

To:

*Financial Supervisory Authority
Bucharest Stock Exchange*

Current Report 12/2024

Date of report: **02.04.2024**

Name of the issuing entity: **AFORTI Holding S.A.**

Headquarters: **Chałubińskiego Street No 8, 00-613 Warsaw, Poland**

Telephone / fax number: **+48 22 647 50 00,**

Unique registration code (NIP): **525-245-37-55**

Serial number in the Trade Register: **0000330108**

Subscribed and paid-in share capital: **9.042.514 PLN**

Market: **SMT**

Securities: **bonds**, trading symbol **AFH25**

Activities related to the implementation of the Issuer's strategy

(Activitati legate de implementarea strategiei Emitentului)

The Management Board of Aforti Holding S.A. with its registered office in Warsaw (hereinafter referred to as the "Company", "Issuer"), acting pursuant to Art. 17 section 1 in connection Art. 17 section 4 Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directive 2003/ 124/EC, 2003/125/EC and 2004/72/EC hereby makes public the content of the delayed confidential information regarding changes in the AFORTI.BIZ project, which is part of the Aforti Group's strategy.

Content of delayed confidential information:

The Management Board of Aforti Holding S.A. with its registered office in Warsaw (hereinafter: "Company", "Issuer"), with reference to ESPI report No. 5/2021 of January 27, 2021, informs that on December 6, 2023 it received information that Aforti PLC with based in London (hereinafter referred to www.afortiholding.pl **Zyskaj na przyszłość.**

as: Aforti PLC) received information from the Seller of 100% of shares in the share capital of EPMAP Limited based in Limassol (Cyprus) (hereinafter referred to as: EPMAP or EPMAP company) that the agreement for the purchase of EPMAP shares concluded in January 2021 expired because the condition of obtaining the consent of the Central Bank of Cyprus to transfer 100% of the shares to Aforti PLC within 18 months of signing the agreement was not met. Despite submitting the application, the Central Bank of Cyprus did not issue a decision within the period required by the contract. The Issuer's Management Board, together with Aforti PLC, immediately started legal analyzes related to the provisions of the contract.

Justification for the delay in disclosing confidential information to the public, together with the arrangements made during the delay:

The Company's Management Board explains that publicizing the above-mentioned confidential information regarding changes in the AFORTI.BIZ project on the date of its occurrence could with a high probability result in negative effects that could threaten the Company's position in the negotiation process preceding the conclusion of the Banking as a Service Agreement with a Lithuanian entity holding an EMI electronic money license, which could violate its legitimate and legitimate interest. The delay in making public the information covered by this report does not mislead investors. Moreover, during legal analyzes and negotiations, full confidentiality of the activities was maintained. At the same time, the Issuer informs that the information provided in this report consumes the content of the delayed confidential information indicated above.

After conducting legal analyses, the Management Board of Aforti PLC decided to pursue claims. The previous Management Boards of the Subsidiaries responsible for the project either did not know about the expiry of the EPMAP share purchase agreement or were misled because the EPMAP share purchase procedure was continued. The fact that the Seller periodically sent Aforti PLC information about the amount of necessary recapitalization in order to maintain the EPMAP capital requirements proves the misrepresentation.

Due to the above, the Management Board of Aforti PLC decided to continue the AFORTI.BIZ project using the so-called White Label Agreement and Banking as a Service Agreement, which means that Aforti Exchange S.A. which is a subsidiary of Aforti PLC, after signing the agreement, it will be able to offer its clients virtual IBANs and cross-border payments, without the need for a license, which means

that there will be no need to incur additional high costs of maintaining a licensed company such as EPMAP and maintaining its requirements capital. The Management Board of Aforti PLC has implemented this process, which was communicated under report No. 11/2024 of April 2, 2024.

It should be emphasized that Aforti PLC, acting in good faith, wanted to finalize the transaction of purchasing EPMAP shares and did not treat the agreement as expiring after July 2022. To confirm this fact, the Issuer points to the meeting of October 27, 2023 before the Central Bank of Cyprus (CBC), in the presence of representatives of Aforti PLC and the Seller. Then, there was a presentation related to obtaining consent to exercise voting rights over the EPMAP company. Even CBC representatives, after analyzing the documents, did not pay attention to the fact that the contract in question expired in July 2022 due to the expiry of the deadline for its finalization. The Seller present at the meeting also did not raise any comments regarding the duration of the contract.

In December 2023, Aforti PLC held 9.99% of the shares of EPMAP, which were transferred to the Seller in January this year. The return of the shares held is a condition for initiating the procedure for returning the funds paid to the ESCROW account securing the transaction.

Legal basis: Article 17 paragraph 4 of the MAR – confidential information



Klaudiusz Sytek
President of the Management Board