and internationally competitive model and prepares the company for future steps into other markets such as Hungary and Greece, in line with its regional expansion strategy.

More information about the context and impact of the transaction can be found in the exclusive interview given to start-up.ro by Dorin Boerescu, CEO of 2Performant, and Bogdan Axinia, Managing Partner at eMAG Ventures.

The President of the Board of Directors 2Performant
Dorin Boerescu