Converge Technology Solutions to be Acquired by H.I.G. Capital

FOR IMMEDIATE RELEASE

Key Highlights:

- H.I.G. Capital to acquire Converge in an all-cash transaction, providing immediate liquidity to shareholders while establishing a strategic partner for Converge to execute its long-term growth strategy.
- Shareholders will receive C$5.50 per share in cash, representing approximately 56% and 57% respective premiums to the closing price and 30-day volume weighted average price of the shares on the TSX on February, 6 2025, the last trading day prior to the date of the announcement of the transaction.
- The Board of Directors of Converge (with an interested director abstaining), after receiving the unanimous recommendation from a special committee of independent directors, unanimously determined that the transaction is fair and in the best interests of the Company.
- Shareholders representing 24% of Converge's outstanding shares have entered into voting support agreements in favor of the transaction.

FEBRUARY 7, 2025 – TORONTO, ONTARIO, CANADA and GATINEAU, QUÉBEC, CANADA - Converge Technology Solutions Corp. ("**Converge**" or the "**Company**") (TSX:CTS) (FSE:0ZB) (OTCQX:CTSDF) is pleased to announce it has entered into an arrangement agreement (the "**Arrangement Agreement**") with an affiliate of H.I.G. Capital ("**H.I.G.**"), whereby H.I.G has agreed to acquire all of the issued and outstanding common shares (the "**Common Shares**") of the Company (the "**Transaction**"). Under the terms of the Arrangement Agreement, shareholders will receive C$5.50 per Common Share in cash, other than Common Shares held by certain shareholders who enter into rollover equity agreements (the "**Rollover Shareholders**"). The purchase price of the Transaction values Converge at an enterprise value of approximately C$1.3 billion. Upon completion of the Transaction, the Company intends to apply to delist the Common Shares from all public markets and cease to be a reporting issuer under Canadian securities laws.

Additionally, as a result of the Transaction, Converge will join the current H.I.G. owned entity, Mainline Information Systems, LLC ("**Mainline**"). Headquartered in Tallahassee, FL, Mainline is a diversified IT solutions provider specializing in enterprise server, hybrid cloud, cyber storage, and network & security solutions, along with providing associated professional and managed services. Converge and Mainline offer complementary products and services, and their joining will permit the combined companies' to better serve customers with a broader and more diverse variety of solutions in areas such as cybersecurity, cloud, and digital infrastructure**.** The combined business will be led by a proven management team that reflects the strengths and capabilities of both organizations. Following the closing, Converge Chief Executive Officer Greg Berard will serve as Chief Executive Officer of the combined business and Mainline President and Chief Executive Officer Jeff Dobbelaere will serve as President.

"Converge stands out as an organization that understands where technology trends are going in the IT market and has aligned its business accordingly, and it has a proven reputation as a trusted advisor to its customers," said Aaron Tolson, Managing Director at H.I.G. Capital. "We are excited to combine Converge with H.I.G.-owned Mainline, a company that has advised IT decision-makers in handling their most mission-critical workloads for decades. The combined company will bring a breadth and depth of technology and services capabilities to its customers and OEM partners that is differentiated in the areas of core data center infrastructure, networking, security, and hybrid cloud."

"Converge is proud to begin a new chapter alongside H.I.G. Capital," stated Greg Berard, Chief Executive Officer of Converge. "This partnership not only ensures meaningful value for our shareholders but also lays the foundation to enhance how we serve our customers. As technology continues to reshape industries worldwide, delivering comprehensive and forward-thinking solutions is vital to helping our clients succeed. We're excited to continue leading the way as a transformative force in the IT industry."

"We are excited to be joining forces with Converge as we enter the next phase in our growth journey," said Jeff Dobbelaere, President and Chief Executive Officer of Mainline. "Our specialization in hybrid cloud, on-premises infrastructure, cybersecurity, and software solutions complements Converge's established expertise. Together, we're poised to create meaningful growth opportunities for our employees and enhance the value we deliver to customers, leveraging our combined capabilities to expand our service offerings and provide sought after solutions in the marketplace."

The Company intends to release preliminary Q4 FY2024 results on Monday, February 10, 2025. Gross profit and Adjusted EBITDA[1] for the fourth quarter of 2024 are expected to be at the high end of our previously provided range of gross profit of $165 - $178 million and Adjusted EBITDA of $36 - $47 million.

Transaction Details

The Transaction, which was unanimously approved by the Board of Directors of Converge (the "**Board**") (with an interested director abstaining from voting), after receiving the unanimous recommendation from a special committee of independent directors (the "**Special Committee**"), is to be carried out by way of a statutory court-approved plan of arrangement under the *Canada Business Corporations Act*, and will require approval of two-thirds of the votes cast by shareholders of the Company at a special meeting of the shareholders of the Company (the "**Special Meeting**"); and (ii) a simple majority of the votes cast by shareholders of the Company at the Special Meeting, excluding votes from Rollover Shareholders and any other required to be excluded as required under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The Special Meeting is expected to be held in April 2025.

The Arrangement Agreement is the result of a comprehensive and competitive negotiation process that was undertaken at arm's length with the oversight and participation of the Special Committee. The Company and the Special Committee were advised by highly qualified legal and financial advisors and the process resulted in terms and conditions that are reasonable in the judgement of the Special Committee and the Board, including customary "fiduciary out" rights that would enable the Company to enter into a definitive agreement with respect to an unsolicited proposal that constitutes a superior proposal (as defined in the Arrangement Agreement) in certain circumstances.

[1] This is a non-IFRS measure and not a recognized, defined or standardized measure under IFRS. For more information on non-IFRS measure and a reconciliation to the most comparable IFRS measures, see the Company's management discussion and analysis for the three and nine months ended September 30, 2024 and September 30, 2023.

A termination fee of C$34.4 million would be payable by Converge in certain circumstances, including in the context of Converge entering into a definitive agreement with respect to a superior proposal.

The all-cash transaction will provide immediate liquidity to shareholders while establishing a strategic partner for Converge to execute its long-term growth strategy. Shareholders (other than the Rollover Shareholders) will receive C$5.50 per Common Share in cash (the "**Consideration**"), representing approximately 56% and 57% respective premiums to the closing price and 30-day volume weighted average price of the shares on the TSX on February, 6 2025, the last trading day prior to the date of the announcement of the transaction. Based on the Company's reported financial results for the trailing twelve months to September 30, 2024, the Consideration values the Company at an enterprise value to Adjusted EBITDA[2] multiple of ~7.4x.

As part of the Arrangement Agreement, Converge has agreed that its regular quarterly dividend during the pendency of the Transaction will not be declared.

The Rollover Shareholders will roll certain of their Common Shares in the Company for equity interests in an affiliated entity of H.I.G. All rollovers will occur at a value per Common Share equal to the cash purchase price of C$5.50. Further details will be provided in the Circular (as defined below).

The Company's directors, senior executive officers and certain other large shareholders, holding an aggregate of approximately 24% of the outstanding Common Shares, have each entered into voting support agreements to vote their shares in favour of the Transaction.

In addition to shareholder approval, the completion of the Transaction will be subject to court and regulatory approvals and clearances, as well as other customary closing conditions. Subject to the satisfaction of such conditions, the Transaction is expected to be completed during the second quarter of 2025.

Further details regarding the terms of the Transaction are set out in the Arrangement Agreement, which will be publicly filed on Converge's SEDAR+ profile at www.sedarplus.ca. Additional information regarding the terms of the Arrangement Agreement, the background to the Transaction, the rationale for the recommendations made by the Special Committee and the Board and how Converge's shareholders can participate in and vote at the Special Meeting to be held to consider the Transaction will be provided in the management information circular (the "**Circular**") which will be mailed to shareholders of the Company and also filed on Converge's SEDAR+ profile at www.sedarplus.ca. Shareholders are urged to read these and other relevant materials when they become available.

Board Approval

The Board, based on the recommendation of the Special Committee, has unanimously approved (with an interested director abstaining from voting) the Transaction and determined the Transaction is in the best interest of the Company. The Board has resolved to recommend that Converge's shareholders vote in favour of the Transaction. Each of Canaccord Genuity Corp. and Origin Merchant Partners has provided the Board and the Special Committee, respectively, with an opinion to the effect that, as of February 6, 2025, the Consideration to be received by the holders of Common Shares (other than the Rollover

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Shareholders) in the Transaction is fair, from a financial point of view, to such holders, in each case subject to the respective limitations, qualifications, assumptions, and other matters set forth in such opinions.

Advisors

Canaccord Genuity Corp. is acting as lead financial advisor to the Company and its Board. Houlihan Lokey Capital, Inc. is engaged as financial advisor to the Special Committee. Origin Merchant Partners was engaged as an independent financial advisor and provided a fairness opinion to the Special Committee. Goodmans LLP is acting as legal counsel to the Company.

Weil, Gotshal & Manges LLP and Stikeman Elliott LLP are acting as legal advisors to H.I.G.

About Converge

Converge Technology Solutions Corp. is reimagining the way businesses think about IT—a vision driven by people, for people. Since 2017, we've focused on delivering outcomes-driven solutions that tackle human-centered challenges. As a services-led, software-enabled, IT & Cloud Solutions provider, we combine deep expertise, local connections, and global resources to deliver industry-leading solutions.

Through advanced analytics, artificial intelligence (AI), cloud platforms, cybersecurity, digital infrastructure, and workplace transformation, we empower businesses across industries to innovate, streamline operations, and achieve meaningful results. Our AIM (Advise, Implement, Manage) methodology ensures solutions are tailored to our customers' specific needs, aligning with existing systems to drive success without complexity.

Discover IT reimagined with Converge—where innovation meets people. Learn more at convergetp.com.

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About H.I.G Capital

H.I.G. Capital is a leading global alternative investment firm with $67 billion of capital under management.* Based in Miami, and with offices in Atlanta, Boston, Chicago, Los Angeles, New York, and San Francisco in the United States, as well as international affiliate offices in Hamburg, London, Luxembourg, Madrid, Milan, Paris, Bogotá, Rio de Janeiro, São Paulo, Dubai, and Hong Kong, H.I.G. specializes in providing both debt and equity capital to middle market companies, utilizing a flexible and operationally focused/value-added approach:

- H.I.G.'s equity funds invest in management buyouts, recapitalizations, and corporate carve-outs of both profitable as well as underperforming manufacturing and service businesses.
- H.I.G.'s debt funds invest in senior, unitranche, and junior debt financing to companies across the size spectrum, both on a primary (direct origination) basis, as well as in the secondary markets. H.I.G. also manages a publicly traded BDC, WhiteHorse Finance.
- H.I.G.'s real estate funds invest in value-added properties, which can benefit from improved asset management practices.
- H.I.G. Infrastructure focuses on making value-add and core plus investments in the infrastructure

sector.

Since its founding in 1993, H.I.G. has invested in and managed more than 400 companies worldwide. The Firm's current portfolio includes more than 100 companies with combined sales in excess of $53 billion. For more information, please refer to the H.I.G. website at hig.com.

*Based on total capital commitments managed by H.I.G. Capital and affiliates.

About Mainline
Mainline is a leading IT solutions provider and consulting firm specializing in cybersecurity, hybrid cloud, modern data center infrastructure, software solutions, and managed services. With national coverage, strategic technology partnerships, and multi-vendor technology expertise, Mainline delivers cost-effective business outcomes. For more information, visit www.mainline.com or contact us at 850-219-5000.

Forward Looking Information

This press release contains certain "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities legislation. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected" "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts". "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Specifically, statements regarding the anticipated benefits of the Transaction for the Company, its employees, business partners, shareholders and other stakeholders, including, plans, objectives, expectations and intentions of H.I.G. or the Company; anticipated timing of the Special Meeting; the proposed timing and completion of the Transaction; approval of the Transaction by Converge's shareholders at the Special Meeting; the satisfaction of the conditions precedent to the Transaction; timing, receipt and anticipated effects of court and other approvals; the delisting from the TSX and the closing of the Transaction; anticipated timing of release of preliminary Q4 2024 results; Converge's forecasts on gross profit and Adjusted EBITDA and other statements that are not statements of historical facts are considered forward-looking information.

The forward-looking information are based on management's opinions, estimates and assumptions, including, but not limited to: assumptions as to the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court and shareholder approvals; the ability of the parties to satisfy, in a timely manner, the other conditions for the completion of the Transaction, and other expectations and assumptions concerning the proposed Transaction. The anticipated dates indicated may change for a number of reasons, including the necessary regulatory, court and shareholder approvals, the necessity to extend the time limits for satisfying the other conditions for the completion of the proposed Transaction or the ability of the Board to consider and approve, subject to compliance by the Company of its obligations under the Arrangement Agreement, a superior proposal for the Company. Management's assessment of, and outlook for, gross profit and Adjusted EBITDA are based on management's opinions, estimates and assumptions, including, but not limited to: (i) Converge's results of operations will continue as expected, (ii) the Company will continue to effectively execute against its key strategic growth priorities, (iii) the Company will continue to retain and grow its existing customer base and market share, (iv) the Company will be able to take advantage of future prospects and opportunities, and realize on synergies, including with respect of acquisitions, (v) there will be no changes in legislative or regulatory matters that negatively impact the Company's business, (vi) current tax laws will remain in effect and will not be materially changed, (vii) economic conditions will remain relatively stable throughout the period, (vii) the industries Converge operates in will continue to grow consistent with past experience, and (ix) those assumptions described under the heading "About Forward-Looking Information" in the Company's Management Discussion and Analysis for the three and nine months ended September 30, 2024. While these opinions, estimates and assumptions are considered by the Company to be appropriate and reasonable in the circumstances as of the date of this press release, they are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking information.

The forward looking information are subject to significant risks including, without limitation: the failure of the parties to obtain the necessary shareholder, regulatory and court approvals or to otherwise satisfy the conditions for the completion of the Transaction; failure of the parties to obtain such approvals or satisfy such conditions in a timely manner; H.I.G's ability to complete the anticipated debt and equity financing as contemplated by applicable commitment letters or to otherwise secure favourable terms for alternative financing; significant transaction costs or unknown liabilities; the ability of the Board to consider and approve, subject to compliance by the Company with its obligations under the Arrangement Agreement, a superior proposal for the Company; the failure to realize the expected benefits of the Transaction; the effect of the announcement of the Transaction on the ability of Converge to retain and hire key personnel and maintain business relationships with customers, suppliers and others with whom they each do business, or on Converge's operating results; the market price of Common Shares and business generally; potential legal proceedings relating to the Transaction and the outcome of any such legal proceeding; the inherent risks, costs and uncertainties associated with transitioning the business successfully and risks of not achieving all or any of the anticipated benefits of the Transaction, or the risk that the anticipated benefits of the Transaction may not be fully realized or take longer to realize than expected; the occurrence of any event, change or other circumstances that could give rise to the termination of the Arrangement Agreement and general economic conditions. Failure to obtain the necessary shareholder, regulatory and court approvals, or the failure of the parties to otherwise satisfy the conditions for the completion of the Transaction or to complete the Transaction, may result in the Transaction not being completed on the proposed terms or at all. In addition, if the Transaction is not completed, and the Company continues as an independent entity, there are risks that the announcement of the Transaction and the dedication of substantial resources by the Company to the completion of the Transaction could have an impact on its business and strategic relationships, including with future and prospective employees, customers, suppliers and partners, operating results and activities in general, and could have a material adverse effect on its current and future operations, financial condition and prospects. The achievement of target gross profit and Adjusted EBTIDA set out above are subject to significant risks, including without limitation, that the Company will be unable to effectively execute against its key strategic growth priorities; the Company will be unable to continue to retain and grow its existing customer base and market share; risks related to the Company's business and financial position; that the Company may not be able to accurately predict its rate of growth and profitability; risks related to economic and political uncertainty; income tax related risks; and those risk factors discussed in greater detail under the "Risk Factors" section of the Company's most recent annual information form and under the heading "Factors affecting the Company's performance" in the Company's most recent Management Discussion and Analysis, which are each available under the Company's profile on SEDAR+ at www.sedarplus.ca. Many of these risks are beyond the Company's control.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information.

There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, you should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this press release represents the Company's expectations as of the date specified herein and are subject to change after such date. However, the Company disclaims any intention or obligation or undertaking to update or revise any forward-looking information or to publicly announce the results of any revisions to any of those statements, whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements.