
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended February 29, 2024

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to .

Commission File Number **001-39272**

E2open Parent Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware

86-1874570

(State or other jurisdiction of incorporation)

(IRS Employer Identification No.)

9600 Great Hills Trail

,

Suite 300E

Austin

,

TX

78759

(address of principal executive offices)

(zip code)

866

432-6736

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Class A Common Stock, par value \$0.0001 per share

ETWO

New York Stock Exchange

Warrants to purchase one share of Class A Common Stock

ETWO-WT

New York Stock Exchange

at an exercise price of \$11.50

Securities registered pursuant to Section 12(g) of Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Accelerated filer

Large accelerated filer

Smaller reporting company

Non-accelerated filer

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued it audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error in previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of August 31, 2023, the aggregate market value of the registrant's Class A ordinary shares held by non-affiliates of the registrant was \$

770.8

million based on the closing sale price of \$4.83 as reported on The New York Stock Exchange.

As of April 24, 2024, E2open Parent Holdings, Inc. had

306,526,294

shares of Class A common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant's definitive proxy statement, in connection with its 2024 annual meeting of stockholders, to be filed within 120 days after the end of the fiscal year ended February 29, 2024, are incorporated by reference into Part III of this Annual Report on Form 10-K.

Auditor Firm Id:

Auditor Name:

Auditor Location:

42

Ernst & Young LLP

Austin, Texas, United States

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Glossary of Terms

Abbreviation	Term
ASC	Accounting Standards Codification
BluJay	BluJay TopCo Limited, a private limited liability company registered in England and Wales which owned BluJay Solutions, a cloud-based logistics execution platform company
Business Combination	purchase of E2open Holdings, LLC and its subsidiaries by CCNB1 on February 4, 2021
CC Capital	CC NB Sponsor 1 Holdings LLC
CCNB1	CC Neuberger Principal Holdings I
Class A Common Stock	Class A common stock, par value \$0.0001 per share
Class V Common Stock	Class V common stock, par value \$0.0001 per share
Common Units	common units represent limited liability company interests of E2open Holdings, LLC, which are non-voting, economic interests in E2open Holdings, LLC. Every economic common unit is tied to one voting share of Class V Common Stock at E2open Holdings Parent, Inc.
Domestication	CCNB1 changed its jurisdiction of incorporation from the Cayman Islands to the State of Delaware on February 4, 2021
Forward Purchase Agreement	agreement dated as of April 28, 2020 by and between CCNB1 and Neuberger Berman Opportunistic Capital Solutions Master Fund LP
Forward Purchase Warrants	5,000,000 redeemable warrants purchased pursuant to the Forward Purchase Agreement
Insight Partners	entities affiliated with Insight Venture Management, LLC, including funds under management; controlling shareholder of E2open Holdings, LLC holding less than 50% voting interests
LIBOR	London Interbank Offered Rate
Logistyx	Logistyx Technologies, LLC, a private limited liability company headquartered in Chicago, Illinois, which connects top retailers, manufacturers and logistics providers to more than 550 in-network carriers with strategic parcel shipping and omni-channel fulfillment technology.
nm	not meaningful
NYSE	New York Stock Exchange
OEM	original equipment manufacturer
PIPE	private investment in public equity; financing from institutional investors
PIPE Investment	an aggregate of 69,500,000 shares of Class A Common Stock purchased in connection with the Business Combination, as defined below, at \$10.00 per share for a total of \$695.0 million
Purchase Agreement	Share Purchase Deed entered into on May 27, 2021 with BluJay
RCU	restricted common units representing Series 1 and Series 2 of E2open Holdings, LLC

Abbreviation	Term
SaaS	software-as-a-service or a software distribution model in which a company hosts applications for clients and makes these applications available to clients via the internet/cloud technology
SCM	omni-channel and supply chain management
SEC	U.S. Securities and Exchange Commission
SKU	stock-keeping record, a functional application that may be used as a standalone application or with other functional applications/SKUs, each of which belongs to only one product family, and each product family has between four and ten SKUs
SOFR	Secured Overnight Financing Rate
TAM	total addressable market, which is the estimated potential market size for SCM software in North America and Europe
Temasek	Temasek Holdings (Private) Limited
U.S. GAAP	generally accepted accounting principles in the United States
VWAP	daily per share volume-weighted average price of the Class A Common Stock on the NYSE as displayed on the Bloomberg page under the heading Bloomberg VWAP

Forward-Looking Statements

This Annual Report on Form 10-K (2024 Form 10-K) contains "forward-looking statements" within the meaning of the federal securities law. These forward-looking statements give E2open Parent Holdings, Inc.'s (we, our, us, Company or E2open) current expectations and include projections of results of operations or financial condition or forecasts of future events. Words such as "may," "can," "should," "will," "estimate," "plan," "project," "forecast," "intend," "expect," "anticipate," "believe," "seek," "target" and similar expressions are used to identify forward-looking statements. Without limiting the generality of the forgoing, forward-looking statements contained in this document include our expectations regarding our future growth, operational and financial performance and business prospects and opportunities.

These forward-looking statements are based on information available as of the date of this 2024 Form 10-K and management's current expectations, forecasts and assumptions, and involve a number of judgments, known and unknown risks and uncertainties and other factors, many of which are outside our control and our directors, officers and affiliates. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date. We do not undertake any obligation to update, add or to otherwise correct any forward-looking statements contained herein to reflect events or circumstances after the date they were made, whether as a result of new information, future events, inaccuracies that become apparent after the date hereof or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, our results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- the effect of the volatile, negative or uncertain macroeconomic and political conditions, inflation, fluctuation in foreign currency exchange rates and the political effects of these factors on our business, our slowing growth rate, results of operations and financial condition as well as our clients' businesses and levels of business activity;
- changes in market interest rates particularly on our variable rate debt, including the recent significant increases in market interest rates experienced in fiscal 2023 and 2024 and that may continue to increase in fiscal 2025;
- the inability to realize the value of the goodwill and intangible assets, which could result in the incurrence of material charges related to the impairment of those assets;
- the inability to develop and market new product innovations and monetize our network;
- the slowing of our growth rate due to lower than anticipated new bookings and higher than expected churn;
- risks associated with our past acquisitions (including the BluJay and Logistyx acquisitions), including the failure to successfully integrate operations, personnel, systems and products of the acquired companies, adverse tax consequences of acquisitions, greater than expected liabilities of the acquired companies, charges to earnings from the acquisitions, the ability of the combined company to grow and manage profitability, maintain relationships with clients and suppliers and retain its management and key employees and the ability to recognize the anticipated benefits of the acquisition;
- the inability to develop and maintain effective internal controls over financial reporting;
- the inability to attract new clients or upsell/cross sell existing clients or the failure to renew existing client subscriptions on terms favorable to us;
- risks associated with our extensive and expanding international operations, including the risks created by geopolitical instability;
- the failure of the market for cloud-based SCM solutions to develop as quickly as we expect or failure to compete successfully in a fragmented and competitive SCM market;
- the diversion of management's attention and consumption of resources as a result of the strategic alternatives process;
- the inability to adequately protect key intellectual property rights or proprietary technology;
- failure to maintain adequate operational and financial resources or raise additional capital or generate sufficient cash flows;
- cyber-attacks and security vulnerabilities; and
- certain other factors discussed elsewhere in this 2024 Form 10-K.

For a further discussion of these and other factors that could impact our future results and performance, see Part I, Item 1A., *Risk Factors*.

PART I

Item 1. Business

Company Overview

We are a world-class provider of cloud-based, end-to-end SCM and orchestration software. Our connected supply chain software platform enables the largest companies to transform the way they make, move and sell goods and services. With the broadest cloud-native global SaaS platform purpose-built for modern supply chains, we connect more than 480,000 manufacturing, logistics, channel and distribution partners across our multi-enterprise network processing approximately 16 billion transactions annually. Our SaaS platform spans many key strategic and operational areas including omni-channel, demand sensing, supply planning, global trade management, transportation and logistics and manufacturing and supply management. We primarily generate revenue from the sale of software subscriptions and professional services. Our software combines networks, data and applications to provide a deeply embedded, mission-critical platform that allows clients to optimize their channel and supply chains and accelerate their growth, reduce costs, increase visibility and improve resiliency. Given the mission-critical nature of our solutions, we maintain long-term relationships with our clients, which is reflected by our long client tenure. We serve approximately 5,800 clients in all major countries in the world across a wide range of end-markets, including consumer goods, food and beverage, manufacturing, retail, industrial and automotive, aerospace and defense, technology and transportation, among others.

We operate in what we believe is an attractive industry with strong secular tailwinds and a TAM which includes significant whitespace within our current client base. This upsell opportunity within our existing client base is largely driven by their current technology landscape which is often a combination of legacy point solutions and home-grown applications along with a combination of manual processes and spreadsheets. As the process of bringing goods and services to market continues to evolve, supply chains have grown more complex and the need for modern cloud-based solutions has continued to increase. Our SaaS platform has the ability to anticipate disruptions and opportunities in order to help companies improve efficiency, reduce waste and operate sustainably. We believe our cloud-based, end-to-end supply chain software platform offers a differentiated and more connected solution for clients to run a fully integrated supply chain solution providing not just visibility, but the ability to orchestrate their extended supply chain.

Our Platform

Our SaaS platform brings together networks, data, applications and a collaborative user experience to facilitate end-to-end supply chain visibility across omni-channels, planning, execution and procurement and delivers a strong value proposition.

The connected supply chain

Purpose-built for end-to-end orchestration



Network

Our network consists of four distinct, but connected, ecosystems: *Demand, Supply, Logistics* and *Global Trade*.

Our *Demand* ecosystem represents the global cohort of partners that brands rely on our network to sell their products. Retailers, distributors, re-sellers and those who sell goods primarily through online channels are grouped under this ecosystem.

Our *Supply* ecosystem is comprised of partners for the production of goods that brands rely on to manufacture their products, including components, materials and manufacturing capacity. Contract manufacturers, co-packers, component and raw material suppliers across multiple tiers of the manufacturing process are grouped under this ecosystem.

Our *Logistics* ecosystem includes global logistics services that transport components, raw materials and finished goods across all modes.

Our *Global Trade* ecosystem allows participants to automate the global movement of goods and facilitate cross-border transactions for businesses, which we believe is increasingly important given the velocity with which import and export laws change on a global scale.

Our network connects participants across all of these ecosystems, enabling clients to analyze data, identify problems proactively and optimize asset efficiency. We are a leading provider with a unique network of ecosystems, and do not rely on third party providers for network information.

Data

Our proprietary algorithms capture, cleanse, normalize and harmonize the data within our network ecosystems that feed our solutions to deliver compelling value to our clients. Additionally, our clients can combine internal and external vendor data with our network to drive informed decision-making based on real-time information. Our ability to capture and harmonize data from our clients and their trading partners in any native format demonstrates the strong capabilities of our software architecture and integrated data model. The combination of network ecosystems, data and applications provides end-to-end supply chain visibility in a way that is unique to our platform and provides cost savings measures for our clients.

Applications

Our end-to-end applications provide advanced algorithms including artificial intelligence and machine learning-based advanced analytics to help clients gain insights for enhanced decision-making across channel, supply chain planning, execution and procurement functions. Our applications are organized into five product families: *Channel, Planning, Global Trade, Logistics* and *Supply*.

Channel: Complete 360-degree view of retail, distribution and online activity with the decision-grade partner data to empower clients to manage incentive programs and retail execution, access and optimize partner performance and measure the return on channel investments.

Planning: Create accurate plans that align demand, supply and inventory across the entire value chain, send changes using real-time data, assess the business impact of deviations, evaluate corrective actions and collaborate with sub-tier partners to put plans into actions.

Global Trade: Manage every aspect of trade on a single platform from import and export duties to free trade agreements, bonded warehouses, custom filings and compliance with government regulations backed by the most comprehensive, up-to-date trade content available.

Logistics: Plan and execute the movement of goods anywhere in the world across any mode of transportation with the agility and resiliency to respond rapidly to changes or disruptions.

Supply: Gain agility and resiliency with multi-tier visibility into supply, including materials and capacity, enable complex direct sourcing and procurement efficiencies and achieve consistent quality and control for both internal and external manufacturing.

Competitive Strengths

World Class End-to-End Mission Critical Software

We are focused on providing a world class cloud-based, end-to-end SCM and orchestration software that will provide the full supply chain visibility and solutions needed by our clients.

- Single connected SCM platform for planning and execution, making aligned decisions that consider the realities of our client's extended supply chain and orchestrating actions across internal and sub-tier ecosystem partners.
- Connected decisions to comply with regulations that increasingly extend to sub-tiers beyond our client's immediate control, manage risks and disruptions across extended supply chains that impact production and customer service, accelerate growth to expand sales and revenue and improve operational efficiencies reducing waste and increasing profitability.
- Largest supply chain operating network that includes all four ecosystems, increasing the likelihood that the partners our clients trade with are already on our network, with reusable connections to lower the barrier, reduce the time to value and cost to implement.
- Full range of best-in-class planning and execution applications on a single platform offering the ability to reduce enterprise complexity, lower integration costs and enable cross-functional workflows to unlock value in more advanced deployments.
- Decades of multi-enterprise experience in understanding complex sub-tier processes to make, move and sell goods as well as design products to operate in multi-enterprise environments which are exponentially more complex than the traditional enterprise approach.
- Decades of experience in deploying artificial intelligence in production at scale, with deep expertise on the corner cases and exception handling required to make applied artificial intelligence in supply chains successful. Our network provides access to sub-tier value chain partner data required to feed artificial intelligence for supply chain decisions and the ability to automate process orchestration across sub-tier parties to put artificial intelligence decision into action.

Strong Network Effects Enhanced by a Flexible and Integrated Data Model

Our core offerings are underpinned by an integrated data model that facilitates the flow and processing of data for participants across several ecosystems and applications. This model facilitates low latency, "many-to-one-to-many" data exchange across trading partner ecosystems. The combination of our integrated and flexible data model along with our connected ecosystems powers our clients' solutions allowing them to efficiently orchestrate their end-to-end supply chains. This architecture is designed to ensure that each participant and data source within these ecosystems enhances our applications, which in turn improves the network and the value we deliver to our clients and participants. Additionally, we believe utilizing our software to efficiently orchestrate our clients' end-to-end supply chains enables our clients to realize significant value and return on investment.

Our software architecture and ability to normalize and harmonize data creates a scalable software platform that can efficiently integrate acquisitions and new product applications seamlessly into a consolidated and holistic SaaS solution. Our software architecture and this ability have been driving forces behind our robust track-record of successful acquisition integrations.

Importantly, we believe there is incremental value we can create by utilizing the data flowing through our network to develop insights that can further help our clients as well as other target markets. We plan to develop a comprehensive strategy to capture this market opportunity and deepen our relationships with clients, which has the potential to meaningfully accelerate revenue growth.

Long-Term Relationships with Diversified, Fortune 1000 Client Base

We deliver solutions for some of the largest global brand owners and manufacturers. Our diverse client base of large enterprise clients spans a broad spectrum of industries including consumer goods, food and beverage, manufacturing, retail, technology and transportation, among others.

Our software is critical to the operations of companies with complex supply chain needs. It not only provides operational efficiencies, but also contributes a financial impact through cost reductions and enabling new revenue opportunities. Our clients utilize our highly differentiated solutions to orchestrate their supply chains, which enables them to realize significant value and return on investment, especially in volatile environments.

Clients' focus and satisfaction are the bedrock of our mission. The success of our clients is the cornerstone of our successful growth. As such, we are refocusing our culture and operations around our client-centric approach.

Growth Strategies

We intend to profitably grow our business and create shareholder value through the following strategic initiatives:

Expand Within Existing Clients

We believe there is a significant opportunity to drive growth through expansion of our existing client relationships. Cross-selling represents a strong growth area for us given that we have substantial whitespace within our current client base. Our products and network provide a unique opportunity to facilitate end-to-end SCM. This provides us a significant opportunity to cross-sell additional products to our clients, accelerating growth and strengthening relationships with our installed client base.

Win New Clients

As part of our growth strategy, another key growth lever is winning new clients. We have invested in strategic system integrator partnership initiatives to reach clients we could not previously reach. We are building collaborative go-to-market partnerships with key strategic system integrator partners. Our joint goal is to identify strategic integrator partners' clients carrying out broad digital transformation projects who have supply chain software needs that match well with our vertical market expertise and product value proposition. Additionally, we plan to continue pursuing strategic partnerships and leverage the networks of our board of directors, advisory board and others to elevate conversations with C-level executives at key targets in our pipeline. We also intend to utilize these relationships and networks as well as our own channel reseller and partner network to accelerate growth through the onboarding of new clients.

Strategic Acquisitions

From time to time, we evaluate opportunities to acquire companies that will broaden our product offerings and expand our technology capabilities. Our key strategic acquisition criteria include mission-critical solutions in core markets; complementary cloud applications with minimal product overlap; new client relationships in vertical or geographic markets; and TAM, proprietary data and/or network expansion. We will continue to use this strategic lever as the opportunities arise.

Intellectual Property

We consider the protection of our intellectual property and proprietary information to be an important facet of our business. We own a number of trademarks, patents, copyrights and domain names registered in the United States and abroad that, together, are meaningful to our business, including the e2open, BluJay, Logistyx, Amber Road and INTTRA marks, among others. From time to time, we have pursued enforcement of our intellectual property rights against third parties and expect to do so in the future. In addition, we enter into customary confidentiality and invention assignment agreements with employees and contractors involved in the development of our intellectual property.

Government Regulation and Compliance

We are subject to various laws and regulations of the United States and other jurisdictions, including the European Union, by supranational, national and local government authorities, including with respect to sanctions compliance, privacy laws, labor and employment laws and other laws. In the United States, our global sanctions compliance is monitored by the Office of Foreign Assets Control of the U.S. Treasury Department (OFAC), and certain of our subsidiaries have received a license from OFAC permitting certain business, transactions or other activities involving sanctioned countries. We monitor these regulatory requirements, including the requirements for retaining our OFAC license and our compliance on a regular basis.

Organizational Structure

Our organizational structure is what is commonly referred to as an umbrella partnership C corporation (or Up-C) structure. This organizational structure allows certain owners of E2open Holdings to retain their equity ownership in E2open Holdings, an entity that is classified as a partnership for U.S. federal income tax purposes, in the form of Common Units and Series 2 RCUs. Each continuing owner of E2open Holdings also holds a number of shares of Class V common stock equal to the number of Common Units held by such owner, which has no economic value, but which entitles the holder to one vote per share at any meeting of our shareholders. Those investors who, prior to the Business Combination, held Class A ordinary shares or Class B ordinary shares of CCNB1 and certain other investors and vested option holders, by contrast, hold their equity ownership in the Company, a Delaware corporation that is a domestic corporation for U.S. federal income tax purposes.

Risk Management

Management conducts quarterly enterprise risk assessments, which are reviewed with the Risk Committee of the board of directors, and then summarized for the board of directors quarterly. Annual enterprise risk assessments include an evaluation of the impact, likelihood, and velocity of risks, which determines the level of oversight provided by management and the board of directors. Quarterly updates include consultations with management, updates to quantitative and qualitative ranking of risks and the use of outside advisors and experts as needed. A management comprised Executive Risk Committee responsible for reviewing and responding to risks also participates in the Disclosure Committee and provides input on relevant disclosure areas. The board of directors has assigned certain risks to board committees, e.g., ESG to Nominating, Sustainability and Governance Committee and Enterprise Risk Management to the Risk Committee of the board of directors.

Human Capital

We believe our success in delivering cloud-based, end-to-end SCM software relies on our culture, values, and the creativity and commitment of our people. Each member of our global team performs an integral role within the organization that helps us to successfully manage our operations and serve our clients. We operate in 24 offices across North America, South America, Europe and Asia-Pacific.

As of February 29, 2024, we had 3,916 full-time employees with 1,182 in North and South America, 484 in Europe and 2,250 in Asia-Pacific. Employee diversity and inclusive business practices are central to our corporate identity and ingrained in everything we do.

The following tables depict our diversity by gender for all employees as of February 29, 2024:

				Male	Female	Total
All Offices Worldwide	Headcount			2,651	1,320	3,971
	Percentage of Employees			67%	33%	
People Managers	Headcount			618	230	848
	Percentage of Employees			73%	27%	
Individual Contributors	Headcount			2,033	1,090	3,123
	Percentage of Employees			65%	35%	

The following tables depicts our U.S. employee diversity by race as of February 29, 2024:

		American Indian/ Alaskan Native	Asian	Black or African American	Hispanic or Latino	Native Hawaiian or Other Pacific Islander	Two or More Races	White	Total
U.S. Employees	Headcount	3	203	40	72	11	15	772	1,116
	Percentage of Employees	0%	18%	4%	7%	1%	1%	69%	
People Managers	Headcount	2	65	8	9	4	5	229	322
	Percentage of Employees	1%	20%	2%	3%	1%	2%	71%	
Individual Contributors	Headcount	1	138	32	63	7	10	543	794
	Percentage of Employees	0%	17%	4%	8%	1%	1%	69%	

Embracing diversity worldwide is integral to finding the best people, not a box to check or standard to meet. This perspective is adopted throughout the Company and reinforced in the U.S. through our annual training on diversity and inclusion and preventing harassment and discrimination.

As a company, we strive to attract, retain, motivate and reward the best possible people. To accomplish this, we offer benefits consistent with best practices in the areas where we operate. For example, in the U.S., our competitive Total Rewards and Health Benefits Program includes the following:

- Fixed base pay;
- Unlimited paid time off;
- Incentive variable bonus plan and equity;
- Retirement plan match;
- Training and career development;
- Paid parental leave; and
- Health benefits - medical, dental, vision, Health Savings Account (HSA) and both long-term and short-term disability.

We invest in our people and strive to maintain a healthy, safe and secure work environment where our employees are treated with respect and dignity. We endeavor to create an inclusive and diverse community that inspires collaboration, integrity, engagement and innovation while offering the opportunity for personal and professional growth. Our culture is built upon our operating principles: be prepared, build relationships on trust and respect, be direct and transparent, learn and operate with intensity, make and meet commitments reliably, always add values and own the results.

We recognize and value the important role of employee training in our long-term growth. We strive to be the best in the industry, which demands the best from each employee. Training starts on day one to help streamline the transition employee onboarding. We created e2immersion, a several hour comprehensive introduction to e2open and how to navigate as a new hire. E2immersion includes new hire material on everything from our applications to compliance procedures. To ensure our employees' ongoing personal and professional growth, we developed e2open University where employees can participate in various online training classes. These training classes are continually updated and new classes are added, so that our employees have a full range of classes available on relevant topics. Each year, our employees receive role-specific training which includes product overviews, anti-harassment, insider trading, cybersecurity awareness, compliance with our Code of Business Conduct and other compliance and industry-specific subjects. E2open University also has courses on leadership and management skills, as well as business planning and application deployments, to name just a few.

We use a framework called e2review to drive our performance review and engagement process. E2review encourages continual open and interactive communication between employees and their managers allowing individual needs to be recognized and met, as well as company goals to be supported. This allows the employee and their manager to establish a professional development plan that facilitates personal employee growth while advancing our strategy.

E2WIN is the e2open Women's Inclusion Network. It is a global group that is open to employees of any gender identity. E2WIN's mission is to create a gender equal community at e2open that enables talent of all backgrounds to inspire and empower one another and to build a more equal and inclusive workplace. The objectives of the program are to provide unparalleled support to propel professional development at e2open; allow more opportunities for our employees to connect with each other to grow their support network; and increase attraction, retention and promotion of women at e2open. E2WIN achieves these objectives through several initiatives including a mentoring program, regional and global group meetings, guest speakers, community service and training.

We also foster innovation through the annual e2opennovation contest where individuals or teams develop innovative, useful, cost-saving and cutting-edge solutions that benefit clients, us and/or fellow team members. The competition includes two categories: (1) move the needle where innovation advances our three-year strategic goals and (2) hidden gems where innovation showcases work over the past year that elevates us and our clients.

We have global culture and events committees which serve to embrace and share our global culture while generating programs and social activities throughout the year with the goal of helping to unify the team and give back to our communities. We also launched a way for our remote employees to connect and engage through an employee resource group called e2unite. The goal of e2unite is to provide resources for our remote team members to stay connected through technologies, fostering social interactions, aligning team members with our goals, values and operating principles while enhancing the sense of well-being.

We work to keep our employees updated on our developments, achievements and new product offerings through regular All Hands meetings with our senior leadership team. We consistently work to improve the employee experience by addressing feedback collected through our global employee survey as well as various targeted surveys we conduct with managers, new hires and employees leaving the Company. We use Viva Engage as an internal communications tool, enabling employees to connect by posting pictures of holiday and team celebrations, using it to share news about new hires and work anniversaries and otherwise connect in a more personal way.

Financial Information About Industry Segments

We have one reportable segment consisting of cloud-based, end-to-end SCM software. All of our activities are interrelated, and we evaluate our performance in total as one segment. Accordingly, we do not report segment information.

Available Information

Our website address is www.e2open.com. Electronic copies of our SEC filings are available through the Investor Relations tab as soon as practicable after the reports are filed with the SEC. Additionally, our Code of Ethics, Corporate Governance Guidelines, Whistleblower Policy and the charters of our Audit Committee, Compensation Committee, Nominating, Sustainability and Governance Committee, and Risk Committee are located under the Governance tab of the Investor Relations section of our website.

Item 1A. Risk Factors

Risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this 2024 Form 10-K and other public statements we make are described below. Based on the information currently known to us, we believe that the matters discussed below identify the material risk factors affecting our business. However, the risks and uncertainties we face are not limited to those described below. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial, but that could later become material, may also adversely affect our business.

Summary of Risk Factors

The following summarizes risks and uncertainties that could materially adversely affect our business, financial condition, results of operations and stock price. You should read this summary together with the detailed description of each risk factor contained below.

Risks Related to Strategic Alternatives Process

- We cannot assure you that our strategic review will result in any particular outcome, and the strategic review process or its conclusion will not adversely affect our business and our stockholders.

Risks Related to Macroeconomic and Market Competition

- Changes in the global economic environment, inflation, elevated interest rates, recessions or prolonged periods of slow economic growth, and economic instability and actual and threatened geopolitical conflict, could have an adverse effect on our industry and business, as well as those of our customers and suppliers.
- Adverse or weakened general economic and market conditions may reduce spending on supply chain technology and information, which could harm our revenue, results of operations and cash flows.
- We face intense competition, and our failure to compete successfully would make it difficult for us to add and retain clients and would impede the growth of our business.

Risks Related to our Indebtedness

- Our substantial level of indebtedness and significant leverage may materially adversely affect our ability to fund our operations and limit our ability to react to changes in the economy or our industry.
- Our variable rate indebtedness subjects us to interest rate risk, which, along with the phase-out of LIBOR and transition to SOFR could cause our debt service obligations to increase significantly.
- Our debt agreements contain restrictions that limit our flexibility in operating our business.
- We may not be able to generate sufficient cash to service all of our indebtedness, and we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

- A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Risks Related to our Business Model and the Markets in Which We Compete

- Our business depends on clients renewing their subscription agreements. Any decline in renewal or net retention rates could harm our future operating results.
- Our largest revenue clients have substantial negotiating leverage, which may require that we agree to terms and conditions that result in increased cost of sales, decreased revenue and lower average selling prices and gross margins, all of which could harm our results of operations.
- Given many of our key clients are large enterprise clients, our sales cycle is longer and more expensive, and we may encounter pricing pressure and implementation and configuration challenges.
- If we are unable to sell products to new clients or to sell additional products or upgrades to our existing clients, it will adversely affect our revenue growth and operating results.
- Our ability to grow our business is dependent in part on the strategic relationships we develop and maintain with third parties.
- Our ability to develop our brand is critical for our continued success.
- Delays in implementing our products could adversely impact our business, results of operations, cash flows and financial conditions.
- Because we generally recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.
- We have experienced rapid growth in historic periods that may not be indicative of our future growth.
- If we fail to maintain adequate operational and financial resources, we may be unable to execute our business plan or maintain high levels of service and client satisfaction.
- Our success depends in part on our ability to develop and market new and enhanced solutions modules, and we may not be able to do so, or do so quickly enough to respond to changes in demand. Even if we anticipate changes in demand, it may be difficult for us to transition existing clients to new versions of our solutions.
- The market for cloud-based SCM solutions is still evolving. If this market develops more slowly than we expect, our revenue may fail to grow or decline, and we may incur additional operating losses.
- Cyber-attacks and security vulnerabilities could result in serious harm to our reputation, business and financial condition.
- If we fail to integrate our products with a variety of operating systems, software applications, platforms and hardware that are developed by others or ourselves, our products may become less competitive or obsolete and our results of operations would be harmed.
- We have a significant amount of goodwill and intangible assets on our balance sheet, and our results of operations may be adversely affected if we fail to realize the full value of our goodwill and intangible assets.
- Inability to attract, integrate and retain management and other personnel could adversely impact our business, results of operations, cash flows and financial condition.
- Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

Risks Related to International Operations

- Because our long-term success depends on our ability to operate our business internationally and increase sales of our products to clients located outside of the United States, our business is susceptible to risks associated with international operations.
- Our operating results include foreign currency gains and losses.

Risks Related to Key Third-Party Relationships

- Interruptions or performance problems associated with our products, including disruptions at any third-party data center upon which we rely, may impair our ability to support our clients.
- The information we source from third parties for inclusion in our knowledge databases may not be accurate and complete. Our trade experts may make errors in interpreting legal and other requirements when processing this information and our trade content may not be updated on a timely basis, which can expose our clients to fines and other substantial claims and penalties.
- Interruptions or performance problems associated with our internal infrastructure, and its reliance on technologies from third parties, may adversely affect our ability to manage our business and meet reporting obligations.
- We leverage third-party software for use with our solution. Performance issues, errors and defects or failure to successfully integrate or license necessary third-party software could cause delays, errors or failures of our solution, increases in our expenses and reductions in our sales, which could materially and adversely affect our business and results of operations.

Risks Related to Being a Public Company and Ownership of Our Securities

- We have increased costs and obligations as a result of being a public company.
- We may not be successful in continuing to meet the internal control requirements of the Sarbanes-Oxley Act of 2002.
- CC Capital and its affiliates, affiliates of Insight Partners and Temasek and its affiliates all have representation on our board of directors and beneficially own a significant equity interest in us and their interests may conflict with us or your interests.
- We may issue additional shares of our Class A Common Stock or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of your shares.
- If analysts do not publish or cease publishing research or reports about us, our business or our market, or if they adversely change their recommendations regarding our Class A Common Stock, then the price and trading volume of our securities could decline.
- We may amend the terms of the warrants in a manner that may be adverse to holders of the public warrants with the approval by the holders of at least 50% of the then outstanding public warrants. As a result, the exercise price of your warrants could be increased, the exercise period could be shortened and the number of shares of Class A Common Stock purchasable upon exercise of a warrant could be decreased, all without your approval.
- Our warrants may have an adverse effect on the market price of our Class A Common Stock.

Risks Related to the Holding Company Structure and Tax Receivable Agreement

- We are a holding company and our only material asset is our interest in E2open Holdings, and we are accordingly dependent upon distributions made by our subsidiaries to pay taxes, make payments under the Tax Receivable Agreement and pay dividends.
- Pursuant to the Tax Receivable Agreement associated with the Business Combination Agreement, we are required to pay certain sellers 85% of the tax savings that we realize as a result of increases in tax basis in E2open Holdings. These payments may be substantial, as well as exceed actual tax benefits. The timing of these payments may also be accelerated.

Risks Related to Acquisitions

- Acquisitions present many risks that could have a material adverse effect on our business and results of operations.
- We may experience difficulties in integrating acquisitions into our business and in realizing the expected benefits of the acquisitions.

Risks Related to Legal and Regulatory

- We may not be able to adequately protect our proprietary and intellectual property rights in our data or technology.
- Our use of open source software could negatively affect our ability to sell our products and subject us to possible litigation.
- We may be sued by third parties for various claims including alleged infringement of proprietary intellectual property rights.

- We are subject to sanctions, anti-corruption, anti-bribery and similar laws, and non-compliance with such laws can subject us to criminal penalties or significant fines and harm our business and reputation.
- Changes in tax laws or regulations in the various tax jurisdictions we are subject to that are applied adversely to us or our paying clients could increase the costs of our products and services and harm our business.
- Our ability to use our net operating loss carryforwards may be subject to limitation.
- Privacy concerns and laws, evolving regulation of cloud computing, cross-border data transfer restrictions and other domestic or foreign regulations may limit the use and adoption of our products and adversely affect our business.

General Risks

- Changes in existing financial accounting standards or practices may harm our results of operations.
- We may be subject to liability if we breach our contracts, and our insurance may be inadequate to cover our losses.
- We may be subject to litigation for any of a variety of claims, which could adversely affect our business, results of operations and financial condition.
- Changes in laws and regulations related to the internet or changes in the internet infrastructure itself may diminish the demand for our platform and could harm our business.

Risks Related to Strategic Review Process

We cannot assure you that our strategic review will result in any particular outcome, and the strategic review process or its conclusion will not adversely affect our business and our stockholders.

In March 2024, the Company's management and board of directors announced that they are engaged in a strategic review to maximize value for our stockholders. We are actively working with financial advisors and legal counsel in this review process.

No assurance can be given as to the timeline or outcome of the process, including whether the process will result in a transaction or that any transaction that is agreed to will be completed. Entry into or completion of any potential transaction or other strategic alternatives would be dependent on a number of factors that may be beyond our control, including, among other things, market conditions, industry trends, regulatory approvals and the availability of financing for a potential transaction on reasonable terms. Even if a transaction is entered into, there can be no assurance that it will be successful or have a positive effect on stockholder value. Our board of directors may also determine that no transaction is in the best interest of our stockholders.

We expect to incur substantial expenses associated with identifying, evaluating, and negotiating potential strategic alternatives. The process of reviewing potential strategic alternatives may be time consuming, distracting and disruptive to our business operations. We may also incur additional unanticipated expenses in connection with this process. In addition, we may be subject to costly and time-consuming litigation related to the process. Further, the process may result in the loss of potential business opportunities and have a negative effect on the market price and volatility of our common stock, as well as our ability to recruit and retain qualified personnel.

In addition, speculation regarding any developments related to the strategic review and perceived uncertainties related to the future of the Company could cause our stock price to fluctuate significantly.

Risks Related to Macroeconomic and Market Competition

Changes in the global economic environment, inflation, elevated interest rates, recessions or prolonged periods of slow economic growth, and economic instability and actual and threatened geopolitical conflict, could have an adverse effect on our industry and business, as well as those of our customers and suppliers.

Continuing concerns over economic and business prospects in the United States and throughout the world, including impacts related to inflationary pressures and geopolitical disruptions have contributed to increased volatility and diminished expectations for the global economy. As a global company, we are subject to the risks arising from adverse changes in the domestic and global economies. In addition, uncertainty in the macroeconomic environment and associated global economic conditions have resulted in volatility in credit, equity and foreign currency markets. In fiscal 2024 and 2023, our revenues were subject to increased foreign currency exchange volatility, resulting in a positive impact of approximately \$2.2 million and a negative impact of approximately \$11.2 million from foreign currency exchange rates year-over-year, respectively. These macroeconomic conditions have and are likely to continue to affect the buying patterns of our customers and prospective customers, including the length of sales cycles, our overall pipeline and pipeline conversion rates and our revenue growth expectations. In addition, we have experienced, and could experience in the future, delays in payments from our customers experiencing weakness in their business as a result of the macroeconomic environment and associated global economic conditions, which could increase our credit risk exposure or adversely impact our cash flows and harm our financial condition. For example, in fiscal 2024, we experienced lengthening sales cycles, a decrease in pipeline conversion rates and slower revenue growth. If macroeconomic or geopolitical conditions continue to deteriorate or if the recovery is delayed, slows or is uneven, our overall results of operations could be adversely affected; we may not be able to grow at the rates we have experienced in the past and we could fail to meet the expectations of investors.

The full extent of the impact of current macroeconomic factors, including those related to inflationary pressures, foreign exchange rates and geopolitical disruptions, on our operational and financial performance remains uncertain and will depend on many factors outside our control. To the extent these factors adversely affect our business, results of operations and financial condition, this may also have the effect of heightening many of the other risks described in this section.

Adverse or weakened general economic and market conditions may reduce spending on supply chain technology and information, which could harm our revenue, results of operations and cash flows.

Our revenue, results of operations and cash flows depend on the overall demand for and use of technology and information for global SCM, which depends in part on the amount of spending allocated by our clients or potential clients on supply chain technology and information. This spending depends on worldwide economic and geopolitical conditions. The U.S. and other key international economies have experienced cyclical downturns from time to time in which economic activity was impacted by falling demand for a variety of goods and services; poor liquidity; reduced corporate profitability; volatility in credit, equity and foreign exchange markets; bankruptcies; pandemics such as COVID-19; and overall economic uncertainty. These economic conditions can arise suddenly, and the full impact of such conditions often remains uncertain. In addition, geopolitical developments can increase levels of political and economic unpredictability globally and increase the volatility of global financial markets.

Concerns about the systemic impact of a global recession, increasing energy costs, geopolitical issues or the availability and cost of credit could lead to increased market volatility, decreased consumer confidence and diminished growth expectations in the U.S. economy and abroad, which in turn could affect the rate of information technology spending and adversely affect our clients' ability or willingness to purchase our services, delay prospective clients' purchasing decisions, reduce the value or duration of their subscription contracts or affect attrition rates, all of which could adversely affect our future sales and operating results. Prolonged economic slowdowns may result in requests to renegotiate existing contracts on less advantageous terms to us than those currently in place, payment defaults on existing contracts or non-renewal at the end of a contract term.

We face intense competition, and our failure to compete successfully would make it difficult for us to add and retain clients and would impede the growth of our business.

The SCM market is fragmented, competitive and rapidly evolving. We compete with other cloud-based SCM vendors, traditional enterprise resource planning vendors such as SAP and Oracle and other service providers as well as with solutions developed internally by enterprises seeking to manage their global supply chains and global trade. Some of our actual and potential competitors may enjoy competitive advantages over us, such as greater name recognition, more varied offerings and larger marketing budgets as well as greater financial, technical and other resources. Furthermore, some competitors may have best-of-breed solutions to problems created by the unique trading requirements of particular countries, industries and/or business processes. Some key competitors are private companies with lower overhead and no exposure to the public markets, which allow them to price deals in an unprofitable manner or otherwise compete in ways that we cannot compete as a public company. As a result, our competitors may be able to respond more quickly than we can to new or changing opportunities, technologies, standards or client requirements or devote greater resources to the promotion and sale of their products and services than we can.

The intensity of competition in the SCM market has resulted in pricing pressure as the market has developed, and our competitors frequently offer substantial price discounts for their products. We expect the intensity of competition to increase in the future as existing competitors develop their capabilities and as new companies, which could include one or more large software or trade content providers, enter the market. Increased competition could result in additional pricing pressure, reduced sales, shorter term lengths for client contracts, lower margins or the failure of our solutions to achieve or maintain broad market acceptance. If we are unable to compete effectively, it will be difficult for us to maintain our pricing rates and add or retain clients, and our business, financial condition and results of operations will be harmed.

Risks Related to our Indebtedness

Our substantial level of indebtedness and significant leverage may materially adversely affect our ability to fund our operations and limit our ability to react to changes in the economy or our industry.

We have a substantial amount of indebtedness and are significantly leveraged. As of February 29, 2024, we had outstanding indebtedness in the principal amount of \$1,067.2 million. Our 2021 Revolving Credit Facility has a borrowing capacity of \$155.0 million with no outstanding borrowings as of February 29, 2024. Our substantial level of indebtedness increases the possibility that we may be unable to generate sufficient cash to pay the principal, interest or other amounts due in respect of our indebtedness. Our substantial indebtedness, combined with our other financial obligations and contractual commitments, may have a material adverse impact on us and our business. For example, it could:

- make it more difficult for us to satisfy obligations with respect to our indebtedness and any repurchase obligations that may arise thereunder;
- require us to dedicate a substantial portion of cash flow from operations to payments on our indebtedness, thereby reducing funds available for working capital, capital expenditures, acquisitions, research and development and other purposes;
- increase our vulnerability to adverse economic, market and industry conditions and limit our flexibility in planning for, or reacting to, these conditions;
- expose us to the risk of increased interest rates as the majority of our borrowings are at variable rates of interest;
- limit our flexibility to adjust to changing market conditions and our ability to withstand competitive pressures, and we may be more vulnerable to a downturn in general economic or industry conditions or be unable to carry out capital spending that is necessary or important to our growth strategy;
- limit our ability to borrow additional funds or to dispose of assets to raise funds, if needed, for working capital, capital expenditures, acquisitions, research and development and other corporate purposes; and
- limit our ability to compete with others who are not as highly-leveraged.

Our variable rate indebtedness subjects us to interest rate risk, which, along with the phase-out of LIBOR and transition to SOFR, could cause our debt service obligations to increase significantly.

All of the borrowings under the credit agreement (Credit Agreement), including the senior secured term loan due in 2028 and revolving credit facility due in 2026, bear interest at variable rates and are subject to the risk of changes in interest rates. The Federal Reserve raised interest rates substantially during fiscal 2023 and 2024, and as a result the interest we pay on our debt has increased significantly and has adversely impacted our results of operations and cash flows. This adverse impact may continue or worsen during fiscal 2025 if the Federal Reserve maintains interest rates at their current higher levels or elects to raise interest rates further.

In March and April 2023, we entered into interest rate collar agreements on a portion of our variable rate term loan debt in order to reduce our exposure to further increases in interest rates. We have not entered into interest rate derivative or hedging agreements related to our revolving credit facility, which is currently undrawn. In the future, we may enter into additional derivative or hedging agreements to further reduce our exposure to variable interest rates. However, we may not hedge all of our indebtedness, and any hedges that we may have, or will put in place, may not fully mitigate our interest rate risk.

In July 2023, we transitioned our variable interest rate based on LIBOR to SOFR for all borrowings under our Credit Agreement, including the term loan and revolver borrowings. SOFR is a relatively new reference rate and is administered and calculated differently than LIBOR. These and other factors could give rise to uncertainty regarding SOFR's suitability as a LIBOR replacement and make future SOFR rate movements more volatile.

Our debt agreements contain restrictions that limit our flexibility in operating our business.

The senior secured credit facilities contain various covenants that limit our ability to engage in specified types of transactions, including, among other things:

- incur additional indebtedness or issue certain preferred shares;
- pay certain dividends or make certain distributions on capital stock or repurchase or redeem capital stock;
- make certain loans, investments or other restricted payments, including certain payments with respect to subordinated indebtedness;
- transfer or sell certain assets;
- enter into certain sale and leaseback transactions;
- incur certain liens;
- guarantee indebtedness or incur other contingent obligations;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and
- engage in certain transactions with our affiliates.

In addition, under the senior secured credit facilities, we are required to satisfy specified financial ratios, including a first-lien secured debt leverage ratio. Our ability to meet those financial ratios can be affected by events beyond our control, and we may not be able to meet those ratios and tests.

A breach of the covenants under our Credit Agreement could result in an event of default under the applicable indebtedness. Such default may allow the creditors to accelerate the related debt. In addition, an event of default under the Credit Agreement would permit the lenders to terminate all commitments to further extend credit under that agreement. Furthermore, if we were unable to repay the amounts due and payable under the Credit Agreement, those lenders could proceed against the collateral granted to them to secure such indebtedness. A significant portion of our indebtedness could become immediately due and payable. We cannot be certain whether we would have, or would be able to obtain, sufficient funds to make these accelerated payments. If any such indebtedness is accelerated, our assets may not be sufficient to repay in full such indebtedness and our other indebtedness.

We may not be able to generate sufficient cash to service all of our indebtedness, and we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which in turn are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. Recent changes in market interest rates, including the recent significant increases in market interest rates experienced in fiscal 2023 and 2024, may continue to increase, causing additional cash requirements to meet increasing interest payments. Between February 2022 and February 2024, the 2021 Term Loan saw its variable interest rate rise from 4.00% to 8.95%. The rising interest expenses may further hinder our ability to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and may be forced to reduce or delay investments and capital expenditures or to sell assets, seek additional capital or restructure or refinance our indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make interest and principal payments on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. In the absence of such cash flows and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our credit facilities restrict E2open Holdings' and our restricted subsidiaries' ability to dispose of assets and use the proceeds from the disposition. We may not be able to complete those dispositions or obtain the proceeds that we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Our debt currently has a non-investment grade rating, and any rating assigned could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes in our performance under assorted financial metrics and other measures of financial strength, our business and financial risk, our industry or other factors determined by such rating agency, so warrant. There can be no assurances that our credit ratings or outlook will not be lowered in the future in response to adverse changes in these metrics and factors caused by our operating results or by actions that we take, that reduce our profitability, or that require us to incur additional indebtedness for items such as substantial acquisitions, significant increases in costs and capital spending in security and IT systems, significant costs related to settlements of litigation or regulatory requirements or by returning excess cash to shareholders through dividends. Consequently, real or anticipated changes in our credit rating will generally affect the market value of our indebtedness. Additionally, credit ratings may not reflect the potential effect of risks relating to the structure of our indebtedness. Any future lowering of our ratings likely would make it more difficult or more expensive for us to obtain additional debt financing and may reduce our profitability.

Risks Related to our Business Model and the Markets in Which We Compete

Our business depends on clients renewing their subscription agreements. Any decline in renewal or net retention rates could harm our future operating results.

Approximately 80% of our revenue is recurring and consists of subscriptions revenue. Our subscription products generally have recurring annual subscription periods. While many of our subscriptions provide for automatic renewal, our clients may opt-out of automatic renewals and clients have no obligation to renew a subscription after the expiration of the term. Our clients may or may not renew their subscriptions as a result of a number of factors, including their satisfaction or dissatisfaction with our products and services, our pricing or pricing structure, the pricing or capabilities of the products and services offered by our competitors, the effects of economic conditions or reductions in our clients' spending levels or ability to pay for our offerings and services. In addition, our clients may renew for fewer subscriptions, renew for shorter contract lengths if they were previously on multi-year contracts or switch to lower cost offerings of our products and services. If our clients do not renew their subscription arrangements, maintenance or other services agreements or if they renew them on less favorable terms, our revenue may decline. A substantial portion of our quarterly subscription revenue is attributable to agreements entered into during previous quarters. As a result, if there is a decline in renewed subscription agreements in any one quarter, only a small portion of the decline will be reflected in our revenue recognized in that quarter and the rest will be reflected in our revenue recognized in the following four quarters or more.

Our largest revenue clients have substantial negotiating leverage, which may require that we agree to terms and conditions that result in increased cost of sales, decreased revenue and lower average selling prices and gross margins, all of which could harm our results of operations.

Some of our clients have significant bargaining power when negotiating new licenses or subscriptions or renewals of existing agreements; they have the ability to buy similar products from other vendors or develop systems internally. These clients have and may continue to seek advantageous pricing and other commercial and performance terms that may require us to develop additional features in the products we sell to them or add complexity to our client agreements. Currently, as clients become larger, our pricing model recognizes various factors such as the number of products purchased and the penetration of those products within a client's operations. As such, when a client buys more products, their average cost per product can decline even though the total revenue from them increases. To date, we have generally seen sales to clients increase in proportion to or in excess of any reductions in the cost per product. However, there can be no guarantee that these results will continue in the future. If we are unable to negotiate renewals with our largest clients on favorable terms, our results of operations could be harmed.

Given many of our key clients are large enterprise clients, our sales cycle is longer and more expensive, and we may encounter pricing pressure and implementation and configuration challenges.

Many of our clients are large enterprise clients, which means longer sales cycles relative to non-enterprise clients, greater competition, more complex client due diligence, less favorable contractual terms and less predictability in completing some of our sales. Consequently, a target client's decision to use our services may be an enterprise-wide decision and, if so, these types of sales require us to provide greater levels of education regarding the use and benefits of our products and services as well as education regarding privacy and data protection laws and regulations to prospective clients. In addition, larger enterprise clients may demand more configuration, integration services and features. As a result of these factors, these sales opportunities may require us to devote greater sales support and professional services resources to individual clients, driving up costs and time required to complete sales, while potentially requiring us to delay revenue recognition on some of these transactions until the technical or implementation requirements have been met.

If we are unable to sell products to new clients or to sell additional products or upgrades to our existing clients, it will adversely affect our revenue growth and operating results.

To increase our revenue, we must add new clients (whether through sales or acquisitions) or sell additional products or upgrades to existing clients. Even if we capture a significant volume of leads from our digital marketing activities, we must be able to convert those leads into sales of our products to new or existing clients in order to achieve revenue growth.

We primarily rely on our direct sales force to sell our products to new and existing clients and convert qualified leads into sales. Accordingly, our ability to achieve significant growth in revenue in the future will depend on our ability to recruit, train and retain a sufficient number of sales personnel, and on the productivity of those personnel. Our recent and planned personnel additions may not become as productive as we would like or in a timely manner, and we may be unable to hire or retain a sufficient number of qualified individuals in the future in the markets where we do or plan to do business. The market for sales personnel in the software space is highly competitive and it is increasingly difficult to compete and retain top talent. If we are unable to sell products to new clients and additional products or upgrades to our existing clients through our direct sales force, we may be unable to grow our revenue and our operating results could be adversely affected.

Our ability to grow our business is dependent in part on the strategic relationships we develop and maintain with third parties.

We believe that our ability to increase our sales depends in part on maintaining and strengthening relationships with parties such as channel partners, OEM partners, integration partners and other strategic technology companies. Once a relationship is established, we likely will dedicate significant time and resources to it in an effort to advance our business interests, and there is no assurance that any strategic relationship will achieve our business purposes or that the resources we use to develop the relationship will be cost-effective. Parties with whom we establish strategic relationships also work with companies that compete with us. We have limited, if any, control as to whether these parties devote adequate resources to our strategic relationships. Further, companies with whom we maintain strategic relationships may de-emphasize their dealings with us or become competitors in the future. We also have limited, if any, control as to other business activities of these parties and we could experience reputational harm because of our association with such parties if they fail to execute on business initiatives, are accused of breaking the law or suffer reputational harm for other reasons. All of these factors could materially and adversely impact our business and results of operations.

Our ability to develop our brand is critical for our continued success.

We have been successful to date despite not having strong brand name recognition with those for whom we compete for business. Our ability to develop our brand is critical in expanding our base of clients, partners and employees. Our brand will depend largely on our ability to remain a technology leader and continue to provide high-quality innovative products, services and features. If we fail to develop our brand, or if our investments in digital advertising, events and other branding programming are unsuccessful, our business, operating results and financial condition may be materially and adversely affected.

Delays in implementing our products could adversely impact our business, results of operations, cash flows and financial condition.

Due to the size and complexity of most of our software implementations, our implementation cycle can be lengthy and may result in delays. Our products may require modification or customization and must integrate with our customers' existing systems. This can be time-consuming and expensive for customers and can result in implementation and deployment delays of our products. Additional delays could result if we fail to attract, train and retain services personnel. These delays and resulting customer dissatisfaction could limit our future sales opportunities, harm our reputation and adversely impact results of operations, cash flows and financial condition.

Because we generally recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.

We generally recognize revenue from clients ratably over the terms of their subscription and support agreements, which typically have a term of one to five years. Our enterprise client contracts have an average term of approximately three years. As a result, most of the revenue we report in each quarter is the result of subscription and support agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be reflected in our revenue results for that quarter. However, any such decline will negatively impact our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our services and potential changes in our attrition rate, may not be fully reflected in our results of operations until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new clients must be recognized over the applicable subscription and support term.

We have experienced rapid growth in historic periods that may not be indicative of our future growth.

We have experienced organic and acquisition-driven growth in historic periods, and revenue growth in future periods may not be consistent with our history. We believe our revenue growth depends on a number of factors, including, but not limited to, our ability to:

- attract new clients;
- renew and grow current client subscriptions;
- introduce and grow adoption of our products and services in new markets;
- adequately expand our sales force and otherwise scale our operations as a business;
- develop or expand relationships with existing channel or OEM partners or to attract new channel or OEM partners;
- expand the features and capabilities of our platform, including through the creation and use of additional integrations;
- maintain the security and reliability of our platform;
- price and package our products and services effectively;
- successfully compete against established companies and new market entrants; and
- increase awareness of our brand on a global basis.

We may not be able to successfully implement our strategic initiatives in accordance with our expectations or in the timeframe we desire, which may result in an adverse impact on our business and financial results. We also expect our operating expenses to increase in future periods, and if our revenue growth does not increase to offset these anticipated increases in our operating expenses, our business, results of operations and financial condition will be harmed, and we may not be able to achieve or maintain profitability.

If we fail to maintain adequate operational and financial resources, we may be unable to execute our business plan or maintain high levels of service and client satisfaction.

We have experienced, and expect to continue to experience, rapid growth, which has placed, and will continue to place, significant demands on our management and our operational and financial resources. Our organizational structure is becoming more complex as we scale our operational, financial and management controls, as well as our reporting systems and procedures. As we continue to grow, we face challenges of integrating, developing, training and motivating a rapidly growing employee base in our various offices around the world and navigating a complex multi-national regulatory landscape. If we fail to manage our anticipated growth and change in a manner that preserves the functionality of our platforms and solutions, the quality of our products and services may suffer, which could negatively affect our brand and reputation and harm our ability to attract clients.

To manage growth in our operations and personnel, we need to continue to grow and improve our operational, financial and management controls and our reporting systems and procedures. We will require significant expenditures and the allocation of valuable management resources to grow and change in these areas. Our expansion has placed, and our expected future growth will continue to place, a significant strain on our management, client experience, research and development, sales and marketing, administrative, financial and other resources.

We anticipate that significant additional investments will be required to scale our operations and increase productivity, address the needs of our clients, further develop and enhance our products and services and scale with our overall growth. We will need to identify and invest in new technologies and systems to ensure the future scalability and success of the business. If additional investments are required due to significant growth, this will increase our cost base, which will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term.

Our success depends in part on our ability to develop and market new and enhanced solutions modules, and we may not be able to do so, or do so quickly enough to respond to changes in demand. Even if we anticipate changes in demand, it may be difficult for us to transition existing clients to new versions of our solutions.

Our success depends in part on our ability to develop and market new and enhanced solutions modules, and to do so on a timely basis. Successful module development and marketing depends on numerous factors, including anticipating client requirements, changes in technology requirements, our ability to differentiate our solutions from those of our competitors and market acceptance of our solutions. Enterprises are requiring their software application vendors to provide ever increasing levels of functionality and broader offerings. Moreover, our industry is characterized by rapid evolution and shifts in technology and client needs. We may not be able to develop and market new or enhanced modules in a timely or cost-effective manner, or at all. Our solutions also may not achieve market acceptance or correctly anticipate technological changes or the changing needs of our clients or potential clients.

In addition, even if we correctly anticipate changes in technology or demand, it might be difficult for us to transition existing clients to new versions of our solutions. Such transitions or upgrades may require considerable professional services effort and expense, and clients may choose to discontinue using our solutions rather than proceed with a lengthy and expensive upgrade. If clients fail to accept new versions of our solution, if our newest solutions contain errors or if we expend too many resources supporting multiple versions of our solutions, we may suffer a material adverse effect on our business, financial position, results of operations and cash flows.

The market for cloud-based SCM solutions is still evolving. If this market develops more slowly than we expect, our revenue may fail to grow or decline, and we may incur additional operating losses.

We derive, and expect to continue to derive, substantially all of our revenue from providing a cloud-based SCM platform, solutions and related services. The market for cloud-based SCM solutions is still evolving and it is uncertain whether this platform and solutions will sustain high levels of demand and market acceptance. Our success will depend on the willingness of companies to accept our cloud-based SCM platform and solutions as an alternative to manual processes, traditional enterprise resource planning software and internally-developed SCM solutions. Some clients may be reluctant or unwilling to use our cloud-based SCM platform or solutions for a number of reasons, including data privacy concerns, data and network security concerns and existing investments in SCM technology.

Traditional approaches to SCM have required, among other things, purchasing hardware and licensing software. Because these traditional approaches often require significant initial investments to purchase the necessary technology and establish systems that comply with clients' unique requirements, companies may be unwilling to abandon their current solutions for our cloud-based SCM platform and solutions. Other factors that may limit market acceptance of our platform and solutions include:

- our ability to maintain high levels of client satisfaction;
- our ability to maintain continuity of service for all users of our solutions;
- the price, performance and availability of competing solutions; and
- our ability to address companies' confidentiality concerns about information stored outside of their premises.

If companies do not perceive the benefits of our cloud-based SCM platform or solutions or if companies are unwilling to accept our platform and solutions as an alternative to traditional approaches, the market for our platform and solutions might not continue to develop or might develop more slowly than we expect, either of which could significantly adversely affect our revenues and growth prospects.

Cyber-attacks and security vulnerabilities could result in serious harm to our reputation, business and financial condition.

Threats to network and data security are constantly evolving and becoming more diverse and sophisticated. Our products and services, servers and computer systems and those of third parties that we rely on in our operations could be vulnerable to cybersecurity risks. As such, we are subject to risks inherent to companies that process client data for client mission critical systems like SCM solutions.

As we continue to grow and as threat actors become more sophisticated, we have observed increased threat activity to our products and systems. We are the target of attempts on a regular basis to identify and exploit system vulnerabilities and/or penetrate or bypass our security measures in order to gain unauthorized access to our systems. To mitigate these risks, we employ multiple methods at different layers of our systems to defend against intrusion and attack. We do not have visibility into all unauthorized incursions, however, and our systems could experience incursions of which we are not aware. When we become aware of unauthorized access to our systems, we take steps intended to identify and remediate the source and impact of the incursions. Despite our efforts to keep our systems secure and remedy identified vulnerabilities, future attacks could be successful and result in contractual liability to clients or loss of client trust and business.

We may experience breaches of our security measures due to human error, system errors or vulnerabilities. In particular, our platform and the other systems or networks used in our business may experience an increase in attempted cyber-attacks, targeted intrusion, ransomware and phishing campaigns. We have been the target of successful phishing attempts in the past resulting in immaterial monetary losses due to voluntary write-offs. Although we believe that these attempts were detected and neutralized without any compromise to our client data and prior to any significant impact to our business, we have implemented additional measures to prevent such attacks in the future. We will likely be subject to similar attacks in the future and continue to train our employees and provide communications to our clients to mitigate these activities and related losses. We maintain errors, omission and cyber liability insurance policies covering security and privacy damages. However, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all.

While we continually take steps to enhance our cybersecurity defenses, increased investments, coordination and resources are required to achieve our objective of ensuring over time that our cybersecurity infrastructure meets or exceeds evolving industry standards. We are also subject to our clients testing the security of our systems and the manner in which we protect their data, which further heightens our need to stay vigilant and up to date with the latest protections and cybersecurity practices. Achieving this objective requires continued effort and vigilance, including sustained investment of money and management resources in order to support the ongoing development and maintenance of systems that meet these standards.

At present, we believe the regulatory and private action risks related to personal data we process as part of our business-to-business supply chain solutions are low. We process a limited amount of personal data, typically business contact information, supplied by our clients. Regulations surrounding personal data are rapidly changing and that makes global compliance challenging and unpredictable. Failure to comply with regulations may subject us to regulatory investigations, reputational harm, contractual liability to clients and potential liability to data subjects.

If we fail to integrate our products with a variety of operating systems, software applications, platforms and hardware that are developed by others or ourselves, our products may become less competitive or obsolete and our results of operations would be harmed.

Our products must integrate with a variety of network, hardware and software platforms, and we need to continuously modify and enhance our products to adapt to changes in hardware, software, networking, browser and database technologies. We believe a significant component of our value proposition to clients is the ability to optimize and configure our products to integrate with our systems and those of third parties. If we are not able to integrate our products in a meaningful and efficient manner, demand for our products could decrease and our business and results of operations would be harmed.

In addition, we have a large number of solutions, and maintaining and integrating them effectively requires extensive resources. Our continuing efforts to make our products more interoperable may not be successful. Failure of our products to operate effectively with future infrastructure platforms and technologies could reduce the demand for our products, resulting in client dissatisfaction and harm to our business. If we are unable to respond to changes in a cost-effective manner, our products may become less marketable, less competitive or obsolete, and our business and results of operations may be harmed.

We have a significant amount of goodwill and intangible assets on our balance sheet, and our results of operations may be adversely affected if we fail to realize the full value of our goodwill and intangible assets.

We have goodwill of \$1,843.5 million and \$2,927.8 million and net intangible assets of \$841.0 million and \$1,051.1 million as of February 29, 2024 and February 28, 2023, respectively. In accordance with U.S. GAAP, goodwill and intangible assets with an indefinite life are not amortized but are subject to a periodic impairment evaluation. Goodwill and acquired intangible assets with an indefinite life are tested for impairment at least annually or when events and circumstances indicate that fair value of a reporting unit may be below their carrying value. Some factors that could lead to a goodwill impairment assessment would be:

- a material decline in the price of the Class A Common Stock;
- macroeconomic factors;

- our overall financial performance;
- company specific events such as a change in strategy or exiting a portion of the business;
- significant adverse changes in clients demand or business climate; and
- related competitive considerations.

Acquired intangible assets with definite lives are amortized on a straight-line basis over the estimated period over which we expect to realize economic value related to the intangible asset. In addition, we review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset might not be recoverable. If indicators of impairment are present, we evaluate the carrying value in relation to estimates of future undiscounted cash flows. Our ability to realize the value of the goodwill and intangible assets will depend on the future cash flows of the businesses we have acquired, which in turn depend in part on how well we have integrated these businesses into our own business. Judgments made by management relate to the expected useful lives of long-lived assets and our ability to realize undiscounted cash flows of the carrying amounts of such assets. The accuracy of these judgments may be adversely affected by several factors, including significant:

- underperformance relative to historical or projected future operating results;
- changes in the manner of our use of acquired assets or the strategy for our overall business;
- negative industry or economic trends; or
- decline in our market capitalization relative to net book value for a sustained period.

These types of events or indicators and the resulting impairment analysis could result in impairment charges in the future. If we are not able to realize the value of the goodwill and intangible assets, we may be required to incur material charges relating to the impairment of those assets.

During the first and third quarters of fiscal 2024 and second and fourth quarters of fiscal 2023, the market price of our Class A Common Stock and market capitalization declined significantly. We also experienced slowing growth and lowered projections for net sales and net operating margins due to lower than anticipated new bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors. These factors resulted in us determining that triggering events occurred, and goodwill impairment assessments were performed. The assessments indicated that the fair value of our equity and goodwill was less than its carrying amount and resulted in a goodwill impairment charge totaling \$1,097.7 million in fiscal 2024 and \$901.6 million in fiscal 2023.

Such impairment charges, like the charges that we incurred in fiscal 2024 and 2023, could materially and adversely affect our business, results of operations and financial condition. In accordance with U.S. GAAP, we will continue to test goodwill for impairment at least annually or when events and circumstances trigger the requirement for an interim evaluation.

Inability to attract, integrate and retain management and other personnel could adversely impact our business, results of operations, cash flows and financial condition.

Our success greatly depends on the continued service of our executives, as well as our other key senior management, technical personnel and sales personnel. Our future success will depend in large part upon our ability to attract, retain and motivate highly skilled executives and employees. We face significant competition for individuals with the skills required to perform the services we offer, and thus we may encounter increased compensation costs that are not offset by increased revenue. In the broader technology industry in which we compete for talented hires, there is substantial and continuous competition for engineers with high levels of experience in designing, developing and managing software, as well as competition for sales executives and operations personnel. We cannot guarantee that we will be able to attract and retain sufficient numbers of these highly skilled employees or motivate them. Because of the complexity of the supply chain market, we may experience a significant time lag between the date on which technical and sales personnel are hired and the time at which these persons become fully productive.

Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

We have employees in more than 20 countries, and these global operations could be disrupted at any time by natural or other disasters, telecommunications failures, acts of terrorism or war, power or water shortages, extreme weather conditions (whether as a result of climate change or otherwise), medical epidemics or pandemics (such as the COVID-19 pandemic) and other natural or manmade disasters or catastrophic events. The occurrence of any of these business disruptions could result in significant losses, serious harm to our revenue, profitability and financial condition, adversely affect our competitive position, increase our costs and expenses, and require substantial expenditures and recovery time in order to fully resume operations. We have a significant concentration of employees in India and Malaysia on whom we rely. Any disaster or series of disasters in these countries where we have a concentration of employees could significantly disrupt our operations and have a material adverse effect on our business, results of operations and financial condition.

Risks Related to International Operations

Because our long-term success depends on our ability to operate our business internationally and increase sales of our products to clients located outside of the United States, our business is susceptible to risks associated with international operations.

We have significant international operations in more than 20 countries, including India, Malaysia, the United Kingdom, the Netherlands, Belgium, Germany, Poland, China and Hong Kong. We market and sell our products worldwide. We expect to continue to expand our international operations for the foreseeable future. Both of our recent acquisitions included significant international operations, further increasing our international footprint and operations. The continued international expansion of our operations requires significant management attention and financial resources and results in increased administrative and compliance costs. Our limited experience in operating our business in certain regions outside the United States increases the risk that our expansion efforts into those regions may not be successful. In particular, our business model may not be successful in particular countries or regions outside the United States for reasons that we currently are unable to anticipate. We are subject to risks associated with international sales and operations including, but not limited to:

- the complexity of, or changes in, foreign regulatory requirements and the burdens of complying with a wide variety of foreign laws and different legal standards;
- difficulties in managing the staffing of international operations, including compliance with workers' councils and local labor and employment laws and regulations;
- potentially adverse tax consequences, including the complexities of foreign value added tax systems, overlapping tax regimes, restrictions on the repatriation of earnings and changes in tax rates;
- increased financial accounting and reporting burdens and complexities, including treatment of revenue from international sources;
- longer sales and payment cycles and difficulties in collecting accounts receivable;
- political, social and economic instability, including war, terrorist attacks, civil unrest and security concerns in general;
- reduced or varied protection for intellectual property rights in some countries and the risk of potential theft or compromise of our technology, data or intellectual property in connection with our international operations, whether by state-sponsored malfeasance or other foreign entities or individuals;
- laws and policies of the U.S. and other jurisdictions affecting international trade (including import and export control laws, tariffs and trade barriers);
- the risk of U.S. regulation of foreign operations; and
- other factors beyond our control such as natural disasters and public health crises, including pandemics.

The occurrence of any one of these risks could negatively affect our international business and, consequently, our operating results. We cannot be certain that the investment and additional resources required to establish, acquire or integrate operations in other countries will produce desired levels of revenue or profitability. If we are unable to effectively manage our expansion into additional geographic markets, our financial condition and results of operations could be harmed.

The recent conflict between Russia and Ukraine has caused and may continue to lead to disruptions, instability and volatility in local, regional, national and global markets and economies. Countries worldwide have imposed targeted sanctions and export control measures and have threatened additional sanctions and export control measures, which have resulted in severe or complete restriction on exports to and other commerce and business dealings involving Russia and portions of Ukraine. We do not have offices or employees in Russia or Ukraine and have been working closely with outside advisors to ensure our products comply with all sanctions and global regulatory requirements. To date, the invasion has not materially affected our business. However, we continue to monitor the situation.

In addition, recently there has been increasing geopolitical tension between China and Taiwan that may affect future shipments from Taiwan based electronics suppliers, many of which are our customers. Any such volatility or disruptions may have adverse consequences on us or the third parties on whom we rely. Our business, financial condition and results of operations may be materially and adversely affected by any negative impact on the global economy, capital markets or commodity and raw material prices resulting from the recent geopolitical tensions between China and Taiwan or any other geopolitical tensions.

Our operating results include foreign currency gains and losses.

We conduct a portion of our business in currencies other than the United States dollar. Our revenues, expenses, operating profit and net income are affected when the dollar weakens or strengthens in relation to other currencies. In addition, we have significant operations in India and Malaysia that do not have a natural in-market revenue hedge to mitigate currency risk to our operating expense. Volatility in the markets and exchange rates for foreign currencies and contracts in foreign currencies may in the future have a significant impact on our reported operating results and financial condition.

Risks Related to Key Third-Party Relationships

Interruptions or performance problems associated with our products, including disruptions at any third-party data center upon which we rely, may impair our ability to support our clients.

Our continued growth depends in part on the ability of our existing and potential clients to access our websites, software or cloud-based products within an acceptable amount of time. We have experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our website simultaneously, denial of service, fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these website performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our website performance, especially during peak usage times and as our user traffic increases. If our websites are unavailable or if our clients are unable to access our software or cloud-based products within a reasonable amount of time, or at all, our business would be negatively affected. Additionally, our data centers and networks, and third-party data centers and networks may experience technical failures and downtime, may fail to distribute appropriate updates or may fail to meet the increased requirements of a growing client base.

We provide certain of our solutions through third-party data center hosting facilities located in the United States and other countries. While we control and have access to our servers and all of the components of our network that are located in such third-party data centers, we do not control the operation of these facilities. Our operations depend on the protection of the equipment and information we store in these third-party centers, or utilize from third-party providers, against damage or service interruptions that may be caused by fire, flood, severe storm, power loss, telecommunications failures, natural disasters, war, criminal act, military action, terrorist attack, financial failure of the service provider and other events beyond our control. In addition, third-party malfeasance, such as intentional misconduct by computer hackers, unauthorized intrusions, computer viruses, ransomware or denial of service attacks, may also cause substantial service disruptions. A prolonged service disruption affecting our products could damage our reputation with potential clients, cause us to lose existing clients, expose us to liability or otherwise adversely affect our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the data centers or infrastructure we use or rely on, including the additional expense of transitioning to substitute facilities or service providers. Following expiration of the current agreement terms, the owners of the data center facilities have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms, or if one of our data center operators is acquired, we may be required to transfer our servers and other infrastructure to new data center facilities, and we may incur significant costs and possible service interruptions in connection with doing so.

The information we source from third parties for inclusion in our knowledge databases may not be accurate and complete. Our trade experts may make errors in interpreting legal and other requirements when processing this information and our trade content may not be updated on a timely basis, which can expose our clients to fines and other substantial claims and penalties.

Our clients often use our solutions as a system of record and many of our clients are subject to regulation of their products, services and activities. Our knowledge library includes trade content sourced from government agencies and transportation carriers in numerous countries. It is often sourced from text documents and includes import and export regulations, shipping documents, preferential duties and taxes, specifications for free trade agreements, transportation rates, sailing schedules, embargoed country and restricted party lists and harmonized tariff codes. The information in these text documents may not be timely, accurate or complete. Our team of trade experts transforms these documents into a normalized and proprietary knowledge base which is interpretable by software. Our trade experts have to interpret the legal and other requirements contained in the source documents, and we can provide no assurances that our trade experts do not make errors in the interpretation of these requirements. Furthermore, rules and regulations and other trade content used in our solutions change constantly, and we must continuously update our knowledge library. Maintaining a complete and accurate knowledge library is time-consuming and costly, and we can provide no assurances that our specialists will always make appropriate updates to the library on a timely basis. Errors or defects in updating the trade content we provide to our clients and any defects or errors in, or failure of, our software, hardware or systems, can result in an inability to process transactions in a timely manner or lead to violations that could expose our clients to fines and other substantial claims and penalties and involve criminal liability. In addition, these errors and delays could damage our reputation with both existing and new clients and result in lost clients and decreased revenue, which could materially and adversely affect our business, revenue and results of operations.

Any of these problems may enable our clients to terminate our agreements, require us to issue credits or refunds and subject us to product liability, breach of warranty or other contractual claims. We also may be required to indemnify our clients or third parties as a result of any of these problems. Any provisions in our client agreements intended to limit liability may not be sufficient to protect us against any such claims. Insurance may not be available on acceptable terms, or at all. In addition, any insurance we do have may not cover claims related to specific defects, errors, failures or delays; may not cover indirect or consequential damages; and may be inadequate. Defending a suit, regardless of its merit, could be costly and divert management's attention. In general, losses from clients terminating their agreements with us and our cost of defending claims resulting from defects, errors, failures or delays might be substantial and could have a material adverse effect on our business, financial position, results of operations and cash flows.

Interruptions or performance problems associated with our internal infrastructure, and its reliance on technologies from third parties, may adversely affect our ability to manage our business and meet reporting obligations.

We use NetSuite to manage our financial processes and other third-party vendors to manage sales, professional services, online marketing and web services. We believe the availability of these services is essential to the management of our high-volume, transaction-oriented business model. As we expand our operations, we expect to utilize additional systems and service providers that may also be essential to managing our business. Although the systems and services that we require are typically available from a number of providers, it is time-consuming and costly to qualify and implement these relationships. Therefore, if one or more of our providers suffer an interruption in their business; experience delays, disruptions or quality-control problems in their operations; or we have to change or add additional systems and services, our ability to manage our business and produce timely and accurate financial statements would suffer.

We leverage third-party software for use with our solution. Performance issues, errors and defects or failure to successfully integrate or license necessary third-party software could cause delays, errors or failures of our solution, increases in our expenses and reductions in our sales, which could materially and adversely affect our business and results of operations.

We use software licensed from a variety of third parties in connection with the operation of our products. Any performance issues, errors, bugs or defects in third-party software could result in errors or a failure of our products, which could adversely affect our business and results of operations. In the future, we might need to license other software to enhance our solution and meet evolving client demands and requirements. Any limitations in our ability to use third-party software could significantly increase our expenses and otherwise result in delays, a reduction in functionality or errors or failures of our solution until equivalent technology or content is either developed by us or, if available, identified, obtained through purchase or license and integrated into our solution. In addition, third-party licenses may expose us to increased risks, including risks associated with the integration of new technology, the diversion of resources from the development of our own proprietary technology and our inability to generate revenues from new technology sufficient to offset associated acquisition and maintenance costs, all of which may increase our expenses and materially and adversely affect our business and results of operations.

Risks Related to Being a Public Company and Ownership of Our Securities

We have increased costs and obligations as a result of being a public company.

As a public company, we are required to comply with corporate governance and financial reporting practices and policies. As a publicly traded company, we incur significant legal, accounting and other expenses that we were not required to incur in the past. In addition, new and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated and to be promulgated thereunder, as well as under the Sarbanes-Oxley Act, the Jobs Act and the rules and regulations of the SEC and national securities exchanges have increased the costs and the time that the board of directors and management must devote to complying with these rules and regulations. We expect these rules and regulations to increase our legal and financial compliance costs and lead to a diversion of management's time and attention from revenue generating activities.

Furthermore, the need to maintain the corporate infrastructure demanded of a public company may divert management's attention from implementing our growth strategy, which could prevent us from improving our business, results of operations and financial condition. We have made, and will continue to make, changes to our internal controls and procedures for financial reporting and accounting systems to meet our reporting obligations as a publicly traded company. However, the measures we take may not be sufficient to satisfy our obligations as a publicly traded company.

We may not be successful in continuing to meet the internal control requirements of the Sarbanes-Oxley Act of 2002.

The Sarbanes-Oxley Act of 2002 has many requirements applicable to us regarding corporate governance and financial reporting, including the requirements for management to report on internal controls over financial reporting and for our independent registered public accounting firm to express an opinion over the operating effectiveness of our internal control over financial reporting. As of February 29, 2024, our internal control over financial reporting was effective using the internal control framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission: Internal control—Integrated Framework (2013).

There can be no assurance that our internal control over financial reporting will be effective in future years. Failure to maintain effective internal controls, or the identification of material internal control deficiencies in acquisitions already made or made in the future could result in a decrease in the market value of our common stock, the reduced ability to obtain financing, the loss of clients, penalties and additional expenditures to meet the requirements in the future.

CC Capital and its affiliates, affiliates of Insight Partners and Temasek and its affiliates all have representation on our board of directors and beneficially own a significant equity interest in us and their interests may conflict with us or your interests.

CC Capital, Insight Partners and Temasek and their respective affiliates (collectively, the "Controlling Entities") collectively control approximately 26% of our total voting equity as of February 29, 2024. As a result of their representation on our board of directors and ownership, they have significant influence over our decisions to enter into any corporate transaction. In addition, the Controlling Entities are each in the business of making investments in companies and may acquire and hold interests in businesses that compete directly or indirectly with us. The Controlling Entities may also pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us. Our certificate of incorporation provides that certain parties may engage in competitive businesses and renounces any entitlement to certain corporate opportunities offered to the private placement investors or any of their managers, officers, directors, equity holders, members, principals, affiliates and subsidiaries (other than us and our subsidiaries) that are not expressly offered to them in their capacities as our directors or officers. The certificate of incorporation also provides that certain parties or any of their managers, officers, directors, equity holders, members, principals, affiliates and subsidiaries (other than us and our subsidiaries) do not have any fiduciary duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as us or any of our subsidiaries.

We may issue additional shares of our Class A Common Stock or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of your shares.

We may issue additional shares of our Class A Common Stock or other equity securities of equal or senior rank in the future in connection with, among other things, future acquisitions, repayment of outstanding indebtedness or under our 2021 Incentive Plan, without stockholder approval, in a number of circumstances.

Our issuance of additional shares of our Class A Common Stock or other equity securities of equal or senior rank could have the following effects:

- your proportionate ownership interest in us will decrease;
- the relative voting strength of each previously outstanding share of common stock may be diminished; or

- the market price of your shares of Class A Common Stock may decline.

If analysts do not publish or cease publishing research or reports about us, our business or our market, or if they adversely change their recommendations regarding our Class A Common Stock, then the price and trading volume of our securities could decline.

The trading market for our Class A Common Stock and public warrants will be influenced by the research and reports that industry or securities analysts may publish about us, our business and operations, our market or our competitors. Our current securities and industry analysts may elect to drop their coverage of us, and others, may never publish research on us. If no securities or industry analysts publish coverage of us, the trading price and trading volume of our securities will likely be negatively impacted. If any of the analysts who may cover us change their recommendation regarding our stock adversely, or provide more favorable relative recommendations about our competitors, the price of our securities will likely decline. If any analyst who may cover us were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our trading price or trading volume of our securities to decline.

We may amend the terms of the warrants in a manner that may be adverse to holders of the public warrants with the approval by the holders of at least 50% of the then outstanding public warrants. As a result, the exercise price of your warrants could be increased, the exercise period could be shortened and the number of shares of Class A Common Stock purchasable upon exercise of a warrant could be decreased, all without your approval.

Our warrants were issued in registered form under a warrant agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us. The warrant agreement provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision. An amendment requires the approval of at least 50% of the holders of the outstanding public warrants to make any change that adversely affects the interests of the registered holders of the public warrants.

Accordingly, we may amend the terms of the public warrants in a manner adverse to a holder if holders of at least 50% of the outstanding public warrants approve of such amendment. Although our ability to amend the terms of the public warrants with the consent of at least 50% of the outstanding public warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the warrants, convert the warrants into cash, shorten the exercise period or decrease the number of shares of Class A Common Stock purchasable upon exercise of a warrant.

Our warrants may have an adverse effect on the market price of our Class A Common Stock.

As of February 29, 2024, we have 29,079,872 warrants outstanding that are exercisable to purchase one Class A Common Stock at \$11.50 per share. The outstanding warrants consist of 13,799,872 warrants offered in the IPO, 10,280,000 private placement warrants issued in conjunction with the closing of the IPO and 5,000,000 Forward Purchase Warrants issued pursuant to the Forward Purchase Agreement. When the warrants are exercised, they will increase the number of issued and outstanding shares of Class A Common Stock and reduce the value of the Class A Common Stock. The warrants expire five years after the Closing Date, or earlier upon redemption or liquidation.

Risks Related to the Holding Company Structure and Tax Receivable Agreement

We are a holding company and our only material asset is our interest in E2open Holdings, and we are accordingly dependent upon distributions made by our subsidiaries to pay taxes, make payments under the Tax Receivable Agreement and pay dividends.

We are a holding company with no material assets other than our ownership of the Common Units and RCUs and our managing member interest in E2open Holdings. As a result, we have no independent means of generating revenue or cash flow. Our ability to pay taxes, make payments under the Tax Receivable Agreement and pay dividends will depend on the financial results and cash flows of E2open Holdings and the distributions we receive. Deterioration in the financial condition, earnings or cash flow of E2open Holdings for any reason could limit or impair E2open Holdings' ability to pay such distributions. Additionally, to the extent that we need funds and E2open Holdings is restricted from making such distributions under applicable law or regulation or under the terms of any financing arrangements, or E2open Holdings is otherwise unable to provide such funds, it could materially adversely affect our liquidity and financial condition.

E2open Holdings is treated as a partnership for U.S. federal income tax purposes and, as such, generally will not be subject to any entity-level U.S. federal income tax. Instead, taxable income will be allocated to holders of Common Units. Accordingly, we are required to pay income taxes on our allocable share of any net taxable income of E2open Holdings. Under the terms of the Third Amended and Restated Limited Liability Company Agreement (Third Company Agreement), E2open Holdings is obligated to make tax distributions to holders of Common Units (including us) calculated at certain assumed tax rates. In addition to income taxes, we incur expenses related to our operations, including payment obligations under the Tax Receivable Agreement, which could be significant, of which some will be reimbursed by E2open Holdings (excluding payment obligations under the Tax Receivable Agreement). We intend to cause E2open Holdings to make ordinary distributions on a pro rata basis and tax distributions (which, in certain circumstances, may be made on a non-pro rata basis to holders of Common Units in amounts sufficient to cover all applicable taxes, relevant operating expenses, payments under the Tax Receivable Agreement and dividends, if any, declared by us. However, as discussed below, E2open Holdings' ability to make such distributions may be subject to various limitations and restrictions including, but not limited to, retention of amounts necessary to satisfy E2open's obligations and restrictions on distributions that would violate any applicable restrictions contained in E2open Holdings' debt agreements, or any applicable law, or that would have the effect of rendering E2open Holdings insolvent. To the extent that we are unable to make payments under the Tax Receivable Agreement for any reason, such payments will be deferred and will accrue interest until paid; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the Tax Receivable Agreement, and therefore accelerate payments under the Tax Receivable Agreement, which could be substantial.

We anticipate that the distributions received from E2open Holdings may, in certain periods, exceed our actual tax liabilities and obligations to make payments under the Tax Receivable Agreement. Our board of directors, in its sole discretion, may make any determination from time to time with respect to the use of any such excess cash so accumulated, which may include, among other uses, paying dividends on our Class A Common Stock. We have no obligation to distribute such cash (or other available cash other than any declared dividend) to our stockholders. See *Dividends* in Part II, Item 5., *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*.

Dividends on our common stock, if any, will be paid at the discretion of our board of directors, which will consider, among other things, our available cash, available borrowings and other funds legally available therefor, considering the retention of any amounts necessary to satisfy our obligations that will not be reimbursed by E2open Holdings, including taxes and amounts payable under the Tax Receivable Agreement and any restrictions in the applicable bank financing agreements. Financing arrangements may include restrictive covenants that restrict our ability to pay dividends or make other distributions to our stockholders. In addition, E2open Holdings is generally prohibited under Delaware law from making a distribution to a member to the extent that, at the time of the distribution, after giving effect to the distribution, liabilities of E2open Holdings (with certain exceptions) exceed the fair value of its assets. E2open Holdings' subsidiaries are generally subject to similar legal limitations on their ability to make distributions to E2open Holdings. If E2open does not have sufficient funds to make distributions, our ability to declare and pay cash dividends may also be restricted or impaired.

Pursuant to the Tax Receivable Agreement associated with the Business Combination Agreement, we are required to pay certain sellers 85% of the tax savings that we realize as a result of increases in tax basis in E2open Holdings. These payments may be substantial, as well as exceed actual tax benefits. The timing of these payments may also be accelerated.

The sellers sold E2open Holdings units for the consideration paid pursuant to the Business Combination Agreement and certain sellers may, in the future, exchange their Common Units for shares of our Class A Common Stock (or cash) pursuant to the Third Company Agreement. These sales, purchases, redemptions and exchanges are expected to result in increases in our allocable share of the tax basis of the tangible and intangible assets of E2open Holdings, which may increase (for income tax purposes) depreciation and amortization deductions to which we are entitled. In addition, as a result of certain mergers within the transaction, we may inherit certain pre-existing tax attributes.

The Tax Receivable Agreement provides for the payment by us of 85% of certain tax benefits that we realize or are deemed realized as a result of the increases in tax basis described above, utilization of pre-existing tax attributes of certain sellers and realization of additional tax benefits attributable to payments under the Tax Receivable Agreement. These payments are our obligations and not E2open Holdings. The actual increase in our allocable share of E2open Holdings' tax basis in their assets, the availability of pre-existing tax attributes of certain sellers, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including the timing of exchanges, the market price of the Class A Common Stock at the time of the exchange, the extent to which such exchanges are taxable and the amount and timing of the recognition of our income. While many of the factors that will determine the amount of payments that we will make under the Tax Receivable Agreement are outside of our control, we expect that the payments we will make under the Tax Receivable Agreement will be substantial and could have a material adverse effect on our financial condition. Any payments we make under the Tax Receivable Agreement will generally reduce the amount of overall cash flow that might have otherwise been available to us. To the extent that we are unable to make timely payments under the Tax Receivable Agreement for any reason, the unpaid amounts will be deferred and will accrue interest until paid; however, nonpayment for a specified period may constitute a material breach under the Tax Receivable Agreement, and therefore accelerate payments due under the Tax Receivable Agreement as further described below. Furthermore, our future obligation to make payments under the Tax Receivable Agreement could make us a less attractive target for an acquisition, particularly in the case of an acquirer that cannot use some or all of the tax benefits that may be deemed realized under the Tax Receivable Agreement.

Payments under the Tax Receivable Agreement will be based on our tax reporting positions, and the IRS or another taxing authority may challenge all or any part of the tax basis increases, the amount or availability of pre-existing tax attributes of certain sellers and other tax positions that we take, and a court may sustain such a challenge. In the event that any tax benefits we initially claimed are disallowed as a result of such a challenge, the Sellers and the exchanging holders will not be required to reimburse us for any excess payments that may have been previously made under the Tax Receivable Agreement. Rather, excess payments made to such holders will be netted against future cash payments we are required to make, if any, after the determination of such excess. A challenge to any tax benefits claimed by us may not arise for a number of years following the time payments begin to be made with respect to such benefits or, even if challenged soon thereafter, the excess cash payment may be greater than the amount of future cash payments that we might otherwise be required to make under the terms of the Tax Receivable Agreement and, as a result, there might not be sufficient future cash payments to net such excess. As a result, in certain circumstances we could make payments under the Tax Receivable Agreement in excess of our actual income or franchise tax savings, which could materially impair our financial condition.

Moreover, the Tax Receivable Agreement provides that, in the event that we exercise our early termination rights, fail to make timely payment or materially breach the Tax Receivable Agreement or if there is a change of control, our obligations under the Tax Receivable Agreement will accelerate and we will be required to make a lump-sum cash payment to the sellers and/or other applicable parties equal to the present value of all forecasted future payments that would have otherwise been made under the Tax Receivable Agreement. The lump-sum payment could be substantial and could exceed the actual tax benefits that we realize subsequent to such payment, which may cause a material negative effect on our liquidity.

Furthermore, our obligations to make payments under the Tax Receivable Agreement could also have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control.

Risks Related to Acquisitions

Acquisitions present many risks that could have a material adverse effect on our business and results of operations.

We have made numerous acquisitions, including our most recent acquisitions of BluJay and Logistyx. Acquisitions are inherently risky, and any acquisitions we complete may not be successful.

Our past acquisitions involve numerous risks, including, but not limited to, the following:

- difficulties in integrating and managing the operations, personnel, systems, technologies and products of the companies we acquire;
- failure to achieve the projected cost savings due to difficulties integrating the acquired business;
- failure to uncover liabilities or adverse operating issues, or both, through due diligence or the failure to properly estimate the extent of such liabilities prior to the acquisition;
- our inability to maintain the key business relationships and reputations of the businesses we acquire;
- our inability to increase revenue from an acquisition, including our failure to drive demand in our existing client base for acquired products and our failure to obtain contract renewals or upgrades and new product sales from clients of the acquired businesses;

- unanticipated charges to our operating results based on the timing and size of our acquisitions and the extent of integration activities;
- potential negative perceptions of our acquisitions by clients, financial markets or investors;
- failure to obtain required approvals from governmental authorities under competition and antitrust laws on a timely basis, if at all, which could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition;
- potential increases in our interest expense, leverage and debt service requirements if we incur additional debt to pay for an acquisition;
- our inability to apply and maintain our internal standards, controls, procedures and policies to acquired businesses and to meet SEC reporting deadlines and requirements as it relates to acquired companies;
- potential loss of key employees of the companies we acquire;
- difficulties in increasing or maintaining security standards for acquired technology consistent with our other services and related costs;
- challenges converting the acquired company's revenue recognition policies and forecasting the related revenues, including subscription-based revenues, as well as appropriate allocation of the client consideration to the individual deliverables; and
- inadequate protection of acquired intellectual property rights.

The occurrence of any of these risks could have a material adverse effect on our business, results of operations, financial condition or cash flows, particularly in the case of a larger acquisition or substantially concurrent acquisitions.

We may experience difficulties in integrating acquisitions into our business and in realizing the expected benefits of the acquisitions.

The success of our acquisitions, whether past or future, will depend in part on our ability to realize the anticipated business opportunities from combining the acquired operations with our business in an efficient and effective manner. The integration process could take longer than anticipated and could result in the loss of key employees, the disruption of each company's ongoing businesses, tax costs or inefficiencies or inconsistencies in standards, controls, information technology systems, procedures and policies, any of which could adversely affect our ability to maintain relationships with clients, employees or other third parties or our ability to achieve the anticipated benefits of the acquisitions and could harm our financial performance. If we are unable to successfully or timely integrate the operations with our business, we may incur unanticipated liabilities and be unable to realize the anticipated benefits resulting from the acquisitions, and our business, results of operations and financial condition could be materially and adversely affected.

Risks Related to Legal and Regulatory

We may not be able to adequately protect our proprietary and intellectual property rights in our data or technology.

We may be unsuccessful in adequately protecting our intellectual property. No assurance can be given that confidentiality, non-disclosure or invention assignment agreements with employees, consultants or other parties will not be breached and will otherwise be effective in controlling access to and distribution of our platform or solutions, or certain aspects of our platform or solutions and proprietary information. These agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our platform or solutions. Additionally, certain unauthorized use of our intellectual property may go undetected, or we may face legal or practical barriers to enforcing our legal rights even where unauthorized use is detected. We may be required to spend significant resources to monitor and protect these rights, and we may or may not be able to detect infringement by our clients or others. Litigation has been and may be necessary in the future to enforce our intellectual property rights.

Our use of open source software could negatively affect our ability to sell our products and subject us to possible litigation.

Some of our products incorporate open source software, and we intend to continue to use open source software in the future. Some open source licenses are unclear and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our solutions. Such a situation could result in infringement claims and the need to reengineer our solutions, both of which could be costly depending on the specific circumstances. In addition to license risk, use of open source software may increase security vulnerabilities or infringing or broken code if not properly supported and managed.

We may be sued by third parties for various claims including alleged infringement of proprietary intellectual property rights.

As a supplier of supply chain solutions, we rely on and use software and data that we create as well as those from third-party sources. Often, our clients are processing data through our solutions that we do not review. While we generally attempt to protect against such risks with contractual obligations and indemnities, despite our efforts, we may receive claims that we have infringed a third party's intellectual property rights or breached a contract.

As a result of claims against us regarding suspected infringement, our technologies may be subject to injunction, we may be required to pay damages or we may have to seek a license to continue certain practices (which may not be available on reasonable terms, if at all), all of which may significantly increase our operating expenses or may require us to restrict our business activities and limit our ability to deliver our products and services and/or certain features, integrations and capabilities of our platform. As a result, we may also be required to develop alternative non-infringing technology, which could require significant effort and expense and/or cause us to alter our products or services, potentially negatively affecting our business. Further, many of our subscription agreements require us to indemnify our clients for third-party intellectual property infringement claims, so any alleged infringement by us resulting in claims against such clients would increase our liability. Additionally, our exposure to risks associated with various claims, including the use of intellectual property, may be increased as a result of acquisitions of other companies.

We are subject to sanctions, anti-corruption, anti-bribery and similar laws, and non-compliance with such laws can subject us to criminal penalties or significant fines and harm our business and reputation.

We are subject to requirements under the U.S. Treasury Department's Office of Foreign Assets Control (OFAC), anti-corruption, anti-bribery and similar laws, such as the U.S. Foreign Corrupt Practices Act of 1977, as amended (FCPA), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the USA PATRIOT Act, the U.K. Bribery Act 2010 and other anti-corruption, anti-bribery and anti-money laundering laws in countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly and prohibit companies, their employees and agents from promising, authorizing, making, offering or providing anything of value to a "foreign official" for the purposes of influencing official decisions or obtaining or retaining business, or otherwise obtaining favorable treatment. As we increase our international sales and business, our risks under these laws may increase. In addition, we may use third parties to sell access to our platform and conduct business on our behalf abroad. We can be held liable for the corrupt or other illegal activities of such future third-party intermediaries, and our employees, representatives, contractors, partners and agents, even if we do not explicitly authorize such activities. Any violation of economic and trade sanction laws, export and import laws, the FCPA or other applicable anti-corruption laws or anti-money laundering laws could also result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges or our license issued by OFAC, severe criminal or civil sanctions, and, in the case of the FCPA, suspension or debarment from U.S. government contracts, any of which could have a materially adverse effect on our reputation, business, results of operations and prospects.

Changes in tax laws or regulations in the various tax jurisdictions we are subject to that are applied adversely to us or our paying clients could increase the costs of our products and services and harm our business.

We are subject to income taxes in the United States and various jurisdictions outside of the United States. Significant judgment is often required in the determination of our worldwide provision for income taxes. Any changes, ambiguity or uncertainty in taxing jurisdictions' administrative interpretations, decisions, policies and positions could materially impact our income tax liabilities. We may also be subject to additional tax liabilities and penalties due to changes in non-income based taxes resulting from changes in federal, state or international tax laws; changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions; results of tax examinations, settlements or judicial decisions; changes in accounting principles; changes to the business operations, including acquisitions; and the evaluation of new information that results in a change to a tax position taken in a prior period. Any resulting increase in our tax obligation or cash taxes paid could adversely affect our cash flows and financial results. Additionally, new income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time. Those enactments could harm our domestic and international business operations, our business, results of operations and financial condition.

Further, tax regulations could be interpreted, changed, modified or applied adversely to us. These events could require us or our paying clients to pay additional tax amounts on a prospective or retroactive basis, as well as require us or our paying clients to pay fines and/or penalties and interest for past amounts deemed to be due. If we raise our prices to offset the costs of these changes, existing and potential future paying clients may elect not to purchase our products and services.

As a multinational organization, we may be subject to taxation in various jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. Countries, trading regions and local taxing jurisdictions have differing rules and regulations governing sales and use taxes, and these rules and regulations are subject to varying interpretations that may change over time. We collect and remit U.S. sales and value-added tax (VAT) in several jurisdictions. However, it is possible that we could face sales tax or VAT audits and that our liability for these taxes could exceed our estimates as tax authorities could still assert that we are obligated to collect additional tax amounts from our paying clients and remit those taxes to those authorities. We could also be subject to audits in states and international jurisdictions for which we have not accrued tax liabilities. Further, one or more state or foreign authorities could seek to impose additional sales, use or other tax collection and record-keeping obligations on us or may determine that such taxes should have, but have not been, paid by us. Liability for past taxes may also include substantial interest and penalty charges. Any successful action by state, foreign or other authorities to compel us to collect and remit sales tax, use tax or other taxes, either retroactively, prospectively or both, could harm our business, results of operations and financial condition.

As our business continues to grow and if we become more profitable, we anticipate that our income tax obligations could significantly increase. If our existing tax credits and net operating loss carryforwards become fully utilized, we may be unable to offset or otherwise mitigate our tax obligations to the same extent as in prior years. This could have a material impact to our future cash flows or operating results.

Our ability to use our net operating loss carryforwards may be subject to limitation.

Under Section 382 of the Internal Revenue Code of 1986, as amended, our ability to utilize net operating loss carryforwards or other tax attributes in any taxable year may be limited if we experience an "ownership change." A Section 382 "ownership change" generally occurs if one or more stockholders or groups of stockholders who own at least 5% of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws. The Business Combination resulted in an ownership change with respect to our corporate subsidiaries, which may limit our ability to utilize pre-existing tax attributes of such corporate subsidiaries. In addition, future issuances of our common stock could cause an "ownership change." It is possible that any such ownership change, or any future ownership change, could have a material effect on the use of our net operating loss carryforwards or other tax attributes, which could have a material adverse effect on our results of operations and profitability.

Privacy concerns and laws, evolving regulation of cloud computing, cross-border data transfer restrictions and other domestic or foreign regulations may limit the use and adoption of our products and adversely affect our business.

Regulation related to the provision of services on the internet is increasing, as federal, state and foreign governments continue to adopt new laws and regulations addressing data privacy and the collection, processing, storage and use of personal information. In some cases, foreign data privacy laws and regulations, such as the European Union's General Data Protection Regulation, also governs the processing of personal information. Further, laws are increasingly aimed at the use of personal information for marketing purposes, such as the European Union's e-Privacy Directive, and the country-specific regulations that implement that directive. Such laws and regulations are subject to differing interpretations and are inconsistent among jurisdictions. These and other requirements could reduce demand for our products or restrict our ability to store and process data or, in some cases, impact our ability to offer our services and products in certain locations.

In addition to government activity, privacy advocacy and other industry groups have established or may establish new self-regulatory standards that may place additional burdens on us. Our clients may expect us to meet voluntary certification or other standards established by third parties. If we are unable to maintain these certifications or meet these standards, it could adversely affect our ability to provide our products to certain clients and could harm our business.

The costs of compliance with and other burdens imposed by laws, regulations and standards are significant and may limit the use and adoption of our services and reduce overall demand for them, or lead to material fines, penalties or liabilities for noncompliance.

Furthermore, concerns regarding data privacy may cause our clients' clients to resist providing the data necessary to allow our clients to use our service effectively. Even the perception that the privacy of personal information is not satisfactorily protected or does not meet regulatory requirements could inhibit sales and adoption of our cloud-based products.

General Risks

Changes in existing financial accounting standards or practices may harm our results of operations.

We regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and interpretations that are relevant to us. Changes in existing accounting rules or practices, new accounting pronouncements or varying interpretations of current accounting pronouncements could negatively impact our results of operations. Such changes could potentially affect our reporting of transactions completed before such changes are effective. U.S. GAAP is subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results and affect the reporting of transactions completed before the announcement of a change.

Any difficulties in implementing these pronouncements could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investors' confidence in us.

We may be subject to liability if we breach our contracts, and our insurance may be inadequate to cover our losses.

We are subject to numerous obligations in our contracts with organizations using our products and services, as well as vendors and other companies with which we do business. We may breach these commitments, whether through a weakness in our procedures, systems and internal controls; negligence; or through the willful act of an employee or contractor. Our insurance policies, including our errors and omissions insurance, may be inadequate to compensate us for the potentially significant losses that may result from claims arising from breaches of our contracts, as well as disruptions in our services, failures or disruptions to our infrastructure, catastrophic events and disasters, or otherwise.

In addition, our insurance may not cover all claims made against us, and defending a suit, regardless of its merit, could be costly and divert management's attention. Further, such insurance may not be available to us in the future on economically reasonable terms, or at all.

We may be subject to litigation for any of a variety of claims, which could adversely affect our business, results of operations and financial condition.

In the ordinary course of business, we may be involved in and subject to litigation for a variety of claims or disputes and receive regulatory inquiries. These claims, lawsuits and proceedings could include labor and employment, wage and hour, commercial, data privacy, antitrust, alleged securities law violations or other investor claims and other matters. The number and significance of these potential claims and disputes may increase as our business expands. Any claim against us, regardless of its merit, could be costly, divert management's attention and operational resources and harm our reputation. As litigation is inherently unpredictable, we cannot assure you that any potential claims or disputes will not have a material adverse effect on our business, results of operations and financial condition. Any claims or litigation, even if fully indemnified or insured, could make it more difficult to compete effectively or to obtain adequate insurance in the future.

In addition, we may be required to spend significant resources to monitor and protect our contractual, property and other rights, including collection of payments and fees. Litigation has been and may be necessary in the future to enforce such rights. Such litigation could be costly, time consuming and distracting to management and could result in the impairment or loss of our rights. Furthermore, our efforts to enforce our rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of such rights. Our inability to protect our rights as well as any costly litigation or diversion of our management's attention and resources, could have an adverse effect on our business, results of operations and financial condition or injure our reputation.

Changes in laws and regulations related to the internet or changes in the internet infrastructure itself may diminish the demand for our platform and could harm our business.

The future success of our business depends upon the continued use of the internet as a primary medium for commerce, communication and business applications. Federal, state or foreign governmental bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the internet as a commercial medium. The adoption of any laws or regulations that could reduce the growth, popularity or use of the internet, including laws or practices limiting internet neutrality, could decrease the demand for, or the usage of, our products and services, increase our cost of doing business and harm our results of operations. Changes in these laws or regulations could require us to modify our platform, or certain aspects of our platform, in order to comply with these changes. In addition, government agencies or private organizations have imposed and may impose additional taxes, fees or other charges for accessing the internet or commerce conducted via the internet. These laws or charges could limit the growth of internet-related commerce or communications generally or result in reductions in the demand for internet-based products such as ours. In addition, the use of the internet as a business tool could be harmed due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality of service. Further, our platform depends on the quality of our users' access to the internet.

In June 2018, the repeal of the Federal Communications Commission's (FCC), "net neutrality" rules took effect and returned to a "light-touch" regulatory framework. The prior rules were designed to ensure that all online content is treated the same by internet service providers and other companies that provide broadband services. Additionally, in September 2018, California enacted the California Internet Consumer Protection and Net Neutrality Act of 2018, making California the fourth state to enact a state-level net neutrality law since the FCC repealed its nationwide regulations, mandating that all broadband services in California must be provided in accordance with state net neutrality requirements. The U.S. Department of Justice has sued to block the law going into effect, and California has agreed to delay enforcement until the resolution of the FCC's repeal of the federal rules. A number of other states are considering legislation or executive actions that would regulate the conduct of broadband providers. We cannot predict whether the FCC order or state initiatives will be modified, overturned or vacated by legal action of the court, federal legislation or the FCC. With the repeal of net neutrality rules in effect, we could incur greater operating expenses, which could harm our results of operations. As the internet continues to experience growth in the number of users, frequency of use and amount of data transmitted, the internet infrastructure that we and our users rely on may be unable to support the demands placed upon it. The failure of the internet infrastructure that we or our users rely on, even for a short period of time, could undermine our operations and harm our results of operations.

Internet access is frequently provided by companies that have significant market power that could take actions that degrade, disrupt or increase the cost of user access to our platform, which would negatively impact our business. The performance of the internet and its acceptance as a business tool has been harmed by "viruses," "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the internet is adversely affected by these issues, demand for our platform could decline.

We could incur greater operating expenses and our user acquisition and retention could be negatively impacted if network operators:

- implement usage-based pricing;
- discount pricing for competitive products;
- otherwise materially change their pricing rates or schemes;
- charge us to deliver our traffic at certain levels, or at all;
- throttle traffic based on its source or type;
- implement bandwidth caps or other usage restrictions; or
- otherwise try to monetize or control access to their networks.

In addition, national level "fire walls" can disrupt existing usage of our applications as well as prevent expansion into certain geographies.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

We believe we have appropriate processes for assessing, identifying and managing material risks from cybersecurity threats. Those processes are embodied in our enterprise-wide cybersecurity risk management program (Cyber Risk Program), which includes our cybersecurity governance structure and our cybersecurity strategy and processes.

Governance Structure

Board of Directors Oversight

Our board of directors has delegated oversight of our Cyber Risk Program to the Risk Committee of the board of directors. The presentations to the Risk Committee cover, among other things, our cyber incident experience, ongoing cyber threats, material risks, deployment of cybersecurity controls and risk mitigants, engagement of third parties (e.g., consultants and auditors) and third-party tools, our cyber insurance coverages and our employee-training programs.

Management's Assessment and Management of Cybersecurity Threats

Members of the executive management team, along with others from senior management and others with varying areas of expertise, are engaged as part of our Cyber Risk Program:

- **Executive Vice President, Product Development & Infrastructure R&D:** Direct management of our Cyber Risk Program falls within our Product Development and Infrastructure Research and Development team. The Executive Vice President (EVP) in charge of this team has extensive experience regarding cybersecurity matters and threats affecting business-to-business software and cloud services vendors such as E2open. The EVP is a member of our Cybersecurity Subcommittee of our Disclosure Committee, which is responsible for helping to determine whether a Cybersecurity Incident is "material" for purposes of publicly reporting cybersecurity incidents. Our EVP chairs our management Cybersecurity Subcommittee.
- **General Counsel:** Our General Counsel has experience providing legal advice regarding cybersecurity-related programs as well as engaging with outside advisors and insurance brokers and underwriters on cybersecurity coverage, claims and loss mitigation. Our General Counsel is a member of our Cybersecurity Subcommittee of our Disclosure Committee.
- **Senior Vice President, Information Security and Compliance:** Our Senior Vice President (SVP) has direct management of our Cyber Risk Program. He manages the day-to-day operations, oversees our security analysts and engineers and participates in our Cybersecurity Subcommittee meetings. He is trained in cybersecurity strategy, planning, and execution and holds industry recognized security certifications, including Certified Information Systems Security Professional (CISSP) from the International Information System Security Certification Consortium (ISC2) and Certified Information Security Manager (CISM) from the Information Systems Audit and Control Association (ISACA).
- **Cybersecurity Subcommittee:** We have created a Cybersecurity Subcommittee of our management Disclosure Committee which includes, in addition to the EVP and General Counsel, the Chief Accounting Officer. The Cybersecurity Subcommittee's purpose is to review cybersecurity risks, discuss emerging threats, prioritize cybersecurity efforts and make recommendations to leadership. Additionally, the Chair of the Subcommittee shall convene a meeting when either: (a) he believes a reported incident or the occurrence of a series of related incidents, requires the analysis and discussion of the Subcommittee; or (b) when any member of the Subcommittee believes that such a discussion would be appropriate. Such meeting shall be convened within 48 hours of the incident, or sooner if reasonably practicable, to expedite a materiality determination for public company reporting purposes.
- **Response Team:** Pursuant to our Crisis Response Program, our Response Team, which comprises the General Counsel, Chief Financial Officer and an expanded team from our material business lines and administrative departments, as well as outside advisors/experts (cyber forensics, external legal counsel, law enforcement, public relations), is charged with managing the Company through a cybersecurity incident (or other event or series of events) that rise to the level of a Company "crisis." The Program includes protocols by which the General Counsel or Chief Financial Officer, on behalf of the Response Team, will report to or engage the Chief Executive Officer and the Chairman of the board of directors if and when an incident becomes a crisis or potential crisis.

- **Other Roles:** The Cyber Risk Program includes engagement of other Company management employees and outside service providers to oversee or perform specific roles in connection with cybersecurity risk assessment and management, and incident management. That includes risk and security heads from our material business lines who implement and administer policies specific to those business lines and independent auditors to certify compliance with our internal control over financial reporting, the American Institute of Certified Public Accountants' Systems and Organization Controls (SOC 2) security framework. We also conduct reviews for compliance with data protection regulation such as Europe's General Data Protection Regulation (GDPR) and regulation of various U.S. states such as the California Consumer Privacy Act (CCPA).

Risk Management and Strategy

Overview of Processes for Assessing, Identifying, and Managing Material Cyber Risks

The principal objectives of our Cyber Risk Program are to minimize the risks associated with cybersecurity threats to our business operations, financial performance and financial condition, and protect the confidential information, intellectual property and other assets of E2open, and those of our customers, vendors, partners, employees and consumers that can be at risk due to cybersecurity threats to E2open.

We have incorporated industry recognized cybersecurity frameworks and standards into our Cyber Risk Program, including frameworks from the National Institute of Standards and Technology (NIST) and security control auditing protocols from the Center for Internet Security (CIS) and the International Organizations for Standardization (ISO). Recognizing that the nature of cybersecurity threats and the particular threat vectors we face continually change, we continue to invest in updating and enhancing our Cyber Risk Program.

Under our Cyber Risk Program, our SVP, and the cybersecurity staff, along with our management-led Cybersecurity Subcommittee, with input where appropriate from our third-party advisors, work to identify our cybersecurity threats, assess the risks and deploy appropriate technologies and processes to mitigate the risks. When cybersecurity incidents occur, these resources work to manage through the incident utilizing advanced security tools and playbooks, and in accordance with processes set out in our various policies and practice documents, which include internal communications protocols to keep the executive team and, where appropriate, the Risk Committee and board or directors, informed. Pertinent policy and practice documents include, among others, E2open's Guidelines for Cybersecurity Determination for Item 1.05 of Form 8-K (governing the Company's materiality determination for reporting purposes) and our Crisis Response Plan.

As an important cybersecurity risk mitigant, E2open provides mandatory training to its new hires and quarterly training of its employees, including phishing simulation tests and follow-up tests as needed, along with monthly cybersecurity newsletters and other cyber risk-related communications.

Integration into Overall Risk Management System or Processes

Our risk management systems and processes comprise numerous components, including published policies and procedures, risk detection systems, tools, and protocols (automated and human), internal and external independent auditing, management committee review, defined lines of communications, employee training, engagement of outside advisors and experts, assessment and utilization of both commercial and self-insurance opportunities, customer contract standardization where possible, legal review of vendor engagements and new products for regulatory compliance, regular operations reviews with the Chief Executive Officer and Risk Committee. E2open utilizes the foregoing systems and processes to best ensure effective management of our risks and associated cybersecurity threats. The EVP reports to the Risk Committee at least quarterly on the status of our Cyber Risk Program.

Engagement of Third Parties

As part of our Cyber Risk Program, we engage outside independent auditors, consultants, and professional advisors. We also engage industry-leading cybersecurity service and systems providers to assist with protection from and detection of cybersecurity threats and incidents and our responses to them.

Risks from Third Party Service Providers and Others

Our cybersecurity team, under the oversight of the SVP, performs risk assessments on third party service providers and other third parties (such as partner companies), as well as third party software and hardware utilized in its operations, that may have the potential to create cybersecurity threats to our data and operations.

Risks from Cybersecurity Threats—Likely Material Impact

See the risk factor entitled *Cyber-attacks and security vulnerabilities could result in serious harm to our reputation, business and financial condition*, in Item 1A, *Risk Factors*. We do not believe any risks from previous cybersecurity threats have materially affected or are reasonably likely to materially affect E2open.

Item 2. Properties

Our corporate headquarters is located at 9600 Great Hills Trail #300E, Austin, Texas 78759. In addition, we lease other corporate office spaces in the following locations:

U.S. Locations	International Locations
Rogers, Arkansas	Moonee Ponds, Australia
Atlanta, Georgia	Shanghai, China
Naples, Florida	Tranbjerg, Denmark
Holland, Michigan	Bad Homburg, Germany
Keego Harbor, Michigan	Karlsruhe, Germany
Parsippany, New Jersey	Kowloon, Hong Kong
Dallas, Texas	Bangalore, India
	Hyderabad, India
	Pune, India
	Kuala Lumpur, Malaysia
	Dordrecht, Netherlands
	Christchurch, New Zealand
	Lima, Peru
	Manchester, United Kingdom

Our data centers are operated through co-location facilities, where we provide our own equipment to be used in leased space. We utilize and optimize data centers and public cloud services throughout the world to attain secure application availability, at a minimum, of 99.5% uptime infrastructure. The following table sets forth our material technology infrastructure, including location and function, for our properties throughout the world (all of which are leased). While the data center space is leased, we own all the equipment and gear that sits within those data centers.

Location	Function
San Jose, California	Production, Configuration, Disaster Recovery
Sunnyvale, California	Development, Staging
Denver, Colorado	Disaster Recovery, Production
Chicago, Illinois	Production, Configuration, Disaster Recovery
Naperville, Illinois	Development
Shanghai, China	Production, Disaster Recovery, Staging, Communication
Hong Kong	Production, Disaster Recovery, Staging, Communication
Ballerup, Denmark	Development, Production
Dusseldorf, Germany	Production
Frankfurt, Germany	Production, Staging
Nuremberg, Germany	Production
Oberhausen, Germany	Production
Amsterdam, Netherlands	Production
London, United Kingdom	Production
Manchester, United Kingdom	Production, Staging

Item 3. Legal Proceedings

In 2014, Kewill (a predecessor of BluJay) entered into a software licensing and service contract with a customer that resulted in a dispute over Kewill's performance under the agreement. In June 2020, prior to our acquisition of BluJay, the customer filed suit. BluJay and its external counsel considered the claims meritless and intended to file a counter claim for delinquent uncollected receivables. At the time of the BluJay Acquisition in September 2021, an allowance for credit losses was recorded in purchase accounting against the uncollected receivables from this customer. No further accrual was established for this litigation at the time of the acquisition or in subsequent periods through the first quarter of fiscal 2024, as in our judgement, which was based on the advice of external legal counsel, the claims were without merit. Any loss beyond the uncollected receivables was not considered probable and the maximum exposure was believed to be immaterial. In February 2022, consistent with the related contractual terms, the case moved to binding arbitration. Upon conclusion of the arbitration proceedings in August 2023, the arbitrator ruled against BluJay. On September 14, 2023, the parties agreed to a settlement for \$17.8 million which resolved the matter and released us from all alleged claims. The settlement was paid on September 20, 2023.

The settlement is not an admission of liability or wrongdoing by us or our predecessors, nor does it validate the alleged claims.

We accrued \$17.8 million for the settlement in the second quarter of fiscal 2024 as part of general and administrative expenses on the Condensed Consolidated Statement of Operations.

From time to time, we are subject to contingencies that arise in the ordinary course of business. We record an accrual for a contingency when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We do not currently believe the resolution of any such contingencies will have a material adverse effect upon our Consolidated Balance Sheets, Statements of Operations or Statements of Cash Flows.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information and Holders of Record

Our Class A Common Stock and public warrants are listed on the NYSE under the symbols "ETWO" and "ETWO-WT," respectively. As of April 24, 2024, there were 103 and 2 holders of record of our Class A Common Stock and warrants, respectively.

Dividends

We do not intend to declare or pay cash dividends in the foreseeable future. Our management anticipates that all earnings and other cash resources, if any, will be retained for investment in our business.

Warrants

As of February 29, 2024, there were 29,079,872 warrants outstanding. Each warrant entitles its holder to purchase one share of our Class A Common Stock at an exercise price of \$11.50 per share. The 10,280,000 private placement warrants became exercisable upon the Domestication. The Forward Purchase Warrants became exercisable upon the effectiveness of our Form S-1, which was initially filed on March 5, 2021 and became effective March 29, 2021. The 13,799,872 public warrants became exercisable on April 28, 2021. The private placement warrants, public warrants and Forward Purchase Warrants expire five years after the Closing Date, or earlier upon redemption or liquidation. During the fiscal year ended February 28, 2022, 100 warrants were exercised with a total exercise price of \$1,150. There were no warrants exercised during the fiscal years ended February 29, 2024 and February 28, 2023.

See Note 19, *Warrants* in the Notes to the Consolidated Financial Statements for additional information about redemption of the warrants.

Securities Authorized for Issuance Under Equity Compensation Plans

The E2open Parent Holdings, Inc. 2021 Omnibus Incentive Plan (2021 Incentive Plan) is our only equity compensation plan. We currently utilize the 2021 Incentive Plan to make equity and equity-based incentive awards to officers, employees, directors and consultants. For more information about the 2021 Incentive Plan, see Note 24, *Share-Based Compensation* in the Notes to the Consolidated Financial Statements.

The following table sets forth certain information regarding the 2021 Incentive Plan as of February 29, 2024:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Rights	Weighted-Average Exercise Price of Outstanding Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by stockholders	22,054,544 (1)	5.29	2,916,546 (1)
Equity compensation plans not approved by stockholders	—	N/A	—
Total	22,054,544	N/A	2,916,546

(1) For more information about the 2021 Incentive Plan, see Note 24, *Share-Based Compensation* in the Notes to the Consolidated Financial Statements.

Performance Graph

The following graph shows our cumulative total stockholder return for the period from June 15, 2020 and ending on February 29, 2024. June 15, 2020 is the day the units and warrants began trading separately on the NYSE. The graph also shows the cumulative total returns of the Russell 3000 index, in which we are included, and our peer group listed below.

The comparison below assumes \$100 was invested on June 15, 2020 in our common stock, the Russell 3000 index and each member of our peer group and assumes that all dividends are reinvested. Our stock performance shown in the following graph is not indicative of future stock price performance.



This graph shall not be deemed incorporated by reference by any general statement incorporated by reference this Form 10-K into any filing under the Securities Act or Exchange Act, except to the extent that we specifically incorporate this information by reference therein and shall not otherwise be deemed filed under either the Securities Act or Exchange Act.

Our peer group as of February 29, 2024 is as follows:

Company Name	Ticker Symbol	Company Name	Ticker Symbol
American Software, Inc.	AMSWA	SPS Commerce, Inc.	SPSC
Manhattan Associates, Inc.	MANH	Tecsys Inc.	TCS.TO
ReposiTrak, Inc.	TRAK	The Descartes Systems Group Inc.	DSG.TO

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This item contains a discussion of our business, including a general overview of our business, properties, results of operations, liquidity and capital resources as well as quantitative and qualitative disclosures about market risk.

The following discussion should be read in conjunction with the consolidated financial statements and related notes in Item 8, *Financial Statements* of this 2024 Form 10-K. This Item 7 contains "forward-looking" statements that involve risks and uncertainties. See *Forward-Looking Statements* at the beginning of this 2024 Form 10-K.

Our fiscal year end is the final day in February. Our fiscal years 2024, 2023 and 2022 ended February 29, 2024, February 28, 2023 and February 28, 2022, respectively, and were each fifty-two-week periods.

Overview

We are a world class end-to-end supply chain software platform that enables the world's largest companies to transform the way they make, move and sell goods and services. Our SaaS platform spans many key strategic and operational areas including channel, planning, global trade, logistics and supply. With the broadest cloud-native global SaaS platform purpose-built for modern supply chains, we connect manufacturing, logistics, channel and distribution partners as one multi-enterprise network. Our SaaS platform anticipates disruptions and opportunities to help companies improve efficiency, reduce waste and operate sustainably. In aggregate, we serve clients in all major countries in the world across a wide range of end-markets, including consumer goods, food and beverage, manufacturing, retail, industrial and automotive, aerospace and defense, technology and transportation, among others.

We operate in what we believe is an attractive industry with strong secular tailwinds and a TAM which includes significant whitespace within our current client base. This upsell opportunity within our existing client base is largely driven by their current technology solution which is often a combination of legacy point solutions and home-grown applications which could be a combination of manual processes and spreadsheets. As manufacturing continues to evolve, supply chains have grown more complex creating the need for a modern cloud-based solution. We believe our cloud-based, end-to-end software platform offers a differentiated and more connected solution for clients that provides all the mechanisms needed to run a fully integrated supply chain solution with visibility at every point. If our clients initially purchase portions of our software, they can add on additional modules as the need arises.

Our Go-To-Market Strategy

Our go-to-market strategy is focused on both expanding the adoption of our product portfolio with existing clients and the acquisition of new clients. We primarily target our selling efforts on large enterprise organizations and sell our software primarily through a direct sales force enhanced by the additional go-to-market presence of our partners. Our go-to-market strategy enables our sales force to develop deep, long-term relationships with existing and potential clients across the relevant functions, from buying managers, IT resources, division leaders and C-level executives. Our go-to-market approach aligns with the client by engaging with them and their specific needs instead of selling a single product. This permits us to dive into the true need and find the best solution instead of trying to make one product work for every client. This alignment with the client enables us to sustain our high client retention and long client tenure, as well as drive maximum spend within each client through an efficient, focused sales model.

Our sales and marketing organizations are comprised of field sales, inside sales and sales development personnel, and we organized these teams based on client size, geography and industry. Our main priority is understanding a client's primary need, usually a specific piece of their supply chain, in order to provide the correct solution within our software platform. Once a client adopts our solution and sees firsthand the power of our unique platform, we have the potential to cross-sell additional products as well as expand into additional departments, divisions and geographies with the same solution or additional solutions within our software platform.

BluJay Acquisition

In September 2021, we completed the BluJay Acquisition with the issuance of 72,383,299 shares of Class A Common Stock and the payment of approximately \$771.3 million of cash which includes the repayment of BluJay's debt facility. The total purchase consideration for the BluJay Acquisition was \$1.5 billion.

In connection with the completion of the BluJay Acquisition, we secured \$300 million in PIPE financing for the purchase of an aggregate of 28,909,022 shares of our Class A Common Stock. We also obtained a \$380.0 million incremental term loan to our 2021 Term Loan and increased our 2021 Revolving Credit Facility to \$155.0 million. In addition, the letter of credit sublimit was increased to \$30.0 million.

Logistyx Acquisition

In March 2022, we acquired Logistyx for a purchase price of \$185 million, with an estimated fair value of \$183.7 million, including \$90 million paid in cash at closing. The remaining payments were made in May 2022 for cash of \$37.4 million and September 2022 for cash of \$54.0 million. The \$54.0 million payments reflected a working capital adjustment of \$3.6 million. A final payment of \$1.1 million for working capital was made in December 2022.

Goodwill Impairment

During the first and third quarters of fiscal 2024 and second and fourth quarters of fiscal 2023, the market price of our Class A Common Stock and market capitalization declined significantly. We also experienced slowing growth and lowered projections for net sales and net operating margins due to lower than anticipated new bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors. These factors resulted in us determining that triggering events occurred, and goodwill impairment assessments were performed.

The fair value of E2open was calculated using an equally weighted combination of three different methods: discounted cash flow method, guideline public company method and guideline transaction method. The three approaches generated similar results and indicated that the fair value of E2open's equity and goodwill was less than its carrying amount and resulted in goodwill impairment charges totaling \$1,097.7 million in fiscal 2024 and \$901.6 million in fiscal 2023.

See Note 7, *Goodwill* to the Notes to the Consolidated Financial Statements.

Intangible Assets Impairment

During the first and third quarter of fiscal 2024, the significant decline in the market price of our Class A Common Stock and market capitalization was also a triggering event which resulted in the performance of an interim indefinite-lived intangible asset impairment assessment. The fair value of the indefinite-lived intangible asset was calculated using the relief from royalty payments method which was based on management's estimates of projected net sales and terminal growth rates, taking into consideration market and industry conditions. The interim assessments indicated that the fair value of E2open's indefinite-lived intangible asset was less than its carrying amount; therefore, during the fiscal year ended February 29, 2024, we recognized an impairment charge of \$34.0 million to intangible assets, net, for the indefinite-lived trademark / trade name. See Note 8, *Intangible Assets, Net* to the Notes to the Consolidated Financial Statements.

Litigation Settlement

In 2014, Kewill (a predecessor of BluJay) entered into a software licensing and service contract with a customer that resulted in a dispute over Kewill's performance under the agreement. In June 2020, prior to our acquisition of BluJay, the customer filed suit. BluJay and its external counsel considered the claims meritless and intended to file a counter claim for delinquent uncollected receivables. At the time of the BluJay Acquisition in September 2021, an allowance for credit losses was recorded against the uncollected receivables from this customer. No further accrual was established for this litigation at the time of the acquisition or in subsequent periods through the first quarter of fiscal 2024, as in our judgement, which was based on the advice of external legal counsel, the claims were without merit. In February 2022, the case moved to binding arbitration where the arbitrator ruled against BluJay in August 2023. In September 2023, we paid \$17.8 million which resolved the matter and released us from all alleged claims. See Note 28, *Commitments and Contingencies* to the Notes to the Consolidated Financial Statements.

Key Components of Our Results of Operations

Revenue

We account for all client contracts under ASC Topic 606, *Revenue from Contracts with Customers* (ASC 606), and all the related amendments. See Note 2, *Summary of Significant Accounting Policies* to the Notes to the Consolidated Financial Statements for additional information.

We generate revenue from the sale of subscriptions and professional services. We recognize revenue when the client contract and associated performance obligations have been identified; the transaction price has been determined and allocated to the performance obligations in the contract; and the performance obligations have been satisfied.

Subscriptions Revenue

We offer cloud-based on-demand software solutions, which enable our clients to have constant access to our solutions without the need to manage and support the software and associated hardware themselves. We house the hardware and software in third-party facilities and provide our clients with access to software solutions, along with data security and storage, backup, recovery services and solution support.

Logistics as a service employs logistics professionals to manage a company's transportation network including truck, rail, ocean and air freight as well as inbound/outbound logistics from production facilities to warehouses, retailers and end users/consumers.

We charge primarily fixed annual subscription fees or, in limited cases, transaction fees based on the volume of transactions requested by clients. Typically, the volume-based fees comprise a small percentage of this revenue source. Our client contracts typically have a term of one to five years while our enterprise client contracts have an average term of approximately three years. We recognize revenue ratably over the life of the contracts.

For subscription-based contracts, we generally invoice in advance. Subscription revenue is recognized ratably over the life of the contract. For transactional based contracts, we primarily recognize revenue for these contracts when the performance obligation is fulfilled. Transaction based contracts represented less than 3%, 4% and 3% of our revenue in the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

Professional Services and Other

Professional services revenue is derived primarily from fees for enabling services, including consulting and deployment services for purchased solutions. These services are often sold in conjunction with the sale of our solutions. We provide professional services primarily on a time and materials basis, but sometimes on a fixed fee basis. Clients are invoiced for professional services either monthly in arrears or, as with fixed fee arrangements, in advance and upon reaching project milestones. Professional services revenue is recognized over time. For services that are contracted at a fixed price, progress is generally measured based on labor hours incurred as a percentage of the total estimated hours required for complete satisfaction of the related performance obligations. For services that are contracted on time and materials or a prepaid basis, progress is generally based on actual labor hours expended. These input methods (e.g., hours incurred or expended and milestone completion) are considered a faithful depiction of our efforts to satisfy services contracts as they represent the performance obligation consumed by the client and performed by us, and therefore reflect the transfer of services to a client under contract.

We enter into arrangements with multiple performance obligations comprised of subscriptions and professional services. Arrangements with clients typically do not provide the client with the right to take possession of the software supporting the on-demand solutions. We primarily account for subscription and professional services revenue as separate units of accounting and allocate revenue to each deliverable in an arrangement based on a standalone selling price. We evaluate the standalone selling price for each element by considering prices we charge for similar offerings, size of the order and historical pricing practices. Other revenue primarily includes perpetual license fees, which are recognized upon delivery to the client.

Total Revenue by Geographic Locations

Revenues by geographical region consisted of the following:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended	
		February 28, 2023	February 28, 2022
Americas	\$ 536,316	\$ 549,246	\$ 366,987
Europe	77,857	81,062	43,430
Asia Pacific	20,381	21,907	15,144
Total revenue	\$ 634,554	\$ 652,215	\$ 425,561

Revenues by geography are determined based on the region of our contracting entity, which may be different than the region of the client, or where the software solutions are being utilized or accessed. United States revenue was approximately 84%, 83% and 86%, during the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively. No other country represented more than ten percent of total revenue during these periods.

Cost of Revenue

Cost of Subscription Revenue

Cost of subscription revenue consists primarily of costs related to delivering our service and providing support to clients, including personnel and related costs, costs associated with data center operations and capacity, fees paid to third parties to license their technology and depreciation expense directly related to delivering our solutions. Cost of subscription revenue also includes the costs associated with our logistics as a service revenue which consists of costs related to managing a company's transportation network including truck, rail, ocean and air freight as well as inbound/outbound logistics from production facilities to warehouses, retailers and end users/consumers. We generally expense our cost of subscription revenue as we incur the costs.

Cost of Professional Services and Other Revenue

Cost of professional services and other revenue consists primarily of personnel and related travel costs, investment in strategic system integrator partnership initiatives, the costs of contracted third-party vendors and reimbursable expenses. As our personnel are employed on a full-time basis, our cost of professional services is largely fixed in the short-term, while our professional services and other revenue may fluctuate, leading to fluctuations in professional services and other gross profit. We expense our cost of professional services and other revenue as we incur the costs.

Operating Expenses

Research and Development

Research and development expenses primarily consist of personnel and related costs of our research and development staff, costs of certain third-party contractors, depreciation, amortization and other allocated costs. Research and development expenses are expensed as incurred, excluding the capitalization of internally developed software costs.

Sales and Marketing

Sales and marketing expenses primarily consist of personnel and related costs for our sales and marketing staff. It also includes the costs of promotional events, corporate communications, online marketing, solution marketing and other brand-building activities, in addition to depreciation, amortization and other allocated costs. When the initial client contract is signed and upon any renewal, we capitalize and amortize commission costs under ASC 606, as an expense over the period in which products are expected to be delivered to clients, where the commission is directly attributable to a contract, including expected renewals, which is estimated to be four years. If a subscription agreement is terminated, we recognize the unamortized portion of any deferred commission cost as an expense immediately upon such termination. Certain sales commissions are contingent on future client billings and are expensed as incurred to sales and marketing expenses.

General and Administrative

General and administrative expenses primarily consist of personnel and related costs for our executive, administrative, finance, information technology, legal, accounting, investor relations and human resource staff. It also includes professional fees; expenses related to our board of directors and advisory board; public company costs; other corporate expenses; depreciation; amortization; and other allocated costs.

Contingent Consideration

The contingent consideration liability is due to the issuance of the two tranches of restricted Series B-1 and B-2 common stock and Series 1 RCUs and Series 2 RCUs of E2open Holdings as part of the Business Combination. These shares and units were issued on a proportional basis to each holder of Class A shares in CCNB1 and Common Units. In June 2021, the restricted Series B-1 common stock automatically converted into our Class A Common Stock on a one-to-one basis and the Series 1 RCUs automatically converted into Common Units of E2open Holdings as the Class A Common Stock met the \$13.50 five-day VWAP.

The restricted shares, Common Units and deferred consideration payments are treated as a contingent consideration liability under ASC 805, *Business Combination*, and valued at fair market value on the acquisition date and remeasured at each reporting date and adjusted if necessary. Our earn-out liabilities and contingent consideration are valued using a Monte Carlo simulation model. The assumptions used in preparing these models include estimates such as volatility, contractual terms, discount rates, dividend yield and risk-free interest rates. Any change in the fair value of the deferred consideration from the remeasurement was recorded in acquisition-related expenses on the Consolidated Statements of Operations. Any change in the fair value of the restricted shares and Common Units from the remeasurement will be recorded in gain (loss) from change in fair value of contingent consideration on the Consolidated Statements of Operations.

Interest and Other Expense, Net

Interest and other expense, net, consists primarily of interest expense on our outstanding debt and financing lease obligations; interest income on our cash balances; foreign currency realized and unrealized gains and losses; and gains and losses on the disposal of fixed assets.

Provision for Income Taxes

The provision for income taxes consists of a deferred income tax benefit and current tax expense. The current income taxes primarily result from our profitable operations in foreign subsidiaries, which are subject to corporate income taxes in foreign jurisdictions, plus a relatively immaterial amount of U.S. federal and state income taxes on our lower tier entities not offset by net operating loss carryforwards. The deferred income tax benefit is primarily due to a decrease in overall outside basis difference in the partnership and the book/tax difference realized from intangible amortization. Certain deferred tax assets of E2open Parent Holdings, Inc. are offset by a valuation allowance while the deferred tax assets of certain other U.S. corporate tax consolidated groups and non-U.S. jurisdictions remain offset by a full valuation allowance. Realization of these deferred tax assets depends upon future earnings, the timing and amount of which are uncertain. Utilization of our net operating losses may be subject to annual limitations due to the ownership change rules under the Internal Revenue Code of 1986, as amended (IRS Code), and similar state provisions. We have analyzed the effect of the IRS Code Section 382 for each of our acquisitions. Based on analysis of acquired net operating losses and credits, utilization of our net operating losses and research and development credits will be subject to annual limitations. In the event of future changes in ownership, the availability of net operating loss carryforwards could be further limited.

Results of Operations

The following table is our Consolidated Statements of Operations for the periods indicated:

(\$ in thousands, except per share amounts)	February 29, 2024	February 28, 2023	Fiscal Year Ended February 28, 2022
Revenue	\$ 634,554	\$ 652,215	\$ 425,561
Cost of revenue	(316,863)	(321,932)	(222,976)
Total gross profit	317,691	330,283	202,585
 Operating Expenses			
Research and development	101,420	97,982	79,700
Sales and marketing	87,734	87,960	60,265
General and administrative	108,048	88,070	69,922
Acquisition-related expenses	2,080	16,297	64,360
Amortization of acquired intangible assets	80,276	82,812	46,358
Goodwill impairment	1,097,741	901,566	—
Intangible asset impairment	34,000	—	—
Total operating expenses	1,511,299	1,274,687	320,605
Loss from operations	(1,193,608)	(944,404)	(118,020)
Interest and other expense, net	(102,460)	(76,831)	(33,663)
Gain (loss) from change in tax receivable agreement liability	2,190	(2,886)	(154)
Gain from change in fair value of warrant liability	14,903	37,523	1,633
Gain (loss) from change in fair value of contingent consideration	11,520	16,020	(69,760)
Total other expense	(73,847)	(26,174)	(101,944)
Loss before income tax benefit	(1,267,455)	(970,578)	(219,964)
Income tax benefit	82,376	250,376	30,050
Net loss	(1,185,079)	(720,202)	(189,914)
Less: Net loss attributable to noncontrolling interest	(115,055)	(71,499)	(24,138)
Net loss attributable to E2open Parent Holdings, Inc.	\$ (1,070,024)	\$ (648,703)	\$ (165,776)
Net loss attributable to E2open Parent Holdings, Inc.			
Class A common stockholders per share:			
Basic	\$ (3.52)	\$ (2.15)	\$ (0.68)
Diluted	\$ (3.52)	\$ (2.15)	\$ (0.68)
Weighted-average common shares outstanding:			
Basic	303,751	301,946	245,454
Diluted	303,751	301,946	245,454

Fiscal Year Ended February 29, 2024 Compared to Fiscal Year Ended February 28, 2023

Revenue

(\$ in thousands)	Fiscal Year Ended		
	February 29, 2024	February 28, 2023	\$ Change
Revenue:			
Subscriptions	\$ 536,792	\$ 532,940	\$ 3,852
Professional services and other	97,762	119,275	(21,513)
Total revenue	\$ 634,554	\$ 652,215	\$ (17,661)
Percentage of revenue:			
Subscriptions	85 %	82 %	1 %
Professional services and other	15 %	18 %	-18 %
Total	100 %	100 %	—

Subscriptions revenue was \$536.8 million in fiscal 2024, a \$3.9 million, or 1%, increase compared to \$532.9 million in fiscal 2023. The increase in subscriptions revenue was due to price increases on renewals and new organic subscription sales predominately driven by increases in products utilized across our current client portfolio, partially offset by churn. Compared to our historical growth rate, our growth rate has slowed during fiscal 2024 due to lower than anticipated bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors.

Professional services and other revenue was \$97.8 million in fiscal 2024, a \$21.5 million, or 18%, decrease compared to \$119.3 million in fiscal 2023. The decrease in professional services and other revenue was due to macroeconomic impacts primarily in the technology, freight and transportation sectors, a decline in perpetual license fees and lower than anticipated order volume.

Our subscriptions revenue as a percentage of total revenue increased to 85% for the fiscal year ended February 29, 2024 from 82% for the fiscal year ended February 28, 2023. This increase was primarily a result of a decline in professional services revenue. Our professional services and other revenue as a percentage of total revenue decreased to 15% for fiscal 2024 compared to 18% for fiscal 2023 as professional services and other revenue declined while subscriptions revenue grew slightly.

Cost of Revenue, Gross Profit and Gross Margin

(\$ in thousands)	Fiscal Year Ended			\$ Change	% Change
	February 29, 2024	February 28, 2023			
Cost of revenue:					
Subscriptions	\$ 146,006	\$ 140,462	\$ 5,544		4 %
Professional services and other	\$ 72,249	\$ 82,939	\$ (10,690)		-13 %
Amortization of acquired intangible assets	\$ 98,608	\$ 98,531	\$ 77		0 %
Total cost of revenue	\$ 316,863	\$ 321,932	\$ (5,069)		-2 %
Gross profit:					
Subscriptions	\$ 292,178	\$ 293,947	\$ (1,769)		-1 %
Professional services and other	\$ 25,513	\$ 36,336	\$ (10,823)		-30 %
Total gross profit	\$ 317,691	\$ 330,283	\$ (12,592)		-4 %
Gross margin:					
Subscriptions	54%	55%			
Professional services and other	26%	30%			
Total gross margin	50%	51%			

Cost of subscriptions was \$146.0 million in fiscal 2024, a \$5.5 million, or 4%, increase compared to \$140.5 million in fiscal 2023. This increase was primarily driven by a \$4.3 million increase in personnel costs including non-acquisition severance and \$1.7 million in stock-based compensation, partially offset by a \$1.8 million decrease in software and hosting costs when compared to the prior year.

Cost of professional services and other revenue was \$72.2 million in fiscal 2024, a \$10.7 million, or 13%, decrease compared to \$82.9 million in fiscal 2023. The decrease was mainly due to an \$8.3 million lower spend for consulting services related to our investment in strategic system integrator partnerships and a \$3.1 million decrease in personnel costs when compared to the prior year. These lower expenses were partially offset by \$1.1 million of higher stock-based compensation expenses.

Amortization of acquired intangible assets was \$98.6 million in fiscal 2024 compared to \$98.5 million in fiscal 2023.

Our subscriptions gross margin was 54% and 55% for fiscal 2024 and 2023, respectively.

Our professional services gross margin was down for fiscal 2024 to 26% compared to 30% for fiscal 2023 primarily driven by our lower revenue in fiscal 2024.

Research and Development

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Research and development	\$ 101,420	\$ 97,982	\$ 3,438	4%
Percentage of revenue	16%	15%		

Research and development expenses were \$101.4 million in fiscal 2024, a \$3.4 million, or 4%, increase compared to \$98.0 million in fiscal 2023. The increase was primarily due to a \$2.6 million increase in stock-based compensation expense and \$4.4 million in depreciation expense largely due to an increase in the amortization of capitalized software as compared to the prior year. These expenses were partially offset by the reduced spend of \$2.1 million for consulting services and \$1.4 million in personnel costs.

Sales and Marketing

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Sales and marketing	\$ 87,734	\$ 87,960	\$ (226)	0%
Percentage of revenue	14%	13%		

Sales and marketing expenses were \$87.7 million in fiscal 2023, a \$0.2 million decrease compared to \$88.0 million in fiscal 2023. The decrease was primarily driven by a \$6.1 million decrease in marketing costs related to our rebranding efforts in fiscal 2023. These savings were partially offset by \$3.4 million of higher expenses for allowance for credit losses and \$2.4 million of stock-based compensation expenses in fiscal 2024 compared to fiscal 2023.

General and Administrative

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
General and administrative	\$ 108,048	\$ 88,070	\$ 19,978	23%
Percentage of revenue	17%	14%		

General and administrative expenses were \$108.0 million in fiscal 2024, a \$20.0 million, or 23%, increase compared to \$88.1 million in the prior year. The increase was mainly a result of the \$17.8 million legal settlements associated with the unfavorable ruling related to a 2014 contract between Kewill (a predecessor of BluJay) and a customer regarding Kewill's performance under the agreement as noted above. Additionally, there was a \$2.6 million increase in personnel costs mainly related to non-acquisition severance, \$2.6 million in increased consulting services and \$1.8 million of stock-based compensation expenses as compared to the prior year. These increases in expense were partially offset by \$3.5 million in lower ROU asset impairments in fiscal 2024 as compared to fiscal 2023. Additionally, we recorded a \$1.4 million loss on the disposition of a subsidiary in February 2023.

Other Operating Expenses

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Acquisition and other related expenses	\$ 2,080	\$ 16,297	\$ (14,217)	-87%
Amortization of acquired intangible assets	80,276	82,812	(2,536)	-3%
Total other operating expenses	<u>\$ 82,356</u>	<u>\$ 99,109</u>	<u>\$ (16,753)</u>	<u>-17%</u>

Acquisition and other related expenses were \$2.1 million in fiscal 2024, a \$14.2 million, or 87%, decrease compared to \$16.3 million in the prior year. The decrease was mainly related to legal and consulting expenses associated with the Logistyx Acquisition in fiscal 2023. In fiscal 2024, we recorded costs incurred related to the strategic review announced in March 2024.

Amortization of acquired intangible assets was \$80.3 million in fiscal 2024, a \$2.5 million, or 3%, decrease compared to \$82.8 million in fiscal 2023.

Goodwill Impairment

(\$ in thousands)	Fiscal Year Ended			\$ Change	% Change
	February 29, 2024	February 28, 2023			
Goodwill impairment	\$ 1,097,741	\$ 901,566	\$ 196,175	22%	

As indicated above, the market price of our Class A Common Stock and market capitalization declined significantly during fiscal 2024 and 2023. These declines resulted in us determining that triggering events occurred, and goodwill impairment assessments were performed. The result of the impairment assessments was the realization of a \$1,097.7 million impairment charge in fiscal 2024 and a \$901.6 million impairment charge in fiscal 2023.

Intangible Asset Impairment

The decline in our stock price and market capitalization was also a triggering event which resulted in indefinite-lived intangible asset impairment assessments. The result of the impairment assessments was the realization of a \$34.0 million impairment charge in fiscal 2024. We did not have an impairment charge in fiscal 2023.

Interest and Other Expense, Net

(\$ in thousands)	Fiscal Year Ended			\$ Change	% Change
	February 29, 2024	February 28, 2023			
Interest and other expense, net	\$ (102,460)	\$ (76,831)	\$ (25,629)	33%	

Interest and other expense, net was \$102.5 million in fiscal 2024, a \$25.6 million, or 33%, increase compared to \$76.8 million in fiscal 2023. The increase was driven by higher interest rates in fiscal 2024.

Gain (Loss) from Change in Tax Receivable Agreement

(\$ in thousands)	Fiscal Year Ended			\$ Change	% Change
	February 29, 2024	February 28, 2023			
Gain (loss) from change in tax receivable agreement liability	\$ 2,190	\$ (2,886)	\$ 5,076	nm	

During fiscal 2024, we recorded a gain of \$2.2 million related to the change in the fair value of the tax receivable agreement liability, including interest, compared to a loss of \$2.9 million during fiscal 2023. We have calculated the fair value of the Tax Receivable Agreement payments and identified the timing of the utilization of the tax attributes. The Tax Receivable Agreement liability, related to exchanges as of the Business Combination date, is revalued at the end of each reporting period with the gain or loss as well as the associated interest reflected in gain (loss) from change in tax receivable agreement liability in the Consolidated Statements of Operations in the period in which the event occurred.

In addition, under ASC 450, transactions with partnership unit holders after the acquisition date will result in additional Tax Receivable Agreement liabilities that are recorded on a gross undiscounted basis. During fiscal 2024 and 2023, the Tax Receivable Agreement applicable to this guidance increased by \$2.2 million and \$0.3 million, respectively.

Gain from Change in Fair Value of Warrant Liability

(\$ in thousands)	Fiscal Year Ended			\$ Change	% Change
	February 29, 2024	February 28, 2023			
Gain from change in fair value of warrant liability	\$ 14,903	\$ 37,523	\$ (22,620)	-60 %	

We recorded a gain of \$14.9 million in fiscal 2024, a \$22.6 million decrease compared to a gain of \$37.5 million in fiscal 2023 for the change in fair value on the revaluation of our warrant liability associated with our warrants. This change in fair value was related to such items as the change in our stock price, the volatility of the stock price of our peer group, changes in the risk-free interest rate and expected exercise date of the warrants. We are required to revalue the warrants at the end of each reporting period and reflect in the Consolidated Statements of Operations a gain or loss from the change in fair value of the warrant liability in the period in which the change occurred.

Gain from Change in Fair Value of Contingent Consideration

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Gain from change in fair value of contingent consideration	\$ 11,520	\$ 16,020	\$ (4,500)	-28 %

We recorded a gain of \$11.5 million in fiscal 2024, a \$4.5 million decrease compared to a gain of \$16.0 million in fiscal 2023 for the change in fair value on the revaluation of our contingent consideration associated with our restricted B-2 common stock. This change in fair value was related to such items as the change in the volatility of the stock price of our peer group, changes in the risk-free interest rate and our expected stock price. We are required to revalue the contingent consideration at the end of each reporting period or upon conversion and reflect in the Consolidated Statements of Operations a gain or loss from the change in fair value of the contingent consideration in the period in which the change occurred.

Income Tax Benefit

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Loss before income taxes	\$ (1,267,455)	\$ (970,578)	\$ (296,877)	31 %
Income tax benefit	82,376	250,376	(168,000)	-67 %

The income tax benefit was \$82.4 million, or 6.5%, in fiscal 2024 compared to \$250.4 million, or 25.8%, in fiscal 2023. The change in our effective tax rate is mainly due to \$69.0 million of income tax benefit, net of a valuation allowance of \$178.9 million, in fiscal 2024 primarily as a result of the discrete impact from the goodwill impairments taken in fiscal 2024. The remainder of the change in our effective tax rate between periods was primarily due to increases in valuation allowances in jurisdictions within which certain deferred tax assets are not being benefited as well as changes in the impact of book income and losses of affiliates on the carrying amount of our partnership investment and changes in the mark-to-market gains and losses on certain contingent liabilities.

A discussion regarding our financial condition and results of operations for the fiscal year ended February 28, 2023 as compared to the fiscal year ended February 28, 2022 can be found in Part II, Item 7., *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Form 10-K for the fiscal year ended February 28, 2023 filed with the SEC on May 1, 2023.

Non-GAAP Financial Measures

This document includes Non-GAAP revenue, Non-GAAP subscriptions revenue, Non-GAAP gross profit, Non-GAAP gross margin, EBITDA and Adjusted EBITDA, which are non-GAAP performance measures that we use to supplement our results presented in accordance with U.S. GAAP. We believe these non-GAAP measures are useful in evaluating our operating performance, as they are similar to measures reported by our public competitors and are regularly used by security analysts, institutional investors and other interested parties in analyzing operating performance and prospects. These non-GAAP measures are not intended to be a substitute for any U.S. GAAP financial measure and, as calculated, may not be comparable to other similarly titled measures of performance of other companies in other industries or within the same industry.

We calculate and define Non-GAAP revenue as revenue and subscriptions revenue excluding the impact of the deferred revenue fair value adjustment related to the purchase price allocation in the Business Combination. We calculate and define Non-GAAP gross profit as gross profit excluding amortization of the deferred revenue fair value adjustment, depreciation and amortization, share-based compensation and certain other non-cash and non-recurring items. We define and calculate EBITDA as net income or losses excluding interest income or expense, income tax expense or benefit, depreciation and amortization and Adjusted EBITDA as further adjusted for the following items: amortization of the deferred revenue fair value adjustment, goodwill impairment charge, indefinite-lived intangible asset impairment charge, right-of-use assets impairment charge, transaction-related costs, (gain) loss from change in the tax receivable agreement liability, (gain) loss from changes in the fair value of the warrant liability and contingent consideration, share-based compensation and certain other non-cash and non-recurring items as described in the reconciliation below. We also report Non-GAAP gross profit and Adjusted EBITDA as a percentage of Non-GAAP revenue as additional measures to evaluate financial performance.

We include these non-GAAP financial measures because they are used by management to evaluate our core operating performance and trends and to make strategic decisions regarding the allocation of capital and new investments. These non-GAAP measures exclude certain expenses that are required in accordance with U.S. GAAP because they are non-recurring (for example, in the case of transaction-related costs, litigation settlements, goodwill impairment charge, indefinite-lived intangible asset impairment charge and right-of-use assets impairment charge and deferred revenue fair value adjustment), non-cash (for example, in the case of depreciation, amortization, (gain) loss from change in the tax receivable agreement liability, (gain) loss from changes in the fair value of the warrant liability and contingent consideration, share-based compensation and amortization of the deferred revenue fair value adjustment) or are not related to our underlying business performance (for example, in the case of interest income and expense). There are limitations to non-GAAP financial measures because they exclude charges and credits that are required to be included in the U.S. GAAP financial presentation. The items excluded from U.S. GAAP financial measures such as net income or loss to arrive at non-GAAP financial measures are significant components for understanding and assessing our financial performance. As a result, non-GAAP financial measures should be considered together with, and not alternatives to, financial measures prepared in accordance with U.S. GAAP.

The table below presents our Non-GAAP revenue reconciled to our reported revenue, the closest U.S. GAAP measure, for the periods indicated:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended	
		February 28, 2023	February 28, 2022
Subscriptions revenue	\$ 536,792	\$ 532,940	\$ 335,532
Business Combination adjustment ⁽¹⁾	—	—	53,564
Non-GAAP subscriptions revenue	536,792	532,940	389,096
Professional services and other revenue	97,762	119,275	90,029
Non-GAAP revenue	<u>\$ 634,554</u>	<u>\$ 652,215</u>	<u>\$ 479,125</u>

(1) Includes the amortization of the fair value adjustment to the deferred revenue related to the purchase price allocation in the Business Combination. As of February 28, 2022, the remaining balance of the deferred revenue purchase price adjustment was \$0.5 million which results in an immaterial amortized amount reported in the Consolidated Statements of Operations; therefore, an amount was not presented in fiscal 2023. The deferred revenue purchase price adjustment was fully amortized as of February 28, 2023.

The table below presents our Non-GAAP gross profit reconciled to our reported gross profit, the closest U.S. GAAP measure, for the periods indicated:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended	
		February 28, 2023	February 28, 2022
Gross profit			
Reported gross profit	\$ 317,691	\$ 330,283	\$ 202,585
Business Combination adjustment ⁽¹⁾	—	—	53,564
Depreciation and amortization	114,943	114,075	84,921
Non-recurring/non-operating costs ⁽²⁾	3,602	2,461	1,613
Share-based compensation ⁽³⁾	4,274	1,515	1,294
Non-GAAP gross profit	<u>\$ 440,510</u>	<u>\$ 448,334</u>	<u>\$ 343,977</u>
Gross margin	50.1%	50.6%	47.6%
Non-GAAP gross margin	69.4%	68.7%	71.8%

(1) Includes the fair value adjustment to the deferred revenue related to the purchase price allocation in the Business Combination. As of February 28, 2022, the remaining balance of the deferred revenue purchase price adjustment was \$0.5 million which results in an immaterial amortized amount reported in the Consolidated Statements of Operations; therefore, an amount was not presented in fiscal 2023. The deferred revenue purchase price adjustment was fully amortized as of February 28, 2023.

(2) Primarily includes other non-recurring expenses such as non-acquisition related severance, systems integrations, consulting, advisory fees, and expenses related to retention of key employees from acquisitions.

(3) Reflects non-cash, long-term share-based compensation expense.

The table below presents our Adjusted EBITDA reconciled to our net loss, the closest U.S. GAAP measure, for the periods indicated:

(\$ in thousands)	Fiscal Year Ended		
	February 29, 2024	February 28, 2023	February 28, 2022
Net loss	\$ (1,185,079)	\$ (720,202)	\$ (189,914)
Adjustments:			
Interest expense, net	98,555	73,793	32,610
Income tax benefit	(82,376)	(250,376)	(30,050)
Depreciation and amortization	214,727	213,260	142,609
EBITDA	(954,173)	(683,525)	(44,745)
EBITDA Margin	-150.4 %	-104.8 %	-10.5 %
Business Combination adjustment ⁽¹⁾	—	—	53,564
Goodwill impairment charge ⁽²⁾	1,097,741	901,566	—
Intangible asset impairment charge ⁽³⁾	34,000	—	—
Right-of-use assets impairment charge ⁽⁴⁾	659	4,137	—
Loss on disposition	—	1,400	—
Acquisition-related adjustments ⁽⁵⁾	2,080	16,297	64,360
(Gain) loss from change in tax receivable agreement liability ⁽⁶⁾	(2,190)	2,886	154
Gain from change in fair value of warrant liability ⁽⁷⁾	(14,903)	(37,523)	(1,633)
(Gain) loss from change in fair value of contingent consideration ⁽⁸⁾	(11,520)	(16,020)	69,760
Non-recurring/non-operating costs ⁽⁹⁾	23,702	10,154	9,726
Legal settlement ⁽¹⁰⁾	17,750	—	—
Share-based compensation ⁽¹¹⁾	27,187	17,758	11,293
Adjusted EBITDA	\$ 220,333	\$ 217,130	\$ 162,479
Adjusted EBITDA Margin	34.7 %	33.3 %	33.9 %

(1) Includes the fair value adjustment to deferred revenue related to the purchase price allocation in the Business Combination. As of February 28, 2023, the remaining balance of the deferred revenue purchase price adjustment was \$0.5 million which results in an immaterial amortized amount reported in the Consolidated Statements of Operations; therefore, an amount was not presented in fiscal 2023. The deferred revenue purchase price adjustment was fully amortized as of February 28, 2023.

(2) Represents the goodwill impairment taken in the first and third quarters of fiscal 2024 and second and fourth quarters of fiscal 2023.

(3) Represents the indefinite-lived trademark/ trade name impairment taken in the first and third quarter of fiscal 2024.

(4) Represents the impairment on our operating lease ROU assets and leasehold improvements due to vacating certain facilities.

(5) Primarily includes advisory, consulting, accounting and legal expenses and severance incurred in connection with mergers and acquisitions activities, including related valuation, negotiation and integration costs and capital-raising activities, related to the Business Combination, acquisitions of BluJay and Logistyx and the strategic review.

(6) Represents the fair value adjustment at each balance sheet date for the Tax Receivable Agreement along with the associated interest.

(7) Represents the fair value adjustment at each balance sheet date of the warrant liability related to our warrants.

(8) Represents the fair value adjustment at each balance sheet date of the contingent consideration liability related to the restricted Series B-1 and B-2 common stock and Sponsor Side Letter and Series 1 and 2 RCUs. The Series B-1 common stock, Sponsor Side Letter and Series 1 RCUs were automatically converted into our Class A Common Stock on a one-to-one basis as of June 8, 2021.

(9) Primarily includes other non-recurring expenses such as non-acquisition related severance, foreign currency transaction gains and losses, systems integrations, legal entity rationalization, expenses related to retention of key employees from acquisitions and non-recurring consulting and advisory fees.

(10) Represents the \$17.8 million litigation settlement for the unfavorable arbitration ruling related to the Kewill customer case.

(11) Reflects non-cash, long-term share-based compensation expense.

Fiscal Year Ended February 29, 2024 Compared to Fiscal Year Ended February 28, 2023

Non-GAAP Subscriptions Revenue

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Non-GAAP subscriptions revenue	\$ 536,792	\$ 532,940	\$ 3,852	1%
Percentage of Non-GAAP revenue	85%	82%		

Non-GAAP subscriptions revenue was \$536.8 million for the fiscal year ended February 29, 2024, a \$3.9 million, or 1%, increase compared to \$532.9 million for the fiscal year ended February 28, 2023. The increase in Non-GAAP subscriptions revenue was due to price increases on renewals and new organic subscription sales predominantly driven by increases in products utilized across our current client portfolio, partially offset by churn. Compared to our double-digit historical growth rate, our growth rate has slowed during fiscal 2024 due to lower than anticipated bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors.

Non-GAAP Revenue

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Non-GAAP revenue	\$ 634,554	\$ 652,215	\$ (17,661)	-3%

Non-GAAP revenue was \$634.6 million for the fiscal year ended February 29, 2024, a \$17.7 million, or 3%, decrease compared to \$652.2 million for the fiscal year ended February 28, 2023. The decrease in Non-GAAP revenue was mainly due to the \$3.9 million increase in our subscriptions revenue offset by the \$21.5 million decrease in our professional services and other revenue. The decrease in professional services and other revenue was due to macroeconomic impacts primarily in the technology, freight and transportation sectors, a decline in perpetual license fees and lower than anticipated order volume.

Gross Profit

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Gross profit	\$ 317,691	\$ 330,283	\$ (12,592)	-4%
Gross margin	50.1%	50.6%		

Gross profit was \$317.7 million for the fiscal year ended February 29, 2024, a \$12.6 million, or 4%, decrease compared to \$330.3 million for the fiscal year ended February 28, 2023. Subscriptions gross profit was down 1% while professional services and other gross profit was down 30%. Gross margin was 50% for fiscal 2024 compared to 51% for fiscal 2023.

Non-GAAP Gross Profit

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
Non-GAAP gross profit	\$ 440,510	\$ 448,334	\$ (7,824)	-2%
Non-GAAP gross margin	69.4%	68.7%		

Non-GAAP gross profit was \$440.5 million for the fiscal year ended February 29, 2024, a \$7.8 million, or 2%, decrease compared to \$448.3 million for the fiscal year ended February 28, 2023. The decrease in Non-GAAP gross profit was driven by a decrease in professional services and other Non-GAAP gross profit, partially offset by an increase in subscriptions Non-GAAP gross profit. The Non-GAAP gross margin was steady at 69% for fiscal 2024 and 2023.

EBITDA

(\$ in thousands)	Fiscal Year Ended		\$ Change	% Change
	February 29, 2024	February 28, 2023		
EBITDA	\$ (954,173)	\$ (683,525)	\$ (270,648)	40%
EBITDA margin	-150.4%	-104.8%		

EBITDA was a negative \$954.2 million for fiscal 2024, a \$270.6 million increase compared to a negative \$683.5 million for fiscal 2023. EBITDA margin was a negative 150% for fiscal 2024 compared to a negative 105% for fiscal 2023. The decrease in EBITDA and EBITDA margins was primarily related to the \$196.2 million higher impairment on goodwill, \$34.0 million impairment on indefinite-lived intangible assets in fiscal 2024, \$17.8 million expense for the unfavorable arbitration ruling related to the Kewill customer case, a decrease of \$22.6 million for the fair value adjustment for the warrant liability and a decrease in the gain of \$4.5 million associated with the fair value adjustment for the contingent consideration liability related to the restricted Series B-2 common stock between periods. Partially offsetting these reductions was a decrease of \$14.2 million of acquisition-related expenses between periods.

Adjusted EBITDA

(\$ in thousands)	Fiscal Year Ended			\$ Change	% Change
	February 29, 2024	February 28, 2023			
Adjusted EBITDA	\$ 220,333	\$ 217,130	\$ 3,203	1%	
Adjusted EBITDA margin	34.7%	33.3%			

Adjusted EBITDA was \$220.3 million for fiscal 2024, a \$3.2 million, or 1%, increase compared to \$217.1 million for fiscal 2023. Adjusted EBITDA margin was 35% for fiscal 2024 compared to 33% for fiscal 2023. The increase in Adjusted EBITDA and Adjusted EBITDA margin was primarily a result of lower operating expenses comprised of \$4.0 million in personnel costs, \$3.6 million in spend for consulting expenses and \$5.6 million in marketing expenses due to the rebranding efforts in fiscal 2023. These savings were partially offset by \$3.3 million of higher expense for allowance for credit losses in sales and marketing expenses and lower non-GAAP gross profit compared to prior periods.

A discussion regarding our non-GAAP financial measures for the fiscal year ended February 28, 2023 as compared to the fiscal year ended February 28, 2022 can be found under the heading *Non-GAAP Financial Measures* in Part II, Item 7., *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Form 10-K for the fiscal year ended February 28, 2023 filed with the SEC on May 1, 2023.

Liquidity and Capital Resources

We measure liquidity in terms of our ability to fund the cash requirements of our business operations, including working capital, capital expenditure needs, contractual obligations and other commitments, with cash flows from operations and other sources of funding. Current working capital needs relate mainly to employee compensation and benefits, as well as interest and debt. Our ability to expand and grow our business will depend on many factors, including working capital needs and the evolution of our operating cash flows.

We had \$134.5 million in cash and cash equivalents and \$155.0 million of unused borrowing capacity under our 2021 Revolving Credit Facility as of February 29, 2024. See Note 13, *Notes Payable* to the Notes to the Consolidated Financial Statements. We believe our existing cash and cash equivalents, cash provided by operating activities and, if necessary, the borrowing capacity under our 2021 Revolving Credit Facility will be sufficient to meet our working capital, debt repayment and capital expenditure requirements for at least the next twelve months.

In the future, we may enter into arrangements to acquire or invest in complementary businesses. To facilitate these acquisitions or investments, we may seek additional equity or debt financing.

Debt

2021 Term Loan and Revolving Credit Facility

In February 2021, E2open, LLC, our subsidiary, entered into the Credit Agreement which provided for the \$525.0 million term loan (2021 Term Loan) and a \$75.0 million revolver (2021 Revolving Credit Facility). In September 2021, the Credit Agreement was amended to include a \$380.0 million incremental term loan, an increase in the letter of credit sublimit from \$15.0 million to \$30.0 million and an increase in the 2021 Revolving Credit Facility from \$75.0 million to \$155.0 million. In April 2022, the Credit Agreement was amended to include a \$190.0 million incremental term loan bringing our total borrowing under term loans to \$1,095.0 million.

The 2021 Revolving Credit Facility will mature on February 4, 2026. E2open, LLC can request increases in the revolving commitments and additional term loan facilities, in minimum amounts of \$2.0 million for each facility. Principal payments are due on the Credit Agreement the last day of February, May, August and November commencing August 2021. The Credit Agreement was payable in quarterly installments of \$1.3 million beginning in August 2021; however, the payments were increased to \$2.3 million with the addition of the incremental term loan beginning in November 2021. The payment increased to \$2.7 million with the addition of the \$190.0 million incremental term loan beginning in May 2022. The Credit Agreement is payable in full on February 4, 2028.

The 2021 Term Loan has a variable interest rate resulting in an interest rate of 8.95% and 8.08% as of February 29, 2024 and February 28, 2023, respectively, which was based on SOFR plus 350 basis points and LIBOR plus 350 basis points, respectively. As of February 29, 2024 and February 28, 2023, the 2021 Term Loan had a principal balance outstanding of \$1,067.2 million and \$1,078.2 million, respectively. There were no outstanding borrowings, no outstanding letters of credit and \$155.0 million available borrowing capacity under the 2021 Revolving Credit Facility as of February 29, 2024 and February 28, 2023.

The average interest rate on our 2021 Term Loan was impacted by changes in market interest rates, which was attributed to the Federal Open Market Committee (FOMC) of the Federal Reserve raising their target benchmark interest rate, resulting in an increase of 75 basis points between March 2023 and February 2024. Based on our current outstanding 2021 Term Loan as of February 29, 2024, this increase would result in an additional \$8.0 million of interest expense per year.

Beginning in March 2023, we entered into zero-cost interest rate collars to reduce our exposure to the variability of our interest rate associated with our outstanding debt. By keeping interest rates within the executed bands, or caps and floors, of the collars, we are able to reduce exposure to the interest rate risk. Effective March 31, 2023, we entered into an interest rate collar with a notional amount of \$200.0 million and a maturity date of March 31, 2026. The executed cap was 4.75% and the floor was 2.57%. Effective April 6, 2023, an additional interest rate collar was executed with a notional amount of \$100.0 million and a maturity date of March 31, 2026. The executed cap was 4.50% and the floor was 2.56%.

The principal payment obligations under our notes payable as of February 29, 2024 were: \$11.3 million for fiscal 2025, \$11.3 million for fiscal 2026, \$11.1 million for fiscal 2027 and \$1,034.4 million for fiscal 2028.

Cash Flows

The following table presents net cash from operating activities, investing activities and financing activities:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended	
		February 28, 2023	February 28, 2022
Net cash provided by operating activities	\$ 84,871	\$ 68,098	\$ 51,154
Net cash used in investing activities	(29,252)	(228,729)	(808,508)
Net cash (used in) provided by financing activities	(14,020)	90,435	710,708
Effect of exchange rate changes on cash and cash equivalents	3,097	(16)	13,658
Net increase (decrease) in cash, cash equivalents and restricted cash	44,696	(70,212)	(32,988)
Cash, cash equivalents and restricted cash at beginning of year	104,342	174,554	207,542
Cash, cash equivalents and restricted cash at end of year	<u>\$ 149,038</u>	<u>\$ 104,342</u>	<u>\$ 174,554</u>

Fiscal Year Ended February 29, 2024 Compared to Fiscal Year Ended February 28, 2023

As of February 29, 2024, our consolidated cash, cash equivalents and restricted cash was \$149.0 million, a \$44.7 million increase from our balance of \$104.3 million as of February 28, 2023.

Net cash provided by operating activities for fiscal 2024 was \$84.9 million compared to \$68.1 million for fiscal 2023. The \$16.8 million increase in cash was primarily driven by less cash used for consulting and acquisition-related expenses in fiscal 2024 and less cash used for working capital items in fiscal 2024 for such items as the following:

- increase in cash provided by accounts receivable;
- increase in restricted cash from channel client deposits;
- decrease in the use of cash for accounts payable and accrued liabilities which includes items such as accrued compensation, accrued interest, trade accounts payable and litigation settlements; and
- offset by cash used for prepaid expenses and other current assets for such items as deferred commissions and security deposits.

Net cash used in investing activities was \$29.3 million and \$228.7 million for fiscal 2024 and 2023, respectively. During fiscal 2024 and 2023, \$29.3 million and \$48.1 million was primarily used for the acquisition of software and property related to our data centers, respectively. Additionally, during fiscal 2023, net cash of \$179.2 million was used for the Logistyx Acquisition and \$3.0 million was used for a minority investment in a private firm during the first quarter of fiscal 2023.

Net cash used in financing activities for fiscal 2024 was \$14.0 million compared to net cash provided by financing activities of \$90.4 million for fiscal 2023. The decrease in cash provided by financing activities was primarily due to following:

- we received a \$190.0 million incremental term loan for the Logistyx Acquisition and \$25.0 million under the 2021 Revolving Credit Facility in fiscal 2023;
- in fiscal 2023, we repaid \$105.0 million under the 2021 Revolving Credit Facility;
- during fiscal 2023, we repaid \$4.8 million in debt issuance costs related to the \$190.0 million term loan; and
- the repayments under the 2021 Term Loan were consistent between periods.

A discussion regarding our cash flows for the fiscal year ended February 28, 2023 as compared to the fiscal year ended February 28, 2022 can be found under the heading *Cash Flows* in Part II, Item 7., *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Form 10-K for the fiscal year ended February 28, 2023 filed with the SEC on May 1, 2023.

Tax Receivable Agreement

Concurrently with the completion of the Business Combination, we entered into the Tax Receivable Agreement with certain selling equity holders of E2open Holdings. The Tax Receivable Agreement provides for the payment by the Company of 85% of certain tax benefits that are realized or deemed realized as a result of increases in tax, utilization of pre-existing tax attributes of certain sellers and realization of additional tax benefits attributable to payments under the Tax Receivable Agreement. The term of the Tax Receivable Agreement will continue until all such tax benefits have been utilized or expired unless we exercise our right to terminate the Tax Receivable Agreement for an amount representing the present value of anticipated future tax benefits under the Tax Receivable Agreement or certain other acceleration events occur. We will retain the benefit of the remaining 15% of the cash tax savings.

Amounts payable under the Tax Receivable Agreement will be contingent upon, among other things, our generation of taxable income over the term of the Tax Receivable Agreement. If we do not generate sufficient taxable income in the aggregate over the term of the Tax Receivable Agreement to utilize the tax benefits subject to the Tax Receivable Agreement, we would not be required to make the related payments under the Tax Receivable Agreement. Although the amount of any payments required to be made under the Tax Receivable Agreement may be significant, the timing of these payments will vary and will generally be limited to one payment per member per year. We have not made any Tax Receivable Agreement payments to any Tax Receivable Agreement holders of E2open Holdings as of February 29, 2024.

The liability related to the Tax Receivable Agreement was \$69.7 million as of February 29, 2024 and February 28, 2023, assuming (1) a corporate tax rate of 23.7% and 24.2% as of February 29, 2024 and February 28, 2023, respectively, (2) no dispositions of corporate subsidiaries, (3) no material changes in tax law and (4) we do not elect an early termination of the Tax Receivable Agreement. However, due to the uncertainty of various factors, including: (a) the timing and value of future exchanges, (b) the amount and timing of our future taxable income, (c) changes in our tax rate, (d) no future dispositions of any corporate stock, (e) changes in the tax law and (f) changes in the discount rate, the likely tax savings we will realize and the resulting amounts we are likely to pay to the selling equity holders of E2open Holdings pursuant to the Tax Receivable Agreement are uncertain. Interest accrued on the portion of the Tax Receivable Agreement liability recorded under ASC 805 at a rate of LIBOR plus 100 basis points through June 30, 2023. Beginning July 1, 2023, interest accrues at SOFR plus the applicable spread for the quarter. The portion of the Tax Receivable Agreement liability under ASC 450 is recorded on a gross undiscounted basis. These transactions, such as a conversion of Common Units to Class A Common Stock, result in a change in the Tax Receivable Agreement liability and a charge to equity.

The liability recorded on the balance sheet does not include an estimate of the amount of payments to be made if certain sellers exchanged their remaining interests in E2open Holdings for our common stock, as this amount is dependent on several future variables, including timing of future exchanges, stock price at date of exchange, tax attributes of the individual parties to the exchange and changes in future applicable federal and state tax rates.

In addition, if we exercise our right to terminate the Tax Receivable Agreement or certain other acceleration events occur, we will be required to make immediate cash payments. Such cash payments will be equal to the present value of the assumed future realized tax benefits based on a set of assumptions and using an agreed upon discount rate, as defined in the Tax Receivable Agreement. The early termination payment may be made significantly in advance of the actual realization, if any, of those future tax benefits. Such payments will be calculated based on certain assumptions, including that we have sufficient taxable income to utilize the full amount of any tax benefits subject to the Tax Receivable Agreement over the period specified therein. The payments that we will be required to make will generally reduce the amount of overall cash flow that might have otherwise been available to us, but we expect the cash tax savings we will realize from the utilization of the related tax benefits will exceed the amount of any required payments.

As of February 29, 2024, we had a current Tax Receivable Agreement liability of \$1.8 million which was recorded in accounts payable and accrued liabilities on the Consolidated Balance Sheets. The determination of current and long-term is based on management's estimate of taxable income for the fiscal year and the determination that a Tax Receivable Agreement liability payment is due and payable within the next twelve months. To the extent the estimate differs from actual results, a reclassification may be required for portions of the Tax Receivable Agreement liability between current and long-term.

We are entitled to receive quarterly tax distributions from E2open Holdings, subject to limitations imposed by applicable law and contractual restrictions. The cash received from such tax distributions will first be used by us to satisfy any tax liability and then make any payments required under the Tax Receivable Agreement. We expect that such tax distributions will be sufficient to fund both our tax liability and the required payments under the Tax Receivable Agreement.

Under the Tax Receivable Agreement, future gross payments calculated as of February 29, 2024 are estimated to be: \$6.8 million in fiscal 2025, \$8.2 million in fiscal 2026, \$8.3 million in fiscal 2027, \$9.4 million in fiscal 2028, \$10.4 million in fiscal 2029 and \$69.2 million thereafter.

Warrant Liability

As of February 29, 2024 and February 28, 2023, there were an aggregate of 29,079,872 warrants outstanding. Each warrant entitles its holders to purchase one share of our Class A Common Stock at an exercise price of \$11.50 per share. The warrants are recorded as a liability in warrant liability on the Consolidated Balance Sheets with a balance of \$14.7 million and \$29.6 million as of February 29, 2024 and February 28, 2023, respectively. During the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, a gain of \$14.9 million, \$37.5 million and \$1.6 million was recognized in gain from change in fair value of the warrant liability in the Consolidated Statements of Operations, respectively. During the fiscal year ended February 28, 2022, 100 warrants were exercised with a total exercise price of \$1,150.

Conversion of Contingent Consideration

The contingent consideration liability was \$18.0 million and \$29.5 million as of February 29, 2024 and February 28, 2023, respectively. The fair value remeasurements resulted in a gain of \$11.5 million and \$16.0 million and a loss of \$69.8 million for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively. The contingent liability represents the Series B-1 common stock, Series B-2 common stock, Series 1 RCUs and Series 2 RCUs.

As of June 8, 2021, the Series B-1 common stock and Series 1 RCUs were no longer reflected as a contingent consideration liability as the 5-day VWAP of our Class A Common Stock exceeded \$13.50 per share. This triggering event resulted in the 8,120,273 Series B-1 common stock converting into Class A Common Stock and 4,379,557 Series 1 RCUs becoming 4,379,557 Common Units of E2open Holdings along with entitling the holders of the newly vested Common Units to 4,379,557 shares of Class V Common Stock.

Leases

We account for leases in accordance with ASC 842, *Leases*, which requires lessees to recognize lease liabilities and ROU assets on the balance sheet for contracts that provide lessees with the right to control the use of identified assets for periods of greater than 12 months.

Our non-cancelable operating leases for our office spaces have various expiration dates through June 2030. Under these leases, our undiscounted future cash flows utilized in the calculation of the lease liabilities as of February 29, 2024 were: \$8.9 million for fiscal 2025, \$7.1 million for fiscal 2026, \$5.8 million for fiscal 2027, \$3.5 million for fiscal 2028, \$1.6 million for fiscal 2029 and \$1.5 million thereafter. These numbers include interest of \$3.7 million.

Our non-cancelable financing lease arrangements relate to software and computer equipment and have various expiration dates through November 2028. We have the right to purchase the software and computer equipment anytime during the lease or upon lease completion. Under these leases, our undiscounted future cash flows utilized in the calculation of the lease liabilities as of February 29, 2024 were: \$1.8 million for fiscal 2025, \$1.7 million for fiscal 2026, \$1.1 million for fiscal 2027, \$0.7 million for fiscal 2028 and \$0.6 million for fiscal 2029. These numbers include interest of \$0.8 million.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with U.S. GAAP. Preparation of the financial statements requires management to make judgments, estimates and assumptions that impact the reported amount of revenue and expenses, assets and liabilities and the disclosure of contingent assets and liabilities. We consider an accounting judgment, estimate or assumption to be critical when (1) the estimate or assumption is complex in nature or requires a high degree of judgment and (2) the use of different judgments, estimates and assumptions could have a material impact on our consolidated financial statements. Our significant accounting policies are described in Note 2, *Summary of Significant Accounting Policies* to the Notes to the Consolidated Financial Statements.

Revenue Recognition

Subscriptions revenue, which primarily consists of fees to provide clients cloud-based access to our solution, is recognized ratably over the life of the contract. Subscriptions revenue includes logistics as a service which employs logistics professionals to manage a company's transportation network including truck, rail, ocean and air freight as well as inbound/outbound logistics from production facilities to warehouses, retailers and end users/consumers. Typically, amounts that have been invoiced are recorded in accounts receivable and deferred revenue or revenue, depending on whether the revenue recognition criteria have been met. Transaction-related revenue is recognized as the transactions occur.

Professional services and other revenue is derived primarily from fees for enabling services, including solution consulting and solution deployment. These services are often sold in conjunction with the sale of our solutions. We provide professional services primarily on a time and materials basis, but sometimes on a fixed fee basis. Professional services revenue is recognized as the services are provided. For services that are contracted at a fixed price, progress is generally measured based on labor hours incurred as a percentage of the total estimated hours required for complete satisfaction of the related performance obligations. For services that are contracted on time and materials or prepaid basis, progress is generally based on actual labor hours expended. These input methods (e.g., hours incurred or expended and milestones completed) are considered a faithful depiction of our efforts to satisfy services contracts as they represent the performance obligation consumed by the client and performed by us, and therefore reflect the transfer of services to a client under such contracts.

If our estimate of the total hours required for a performance obligation at a fixed price is inaccurate, then our revenue recognition timing will be impacted as labor hours as a percentage of total estimated hours will be adjusted at the end of the contract resulting in additional or reduced revenue recognized, as needed, to account for the change in hours. We adjust our estimated total hours and the appropriate revenue recognition each month. Any adjustments should not have a material impact to our financial condition and results of operations. Other revenue primarily includes perpetual license fees, which are recognized upon delivery to the client.

We enter into arrangements with multiple performance obligations, comprising of subscriptions and professional services. Arrangements with clients typically do not provide the client with the right to take possession of the software supporting the on-demand solutions. We primarily account for subscriptions and professional services revenue as separate units of accounting and allocate revenue to each deliverable in an arrangement based on a standalone selling price. Judgment is required to determine the standalone selling price for each distinct performance obligation. We evaluate the standalone selling price for each element by considering prices we charge for similar offerings, size of the order and historical pricing practices. If our judgment is incorrect for a particular item within an arrangement, the timing of our revenue could be impacted between periods such that we would recognize revenue in a different period than we would have if a different judgment had been used; however, the revenue for the full arrangement would have the same result.

Deferred revenue from subscriptions represents amounts collected from, or invoiced to, clients in advance of earning subscriptions revenue. Typically, we bill our subscriptions fees in advance of providing the service. Deferred revenue from professional services represents revenue for time and material contracts where the revenue is recognized when milestones are achieved and accepted by the client for fixed price contracts.

Share-Based Compensation

We measure and recognize compensation expense for all share-based awards at fair value over the requisite service period. We use the Black-Scholes option pricing model or Monte Carlo simulation model to determine the grant date fair value of options. The input variables for the Black-Scholes model or Monte Carlo simulation model are the expected life of the option, volatility of our peer group and our common stock, risk free rate of return and expected dividend yield. For restricted stock grants and certain performance-based awards, fair value is determined as the average price of our Class A Common Stock on the date of grant. Certain performance-based awards with a market condition are calculated using the Monte Carlo simulation model. The determination of fair value of share-based awards on the date of grant using an option-pricing model is affected by our stock price as well as by assumptions regarding a number of subjective variables. These variables include, but are not limited to, the expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

The expected terms of the options are based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at grant date. Volatility is based on historical and expected future volatility of our Class A Common Stock. We have not historically issued any dividends and do not expect to in the future.

For performance-based awards where the number of shares includes a modifier to determine the number of shares earned at the end of the performance period, the number of shares earned will depend on which range the performance attribute falls within over the performance period. The performance attributes have been revenue growth, bookings and Adjusted EBITDA or a combination thereof. The performance-based awards with a market condition are based on the closing price of our stock for 20 days out of 30 consecutive trading days during the three-year performance period. The fair value of the performance-based shares with performance attributes is determined using an intrinsic value model or Monte Carlo simulation model. In the period it becomes probable that the minimum threshold specified in the performance-based award will be achieved, we will recognize expense for the proportionate share of the total fair value of the award related to the vesting period that has already lapsed. The remaining fair value of the award is expensed on an accelerated attribution method over the balance of the vesting period as the awards vest in increments. If we determine that it is no longer probable that we will achieve the minimum performance threshold specified in the award, all of the previously recognized compensation expense will be reversed in the period such determination is made.

We do not estimate forfeitures; therefore, we record compensation costs for all awards and record forfeitures as they occur.

If factors change and we employ different assumptions in the determination of the fair value of grants in future periods, the related compensation expense that we record may differ significantly from what we have recorded in the current or past periods.

Refer to Note 24, *Share-Based Compensation* in the Notes to the Consolidated Financial Statements for further discussion of our share-based compensation plans.

Tax Receivable Agreement Liability

E2open Holdings entered into a Tax Receivable Agreement with certain selling equity holders of E2open Holdings that requires E2open to pay 85% of the tax savings that are realized because of increases in the tax basis in E2open Holdings' assets. This increase is either from the sale or exchange of Common Units for shares of Class A Common Stock or cash, as well as from tax benefits attributable to payments under the Tax Receivable Agreement. E2open will retain the benefit of the remaining 15% of the cash savings.

We calculated the fair value of the Tax Receivable Agreement payments related to the transaction at the acquisition date and identified the timing of the utilization of the tax attributes pursuant to ASC 805 and relevant tax laws. The Tax Receivable Agreement liability is revalued at the end of each reporting period with the gain or loss as well as the associated interest reflected in the change in tax receivable agreement liability in the Consolidated Statements of Operations. Interest accrued on the portion of the Tax Receivable Agreement liability recorded under ASC 805 at a rate of LIBOR plus 100 basis points through June 30, 2023. Beginning July 1, 2023, interest accrues at SOFR plus the applicable spread for the quarter. The portion of the Tax Receivable Agreement liability under ASC 450, *Contingencies*, is recorded on a gross undiscounted basis. These transactions, such as a conversion of Common Units to Class A Common Stock, result in a change in the Tax Receivable Agreement liability and a charge to equity.

We now have a current Tax Receivable Agreement liability which is recorded in accounts payable and accrued liabilities on the Consolidated Balance Sheets. The determination of current and long-term is based on management's estimate of taxable income for the fiscal year and the determination that a Tax Receivable Agreement liability payment is due and payable within the next twelve months. To the extent the estimate differs from actual results, a reclassification may be required for portions of the Tax Receivable Agreement liability between current and long-term.

The calculation of the Tax Receivable Agreement liability includes a significant amount of judgment related to the timing and amount of Common Units sold or exchanged for shares of Class A Common Stock or cash, forecasted operating results of E2open, anticipated interest rates used to accrue interest on the liability and the estimated discount rate used in the present value calculation. If our assumptions change or we experience significant volatility in our operating results forecast, the fair value calculated from one balance sheet period to the next could be materially different.

Warrant Liability

We have public and private placement warrants as well as warrants available under the Forward Purchase Agreement. We classify as equity any equity-linked contracts that (1) require physical settlement or net-share settlement or (2) give us a choice of net-cash settlement or settlement in our own shares (physical settlement or net-share settlement). We classify as assets or liabilities any equity-linked contracts that (1) require net-cash settlement (including a requirement to net-cash settle the contract if an event occurs and if that event is outside our control) or (2) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement).

For equity-linked contracts that are classified as liabilities, we record the fair value of the equity-linked contract at each balance sheet date and record the change in the Consolidated Statements of Operations as a gain (loss) from change in fair value of warrant liability. Our public warrant liability is valued using the binomial lattice pricing model. Our private placement warrants are valued using a binomial pricing model when the warrants are subject to the make-whole table, or otherwise are valued using a Black-Scholes pricing model. Our Forward Purchase Warrants are valued utilizing observable market prices for public shares and warrants, relative to the present value of contractual cash proceeds. The assumptions used in preparing these models include estimates such as volatility, contractual terms, discount rates, dividend rate, expiration dates and risk-free rates.

The estimates used to calculate the fair value of our warrant liability changes at each balance sheet date are based on our stock price and other assumptions described above. If our assumptions change or we experience significant volatility in our stock price or interest rates, the fair value calculated from one balance sheet period to the next could be materially different.

Contingent Consideration

The contingent consideration liability is due to the issuance of the two tranches of restricted Series B-1 and B-2 common stock and Series 1 RCUs and Series 2 RCUs of E2open Holdings as part of the Business Combination. These shares and units were issued on a proportional basis to each holder of Class A shares in CCNB1 and Common Units of E2open Holdings.

In June 2021, the restricted Series B-1 common stock automatically converted into our Class A Common Stock on a one-to-one basis and the Series 1 RCUs automatically converted into Common Units of E2open Holdings.

These restricted shares and Common Units are treated as a contingent consideration liability under ASC 805 and valued at fair market value on the acquisition date and will be remeasured at each reporting date and adjusted if necessary. Our contingent consideration is valued using a Monte Carlo simulation model. The assumptions used in preparing this model includes estimates such as volatility, contractual terms, discount rates, dividend rates, dividend yield and risk-free interest rates. Any change in the fair value of the restricted shares and Common Units from the remeasurement will be recorded in gain (loss) from change in fair value of contingent consideration on the Consolidated Statements of Operations.

The estimates used to calculate the fair value of our contingent consideration changes at each balance sheet date based on our stock price, operating results and other assumptions. If our assumptions change or we experience significant volatility in our stock price or interest rates, the fair value calculated from one balance sheet period to the next could be materially different.

Provision for Income Taxes

We account for income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between the consolidated financial statement carrying amounts and tax bases of assets and liabilities and operating loss and tax credit carryforwards and are measured using the enacted tax rates that are expected to be in effect when the differences reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in our Consolidated Statements of Operations in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to an amount that, in the opinion of management, is more likely than not to be realized.

We account for uncertain tax positions by reporting a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our consolidated financial statements.

Goodwill

Goodwill represents the excess of the purchase price over the estimated fair values of the net tangible and intangible assets of acquired entities. We perform a goodwill impairment test annually during the fourth quarter of the fiscal year and more frequently if an event or circumstance indicates that impairment may have occurred. Triggering events that may indicate a potential impairment include but are not limited to a significant decline in our stock price, macroeconomic conditions, our overall financial performance, company specific events such as a change in strategy or exiting a portion of the business, significant adverse changes in clients demand or business climate and related competitive considerations.

Goodwill is tested for impairment by either performing a qualitative evaluation or a quantitative test. The qualitative evaluation is an assessment of factors that includes, but is not limited to, the triggering events listed above to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines that this is the case, it is required to perform the quantitative goodwill impairment test to identify the potential goodwill impairment and measure the amount of the goodwill impairment loss to be recognized for the reporting unit, if any. If an entity determines that the fair value of a reporting unit is greater than its carrying amount, the goodwill impairment test is not required.

During the first and third quarters of fiscal 2024 and second and fourth quarters of fiscal 2023, the market price of our Class A Common Stock and market capitalization declined significantly. We also experienced slowing growth and lowered projections for net sales and net operating margins due to lower than anticipated new bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors. These factors resulted in us determining that triggering events occurred, and goodwill impairment assessments were performed.

The fair value of E2open was calculated using an equally weighted combination of three different methods: discounted cash flow method, guideline public company method and guideline transaction method. The discounted cash flow method was based on the present value of estimated future cash flows which were based on management's estimates of projected net sales, net operating income margins and terminal growth rates, taking into consideration market and industry conditions. The discount rate used was based on the weighted-average cost of capital adjusted for the risk, size premium and business-specific characteristics related to projected cash flows. Under the guideline public company method, the fair value was based on our current and forward-looking earnings multiples using management's estimate of projected net sales and adjusted EBITDA margins with consideration of market premiums. The unobservable inputs used to measure the fair value included projected net sales, forecasted adjusted EBITDA margins, the weighted average cost of capital, the normalized working capital level, capital expenditures assumptions, profitability projections, the determination of appropriate market comparison companies and terminal growth rates. Under the guideline transaction method, the fair value was based on pricing multiples derived from recently sold companies with similar characteristics to ours taking into consideration management's estimates of projected net sales and operating income margins.

The three approaches generated similar results and indicated that the fair value of E2open's equity and goodwill was less than its carrying amount for both the interim and annual assessments. Therefore, during fiscal 2024 and 2023, we recognized impairment charges totaling \$1,097.7 million and \$901.6 million to goodwill, respectively.

Any changes to the revenue growth rates, net operating income margins, forecasted adjusted EBITDA margins, discount rate, working capital levels, capital expenditures or terminal growth rate could produce a materially different fair value for the Company. The estimates used in our calculations are subject to change given the inherent uncertainty in predicting future results. Additionally, the discount rate and the terminal growth rate are based on our judgment of the rates that would be utilized by a hypothetical market participant. As part of the goodwill impairment testing, we also consider our market capitalization in assessing the reasonableness of total estimated fair value. While we believe such assumptions and estimates are reasonable, the actual results may differ materially from the projected amounts.

Intangible Assets, Net

We have intangible assets with both definite and indefinite useful lives. Definite-lived intangible assets are carried at cost less accumulated amortization and are amortized using the straight-line method over their useful lives. The straight-line method approximates the manner in which cash flows are generated from the intangible assets.

Trade names are the only indefinite-lived assets that are not subject to amortization. We test these indefinite-lived intangible assets for impairment on an annual basis during the fourth quarter of the fiscal year or more frequently if an event occurs or circumstances change that indicate that the fair value of an indefinite-lived intangible asset could be below its carrying amount. We first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the indefinite-lived intangible asset is less than its carrying amount. If that is the case, a quantitative assessment is performed. The qualitative impairment test consists of comparing the fair value of the indefinite-lived intangible asset, determined using the relief from royalty method, with its carrying amount. An impairment loss would be recognized for the carrying amount in excess of its fair value.

The definite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. We estimate the useful lives of our intangible assets and ratably amortize the value over the estimated useful lives of those assets. If the estimates of the useful lives should change, we will amortize the remaining book value over the remaining useful lives or, if an asset is deemed to be impaired, a write-down of the value of the asset may be required at such time.

During the first and third quarters of fiscal 2024, the market price of our Class A Common Stock and market capitalization declined significantly. We also lowered our projections for net sales and net operating margins due to lower than anticipated new bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors. These factors resulted in us determining that a triggering event occurred and an interim indefinite-lived intangible asset impairment assessment was performed.

The fair value of the indefinite-lived intangible asset was calculated using the relief from royalty payments method which is based on management's estimates of projected net sales and terminal growth rates, taking into consideration market and industry conditions. The royalty rate used was based on royalty rates of companies with similar characteristics to E2open. The discount rate used was based on the weighted-average cost of capital adjusted for the risk, size premium and business-specific characteristics related to projected net sales.

The assessments indicated that the fair value of E2open's indefinite-lived intangible asset was less than its carrying amount; therefore, during the fiscal year ended February 29, 2024, we recognized an impairment charge of \$34.0 million to intangible assets, net, respectively, for the indefinite-lived trademark / trade name.

Significant judgment is required in estimating the fair value of intangible assets and in assigning their respective useful lives. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. Critical estimates in valuing the intangible assets include, but are not limited to, forecasts of the expected future cash flows attributable to the respective assets, anticipated growth in revenue from the acquired client and product base, and the expected use of the acquired assets. While we believe such assumptions and estimates are reasonable, the actual results may differ materially from the projected amounts.

Impairment of Long-Lived Assets

We evaluate the recoverability of our long-lived assets, which consist principally of property and equipment, acquired intangible assets with finite lives and right-of-use-assets, whenever events and circumstances indicate that the carrying amount of these assets may not be recoverable. Recoverability of an asset is measured by comparing the carrying amount to the expected future undiscounted cash flows that the asset is expected to generate. If that review indicates that the carrying amount of the long-lived asset is not recoverable, an impairment charge is recorded for the amount by which the carrying amount of the asset exceeds its fair value. Our estimates of cash flows used to assess impairment are subject to a high degree of judgment and may differ from actual cash flows due to, among other things, changes in our business plans, market conditions, operating performance and economic conditions. We believe our estimates are reasonable; however, actual results may differ materially from the projected amounts.

Business Combinations

We evaluate acquisitions of assets and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the transaction is accounted for as an asset acquisition. If the test is not met, further determination is required as to whether or not we have acquired inputs and processes that have the ability to create outputs which would meet the definition of a business. Significant judgment is required in the application of the test to determine whether an acquisition is a business combination or an acquisition of assets.

We use the acquisition method of accounting for acquired businesses. Under the acquisition method, our financial statements reflect the operations of an acquired business starting from the completion of the acquisition. The assets acquired and liabilities assumed are recorded at their respective estimated fair values at the date of the acquisition. Any excess of the purchase price over the estimated fair value of the identifiable net assets acquired is recorded as goodwill.

Determining estimated fair value requires a significant amount of judgment and estimates. If our assumptions change or errors are determined in our calculations, the fair value could materially change resulting in a change in our goodwill or identifiable net assets acquired.

Recently Adopted and Issued Accounting Pronouncements

Recently issued and adopted accounting pronouncements are described in Note 2, *Summary of Significant Accounting Policies* to the Notes to the Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We have in the past and may in the future be exposed to certain market risks, including interest rate, foreign currency exchange and financial instrument risks, in the ordinary course of our business. Currently, these risks are not material to our financial condition or results of operations, but they may be in the future.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. However, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset higher costs through price increases and our inability or failure to do so could potentially harm our business, financial condition and results of operations.

Interest Rate Risk

We are exposed to changes in interest rates as a result of our significant variable-rate debt. Our interest rate risk has been managed by monitoring changes in interest rates.

As of February 29, 2024, we had \$1,067.2 million outstanding under our 2021 Term Loan with a variable interest rate of 8.95%. We had no outstanding borrowings under our 2021 Revolving Credit Facility. The variable nature of our interest rates on the 2021 Term Loan exposes us to interest rate risk. A hypothetical increase or decrease in this variable interest rate by 100 basis points would change our annual future interest expense by approximately \$10.7 million as of February 29, 2024.

In order to effectively mitigate our exposure to increased changes in interest rates, we have executed two zero-cost interest rate collars during March 2023. Effective March 31, 2023, we entered an interest rate collar with a notional amount of \$200.0 million and a maturity date of March 31, 2026. The executed cap was 4.75% and the floor was 2.57%. Effective April 6, 2023, an additional interest rate collar was executed with a notional amount of \$100.0 million and a maturity date of March 31, 2026. The executed cap was 4.50% and the floor was 2.56%.

We may continue to enter into interest rate collars and enter into interest rate swap agreements to reduce interest rate volatility. However, we may not maintain interest rate swaps or collars with respect to all of our variable rate debt, and any swaps or collars we enter into may not fully mitigate our interest rate risk.

Foreign Currency Exchange Rate Risk

The functional currency of our foreign subsidiaries is generally the local currency. Assets and liabilities are translated into U.S. dollars at the exchange rate in effect as of the consolidated balance sheet date.

Statements of Operations accounts are translated at an average rate of exchange for the respective accounting periods.

Translation adjustments resulting from the process of translating foreign currency balance sheets into U.S. dollars are reported as a component of accumulated other comprehensive income (loss). Transaction gains and losses reflected in the functional currencies are charged to income or expense at the time of the transaction.

As a result of the BluJay Acquisition, our foreign operations have substantially increased resulting in significant revenues, assets and liabilities denominated in foreign currencies. The currencies of our operations are now the Australia dollar, British pound, Canadian dollar, Danish krone, the Euro, Hong Kong dollar, Indian rupee, Malaysia ringgit, People's Republic of China renminbi, Peruvian sol and the Singapore dollar. As a result, our operating results, profitability and cash flows are impacted when the U.S. dollar fluctuates relative to these foreign currencies. We translate our foreign currency-denominated results of operations, assets and liabilities for our foreign subsidiaries to U.S. dollars in our consolidated financial statements. Increases and decreases in the value of the U.S. dollar compared with such foreign currencies will affect our reported results of operations and the value of our assets and liabilities on our consolidated balance sheets, even if our results of operations or the value of those assets and liabilities has not changed in its original currency. These transactions could significantly affect the comparability of our results between financial periods or result in significant changes to the carrying value of our assets, liabilities and shareholders' equity.

We cannot give any assurances as to the effect that future changes in foreign currency rates will have on our financial position, operating results or cash flows.

Credit Risk

Financial instruments that potentially subject us to a concentration of credit risk consist primarily of cash and cash equivalents, restricted cash and accounts receivable. We deposit cash and cash equivalents with high-quality financial institutions. Accounts receivable are typically unsecured and are derived from sales of subscriptions and support, as well as professional services, principally to large creditworthy clients across a wide range of end markets, including consumer goods, food and beverage, retail, technology transportation, among others. Credit risk is concentrated primarily in North America, Europe and parts of Asia. Our credit risk is limited as no customers represent more than 10% of revenue. Revenue generated from the United States represented 84% of total revenue during the fiscal year ended February 29, 2024 while no other country represented more than 10% of total revenue. We maintain an allowance for estimated credit losses based on management's assessment of the likelihood of collection.

Item 8. Financial Statements and Supplementary Data

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and Financial Statement Schedules**

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All other schedules are omitted because they are either not applicable, not required or the information is included in the Consolidated Financial Statements, including the notes thereto.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of E2open Parent Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of E2open Parent Holdings, Inc. (the Company) as of February 29, 2024 and February 28, 2023, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended February 29, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at February 29, 2024 and February 28, 2023, and the results of its operations and its cash flows for each of the three years in the period ended February 29, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of February 29, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated April 29, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Goodwill impairment assessment

Description of the Matter

As of February 29, 2024, the Company's goodwill balance was \$1,843 million. As described in Notes 1 and 7 to the consolidated financial statements, the Company performs a goodwill impairment test annually during the fourth quarter of the fiscal year and more frequently if an event or circumstance indicates that an impairment may have occurred. The Company is comprised of one reporting unit, the level at which the goodwill impairment assessment is performed. If the carrying value of the reporting unit exceeds its value, an impairment loss is calculated as the difference between these amounts, limited to the amount of goodwill allocated to the reporting unit. During the first and third quarters of fiscal year 2024, a triggering event occurred related to significant declines in the market price of the Company's Class A Common Stock and market capitalization. Reporting unit fair value was estimated by management using an equally weighted combination of three different methods: discounted cash flow method, guideline public company method and guideline transaction method. During the year ended February 29, 2024, the Company recognized impairment charges totaling \$1,098 million.

Auditing the Company's goodwill impairment assessment involves subjective auditor judgement due to the significant estimation required in management's determination of the fair value of the reporting unit, and the effort

involved with the use of professionals with specialized skill and knowledge. The estimates used in the discounted cash flow method are sensitive to significant assumptions including weighted-average cost of capital, projected revenue growth rates, and projected adjusted EBITDA margins. These assumptions are forward looking and could be affected by future economic and market conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of relevant internal controls over the Company's goodwill impairment assessment process. This included testing controls over the estimation process supporting the measurement of the fair value of the reporting unit, including the valuation models and underlying assumptions used to develop the estimate.

To test the estimated fair value of the reporting unit, with involvement from our specialists, we performed audit procedures that included, among others, evaluating the appropriateness of valuation methods selected and used, testing the completeness and accuracy of underlying data used in the methods, and evaluating the reasonableness for significant assumptions used by management related to weighted-average cost of capital, projected revenue growth rates, and projected adjusted EBITDA margins. For example, we compared the significant assumptions used by management to current industry, market and economic trends, historical results, and other relevant factors. We also assessed the historical accuracy of management's valuation estimates and performed sensitivity analyses of significant assumptions used to evaluate the change in the fair value of the reporting unit resulting from changes in the significant assumptions.

Tax receivable agreement liability

Description of the Matter

As of February 29, 2024, the tax receivable agreement liability was \$69.7 million. The Company's operations are currently held in a lower-tier partnership, E2open Holdings, LLC (E2open Holdings). The Company historically conducted its operations at the partnership level. However, it underwent a reorganization as part of its initial public offering and it now operates as a public corporation which owns interests in E2open Holdings (the "Up-C Structure"). When the Company implemented its Up-C structure, it also put in place a tax receivable agreement, in which it agreed to pay continuing members of E2open Holdings for cash tax savings it receives as a result of E2open Holdings unit exchanges. Each time a continuing member of E2open Holdings exchanges units with the Company, the Company receives an amortizable basis adjustment, which increases its basis in the Company and creates future tax deductions. The basis adjustments may result in a realized tax benefit and as a result, the Company computed a tax receivable agreement liability due to each continuing member of E2open Holdings. Significant inputs and assumptions were used to estimate the future expected payments including the timing of realization of the tax benefits.

Auditing management's computation of the tax receivable agreement liability involved subjective estimation and complex auditor judgment in determining forecasted future taxable income, including the long-term growth rate. Changes in this assumption could have a significant impact on the fair value of the tax receivable agreement liability.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the controls over the Company's tax receivable agreement liability process. This included testing controls over the estimation process supporting the recognition and measurement of the tax receivable agreement liability, including the underlying assumptions used to develop such estimate.

Among other audit procedures performed, we involved tax professionals to assist in evaluating the methodologies employed by management in calculating the tax receivable agreement liability, including testing unit exchanges. We evaluated the assumptions used by the Company to develop projections of future taxable income by income tax jurisdiction and tested the completeness and accuracy of the underlying data used in the projections. For example, we compared the projections of future taxable income, including the long-term growth rate assumption, with the actual results of prior periods, as well as management's consideration of current industry and economic trends. We also compared the projections of future taxable income with other forecasted financial information prepared by the Company.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2016.

Austin, Texas
April 29, 2024

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of E2open Parent Holdings, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited E2open Parent Holdings, Inc.'s internal control over financial reporting as of February 29, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, E2open Parent Holdings, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of February 29, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of E2open Parent Holdings, Inc. (the Company) as of February 29, 2024 and February 28, 2023, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended February 29, 2024, and the related notes and our report dated April 29, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Austin, Texas
April 29, 2024

E2open Parent Holdings, Inc.
Consolidated Balance Sheets

(In thousands, except share and per share amounts)

February 29, 2024

February 28, 2023

Assets			
Cash and cash equivalents	\$ 134,478	\$ 93,032	
Restricted cash	14,560	11,310	
Accounts receivable, net	161,556	174,809	
Prepaid expenses and other current assets	28,843	25,200	
Total current assets	339,437	304,351	
Goodwill	1,843,477	2,927,807	
Intangible assets, net	841,031	1,051,124	
Property and equipment, net	67,177	72,476	
Operating lease right-of-use assets	21,299	18,758	
Other noncurrent assets	29,234	25,659	
Total assets	\$ 3,141,655	\$ 4,400,175	
Liabilities and Stockholders' Equity			
Accounts payable and accrued liabilities	\$ 90,594	\$ 97,491	
Channel client deposits payable	14,560	11,310	
Deferred revenue	213,138	203,824	
Current portion of notes payable	11,272	11,144	
Current portion of operating lease obligations	7,378	7,622	
Current portion of financing lease obligations	1,448	2,582	
Income taxes payable	584	2,190	

Total current liabilities	338,974	336,163
Long-term deferred revenue	2,077	2,507
Operating lease obligations	17,372	15,379
Financing lease obligations	3,626	1,049
Notes payable	1,037,623	1,043,636
Tax receivable agreement liability	67,927	69,745
Warrant liability	14,713	29,616
Contingent consideration	18,028	29,548
Deferred taxes	55,586	144,529
Other noncurrent liabilities	602	1,083
Total liabilities	1,556,528	1,673,255
Commitments and Contingencies (Note 28)		
Stockholders' Equity		
Class A common stock; \$		
0.0001		
par value,		
2,500,000,000		
shares authorized;		
306,237,585		
and		
302,582,007		
issued and		
306,060,931		
and		
302,405,353		
outstanding as of		
February 29, 2024 and February 28, 2023, respectively	31	30

Class V common stock; \$

0.0001

par value;

42,747,890

shares authorized;

31,225,604

and

32,992,007

shares issued and outstanding as of February 29, 2024 and February 28, 2023, respectively

Series B-1 common stock; \$

0.0001

par value;

9,000,000

shares authorized;

94

shares
issued and outstanding as of February 29, 2024 and February 28, 2023

Series B-2 common stock; \$

0.0001

par value;

4,000,000

shares authorized;

3,372,184

shares
issued and outstanding as of February 29, 2024 and February 28, 2023

Additional paid-in capital

3,407,694 3,378,633

() ()

Accumulated other comprehensive loss

46,835 68,603

) ()

Accumulated deficit

1,873,703 803,679

) ()

Treasury stock, at cost:

176,654

() ()

shares as of February 29, 2024 and February 28, 2023

2,473 2,473

) ()

	1,484,714	2,503,908
Total E2open Parent Holdings, Inc. equity		
Noncontrolling interest	100,413	223,012
Total stockholders' equity	1,585,127	2,726,920
Total liabilities and stockholders' equity	<u>\$ 3,141,655</u>	<u>\$ 4,400,175</u>

See notes to the consolidated financial statements.

E2open Parent Holdings, Inc.
Consolidated Statements of Operations

(In thousands, except per share amounts)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Revenue			
Subscriptions	\$ 536,792	\$ 532,940	\$ 335,532
Professional services and other	97,762	119,275	90,029
Total revenue	634,554	652,215	425,561
Cost of Revenue			
Subscriptions	146,006	140,462	93,072
Professional services and other	72,249	82,939	56,103
Amortization of acquired intangible assets	98,608	98,531	73,801
Total cost of revenue	316,863	321,932	222,976
Gross Profit	317,691	330,283	202,585
Operating Expenses			
Research and development	101,420	97,982	79,700
Sales and marketing	87,734	87,960	60,265
General and administrative	108,048	88,070	69,922
Acquisition-related expenses	2,080	16,297	64,360
Amortization of acquired intangible assets	80,276	82,812	46,358
Goodwill impairment	1,097,741	901,566	—
Intangible asset impairment	34,000	—	—
Total operating expenses	1,511,299	1,274,687	320,605
Loss from operations	1,193,608	944,404	118,020
Other income (expense))))

	(((
Interest and other expense, net	102,460	76,831	33,663
)))
Gain (loss) from change in tax receivable agreement liability	2,190	2,886	154
)))
Gain from change in fair value of warrant liability	14,903	37,523	1,633
		(
Gain (loss) from change in fair value of contingent consideration	11,520	16,020	69,760
	(()
Total other expense	73,847	26,174	101,944
)))
	(((
Loss before income tax benefit	1,267,455	970,578	219,964
)))
Income tax benefit	82,376	250,376	30,050
	(((
Net loss	1,185,079	720,202	189,914
)))
	(((
Less: Net loss attributable to noncontrolling interest	115,055	71,499	24,138
)))
	(((
Net loss attributable to E2open Parent Holdings, Inc.	\$ 1,070,024	\$ 648,703	\$ 165,776
	\$)	\$)	\$)

Weighted average common shares outstanding:

	303,751	301,946	245,454
Basic			
	303,751	301,946	245,454
Diluted			
Net loss attributable to E2open Parent Holdings, Inc. common shareholders per share:	(((
	3.52	2.15	0.68
Basic	\$)	\$)	\$)
	(((
Diluted	\$ 3.52	\$ 2.15	\$ 0.68
)))

See notes to the consolidated financial statements.

E2open Parent Holdings, Inc.
Consolidated Statements of Comprehensive Loss

(In thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Net loss	(((
Other comprehensive income (loss), net:			
Net foreign currency translation gain (loss), net of tax of \$	\$ 1,185,079)	\$ 720,202)	\$ 189,914)
1,459 , \$			
7,578 and \$			
11,985 as of February 29, 2024, February 28, 2023 and 2022	19,036	48,728)	21,407)
Net deferred gains (losses) on foreign exchange forward contracts	902	856)	—
Net deferred gains on interest rate collars	1,830	—	—
Total other comprehensive income (loss), net	21,768	49,584)	21,407)
Comprehensive loss	1,163,311)	769,786)	211,321)
Less: Comprehensive loss attributable to noncontrolling interest	112,942)	76,422)	26,859)
Comprehensive loss attributable to E2open Parent Holdings, Inc.	\$ 1,050,369)	\$ 693,364)	\$ 184,462)

See notes to the consolidated financial statements.

E2open Parent Holdings, Inc.
Consolidated Statements of Stockholders' Equity

(in thousands)	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Treasury Stock	Total Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance, February 28, 2021	\$ 19	\$ 2,071,206	\$ 2,388	\$ 10,800	\$ —	\$ 2,084,413	\$ 392,945	\$ 2,477,358
Share-based compensation expense	—	10,639	—	—	—	10,639	—	10,639
Business Combination purchase price adjustment	—	1,666	—	—	—	1,666	1,299	2,965
Issuance of common stock for BluJay acquisition	7	730,847	—	—	—	730,854	—	730,854
Issuance of common stock for BluJay acquisition PIPE financing, net of offering costs	3	292,897	—	—	—	292,900	—	292,900
Deferred taxes related to issuance of common stock for BluJay acquisition	—	36,805	—	—	—	36,805	—	36,805
Conversion of Series B-1 shares to common stock	2	174,999	—	—	2,473	172,528	—	172,528
Conversion of common units to common stock	—	54,950	—	—	—	54,950	71,717	16,767
Impact of common unit conversions on Tax Receivable Agreement, net of tax	—	11,791	—	—	—	11,791	—	11,791
Exercise of warrants	—	1	—	—	—	1	—	1
Other comprehensive loss, net of tax	—	—	21,407	—	—	21,407	—	21,407
Net loss	—	—	—	165,776	—	165,776	24,138	189,914
Balance, February 28, 2022	31	3,362,219	19,019	154,976	2,473	3,185,782	298,389	3,484,171
Share-based compensation expense	—	17,539	—	—	—	17,539	—	17,539
Conversion of common units to common stock	—	2,481	—	—	—	2,481	3,878	1,397

	((((((
Vesting of restricted stock awards, net of shares withheld for taxes	1	1,610	)	—	—	—	1,611)
Impact of common unit conversions on Tax Receivable Agreement, net of tax	—	1,996	)	—	—	—	1,996)
			(((
Other comprehensive loss, net of tax	—	—	49,584	)	—	—	49,584)
			(((
Net loss	—	—	648,703	)	—	—	648,703)
			(((
Balance, February 28, 2023	30	3,378,633	68,603	)	803,679	)	2,473)
							2,503,908	
							223,012	
								2,726,920
Share-based compensation	—	27,131	—	—	—	—	27,131	—
								27,131
Conversion of Common Units to common stock	—	7,544	—	—	—	—	7,544	—
			(((
Vesting of restricted stock awards, net of shares withheld for taxes	1	3,452	)	—	—	—	3,451)
			(((
Impact of Common Unit conversions on Tax Receivable Agreement, net of tax	—	2,162	)	—	—	—	2,162)
			(((
Other comprehensive income	—	—	21,768	—	—	—	21,768	—
			(((
Net loss	—	—	—	1,070,024	)	—	1,070,024)
			((((
Balance, February 29, 2024	\$ 31	\$ 3,407,694	\$ 46,835	)	\$ 1,873,703	)	\$ 2,473)
							\$ 1,484,714	
								\$ 100,413
								\$ 1,585,127

See notes to the consolidated financial statements.

E2open Parent Holdings, Inc.
Consolidated Statements of Cash Flows

(In thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Cash flows from operating activities			
Net loss	\$ 1,185,079	\$ 720,202	\$ 189,914
Adjustments to reconcile net loss to net cash from operating activities:			
Depreciation and amortization	214,727	213,260	142,609
Amortization of deferred commissions	6,269	4,051	1,560
Provision for credit losses	3,870	549	1,018
Amortization of debt issuance costs	5,281	5,103	3,444
Amortization of operating lease right-of-use assets	7,419	7,636	15,649
Share-based compensation	27,171	17,561	10,639
Deferred income taxes	87,790	259,426	35,744
Loss on disposition	—	1,400	—
Right-of-use assets impairment charge	659	4,137	—
Goodwill impairment charge	1,097,741	901,566	—
Indefinite-lived intangible asset impairment charge	34,000	—	—
(Gain) loss from change in tax receivable agreement liability	2,190	2,886	154
Gain from change in fair value of warrant liability	14,903	37,523	1,633
(Gain) loss from change in fair value of contingent consideration	11,520	16,020	69,760
Gain on operating lease termination	187	—	—
Loss (gain) on disposal of property and equipment	526	994	211
Changes in operating assets and liabilities:			

		()
Accounts receivable	9,382	15,119	9,881
	()	(
Prepaid expenses and other current assets	2,087	5,864	9,333
)	()
Other noncurrent assets	9,844	6,782	6,669
)))
Accounts payable and accrued liabilities	8,816	25,687	14,933
))	(
Channel client deposits payable	3,249	7,762	6,248
)))
Deferred revenue	8,884	3,450	62,678
	(((
Changes in other liabilities	11,891	11,838	24,153
)))
Net cash provided by operating activities	84,871	68,098	51,154
Cash flows from investing activities		((
Payments for acquisitions - net of cash acquired	—	179,243	774,232
	())
Capital expenditures	29,252	48,060	31,776
)))
Minority investment in private firm	—	3,000	2,500
	())
Proceeds from disposition	—	1,574	—
	(((
Net cash used in investing activities	29,252	228,729	808,508
Cash flows from financing activities))
Proceeds from private investment in public equity	—	—	300,000
	(()
Offering costs related to issuance of common stock in connection with private investment in public equity	—	—	7,100
	(()
Proceeds from warrant exercise	—	—	1
Proceeds from indebtedness	—	215,000	475,000
	(((
Repayments of indebtedness	11,168	115,915	21,139
)))
Repayments of financing lease obligations	2,852	2,487	6,457
)))
Repurchase of common stock	—	—	2,473
	(()

		((
Repurchase of common units	—	1,397	16,767
)))
Payments of debt issuance costs	—	4,766	10,357
	())
Net cash (used in) provided by financing activities	14,020	90,435	710,708
)	()
Effect of exchange rate changes on cash and cash equivalents	3,097	16	13,658
)	((
Net increase (decrease) in cash, cash equivalents and restricted cash	44,696	70,212	32,988
)))
Cash, cash equivalents and restricted cash at beginning of year	104,342	174,554	207,542
Cash, cash equivalents and restricted cash at end of year	\$ 149,038	\$ 104,342	\$ 174,554
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents	134,478	93,032	155,481
Restricted cash	14,560	11,310	19,073
Total cash, cash equivalents and restricted cash	\$ 149,038	\$ 104,342	\$ 174,554

See notes to the consolidated financial statements.

E2open Parent Holdings, Inc.
Notes to the Consolidated Financial Statements

1. Organization and Description of Business

Organization

CC Neuberger Principal Holdings I (CCNB1) was a blank check company incorporated in the Cayman Islands on January 14, 2020. CCNB1 was incorporated for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. CCNB1's sponsor was CC Neuberger Principal Holdings I Sponsor LLC, a Delaware limited liability company (Sponsor). CCNB1 became a public company on April 28, 2020 through an initial public offering (IPO) of

41,400,000
units at \$

10.00
per unit and private placement of

10,280,000
warrants generating gross proceeds of \$

424.3
million. Upon the closing of the IPO and private placement, \$

414.0
million of the proceeds were placed in a trust account (Trust Account) and invested until the completion of the Business Combination, as described below.

On February 4, 2021 (Closing Date), CCNB1 and E2open Holdings, LLC and its operating subsidiaries (E2open Holdings) completed a business combination (Business Combination) contemplated by the definitive Business Combination Agreement entered into on October 14, 2020 (Business Combination Agreement). The Business Combination was accounted for as a business combination under Accounting Standards Codification (ASC) 805, *Business Combination* (ASC 805), and due to the change in control, was accounted for using the acquisition method with CCNB1 as the accounting acquirer and E2open Holdings as the accounting acquiree.

In connection with the finalization of the Business Combination, CCNB1 changed its name to "E2open Parent Holdings, Inc." (the Company or E2open) and changed its jurisdiction of incorporation from the Cayman Islands to the State of Delaware (Domestication). Immediately following the Domestication, various entities merged with and into E2open, with E2open as the surviving company. Additionally, E2open Holdings became a subsidiary of E2open with the equity interests of E2open Holdings held by E2open and existing owners of E2open Holdings. The existing owners of E2open Holdings are considered noncontrolling interest in the consolidated financial statements.

E2open contributed, as a capital contribution in exchange for a portion of the equity interests in E2open Holdings it acquired, the amount of cash available after payment of the merger consideration under the Business Combination Agreement. The merger consideration along with new financing proceeds were used to pay transaction expenses, repay indebtedness and fund the expense account of the representative of the Company's equity holders under the Business Combination Agreement. Additionally, the limited liability company agreement of E2open Holdings was amended and restated to, among other things, reflect the Company merger and admit E2open Parent Holdings, Inc. as the managing member of the Company. The business, property and affairs of E2open Holdings will be managed solely by E2open as the managing member.

As a result of the Business Combination, the Company's trading symbol on the New York Stock Exchange was changed from "PCPL" to "ETWO."

See Note 4, *Related Party Transactions* and Note 12, *Tax Receivable Agreement* for additional information.

Description of Business

The Company is headquartered in Austin, Texas. E2open is a world class connected supply chain software platform that enables the largest companies to transform the way they make, move and sell goods and services. With the broadest cloud-native global platform purpose-built for modern supply chains, E2open connects manufacturing, logistics, channel and distributing partners as one multi-enterprise network. E2open's software as a service (SaaS) platform anticipates disruptions and opportunities to help companies improve efficiency, reduce waste and operate sustainably.

2. Summary of Significant Accounting Policies

Basis of Presentation

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Investments in other companies are carried at cost. All intercompany balances and transactions have been eliminated in consolidation.

In the opinion of management, all adjustments (consisting of normal recurring accruals), considered necessary for a fair presentation have been included. The historical financial information is not necessarily indicative of the Company's future results of operations, financial position and cash flows.

Fiscal Year

The Company's fiscal year ends on the last day of February each year.

Use of Estimates

The preparation of the Company's consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported results of operations during the reporting period. Such management estimates include allowance for credit losses, tax receivable agreement liability, goodwill and other long-lived assets, estimates of standalone selling price of performance obligations for revenue contracts with multiple performance obligations, share-based compensation, valuation allowances for deferred tax assets and uncertain tax positions, warrants, contingent consideration, contingencies and the accounting for business combinations. These estimates are based on information available as of the date of the consolidated financial statements; therefore, actual results could differ from management's estimates.

Segments

The Company operates as

one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision maker (CODM), who the Company has determined is its chief executive officer. The CODM evaluates the Company's financial information and performance on a consolidated basis. The Company operates with centralized functions and delivers most of its products in a similar way on an integrated cloud-based platform.

Business Combinations

The Company accounts for business combinations in accordance with ASC 805, and, accordingly, the assets and liabilities of the acquired business are recorded at their fair values at the date of acquisition. The excess of the purchase price over the estimated fair values is recorded as goodwill. Some changes in the estimated fair values of the net assets recorded for acquisitions that qualify as measurement period adjustments within one year of the date of acquisition will change the amount of the purchase price allocable to goodwill. All acquisition costs are expensed as incurred, and in-process research and development costs, if any, are recorded at fair value as an indefinite-lived intangible asset and assessed for impairment thereafter until completion, at which point the asset is amortized over its expected useful life. The results of operations of acquired businesses are included in the consolidated financial statements beginning on the acquisition date.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents, restricted cash and accounts receivable. The Company deposits cash and cash equivalents with high-quality financial institutions. Accounts receivable are typically unsecured and derived from sales of subscriptions and support, as well as professional services, principally to large creditworthy clients across a wide range of end markets, including consumer goods, food and beverage, manufacturing, retail, technology and transportation, among others. Credit risk is concentrated primarily in North America, Europe, and parts of Asia. The Company's credit risk is limited as no customers represent more than 10% of revenue. Revenue generated from the United States represented

84

% of total revenue during the fiscal year ended February 29, 2024 while no other country represented more than 10% of total revenue. The Company maintains an allowance for estimated credit losses based on management's assessment of the likelihood of collection.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents are stated at fair value. The Company has \$

3.1

million in certificates of deposits in foreign accounts as of February 29, 2024. We deposit cash with high credit quality institutions, which typically exceed federally insured amounts. We have not experienced any losses on our deposits.

Restricted Cash

Restricted cash represents client deposits for the incentive payment program associated with the Company's channel shaping application. The Company offers services to administer incentive payments to partners on behalf of the Company's clients. The Company's clients deposit these funds into a restricted cash account with an offset included as a liability in channel client deposits payable in the Consolidated Balance Sheets.

Channel client deposits are deposits that the Company receives from certain channel shaping clients to reimburse, on its clients' behalf, market development expenditures made by its client channel partners.

Accounts Receivable, Net

Accounts receivable, net consists of accounts receivable and unbilled receivables, which the Company collectively refers to as accounts receivable, net of an allowance for credit losses. Unbilled receivables represent revenue recognized for performance obligations that have been satisfied but for which amounts have not been billed, which the Company also refers to as contract assets. The Company's payment terms for trade accounts receivable typically require clients to pay within 30 to 90 days from the invoice date.

Accounts receivable are initially recorded upon the sale of solutions to clients. Credit is granted in the normal course of business without collateral. Accounts receivable are stated net of an allowance for credit losses, which represent estimated losses resulting from the inability of certain clients to make the required payments. When determining the allowance for credit losses, the Company takes several factors into consideration, including the overall composition of the accounts receivable aging, prior history of accounts receivable write-offs and experience with specific clients.

With the adoption of ASC 326, *Financial Instruments - Credit Losses*, the allowance for credit losses represents the best estimate of the lifetime expected credit losses, based on client-specific information, historical loss rates and the impact of current and future conditions which include an assessment of client creditworthiness, historical payment experience and the age of outstanding receivables. The Company writes off accounts receivable when they are determined to be uncollectible. Changes in the allowance for credit losses are recorded as provision for the allowance for expected credit losses and are included in sales and marketing expenses in the Consolidated Statements of Operations. The Company evaluates the allowance for credit losses for the entire portfolio of accounts receivable on an aggregate basis due to the similar risk characteristics of its clients and historical loss patterns.

Goodwill

Goodwill represents the excess of the purchase price over the estimated fair values of the net tangible and intangible assets of acquired entities. The Company performs a goodwill impairment test annually during the fourth quarter of the fiscal year and more frequently if an event or circumstance indicates that an impairment may have occurred. Triggering events that may indicate a potential impairment include but are not limited to a significant decline in the Company's stock price, macroeconomic conditions, the Company's overall financial performance, company specific events such as a change in strategy or exiting a portion of the business, significant adverse changes in clients' demand or business climate and related competitive considerations.

Goodwill is tested for impairment by either performing a qualitative evaluation or a quantitative test. The qualitative evaluation is an assessment of factors that includes, but is not limited to, the triggering events listed above to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines that this is the case, it is required to perform the quantitative goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized for that reporting unit, if any. If an entity determines that the fair value of a reporting unit is greater than its carrying amount, the goodwill impairment test is not required. As the Company has only

one reporting unit, the goodwill impairment assessment is performed at the Company level.

Intangible Assets, Net

The Company has intangible assets with both definite and indefinite useful lives. Definite-lived intangible assets are carried at cost less accumulated amortization and are amortized using the straight-line method over their estimated useful lives. The straight-line method approximates the manner in which cash flows are generated from the intangible assets.

Amortization periods for definite-lived intangible assets are as follows for the fiscal years ended February 29, 2024 and February 28, 2023:

Trade names	1	year or Indefinite
Client relationships	3	-
	20	years
Technology	3	-
	10	years
Content library	10	years

Trade names are the only indefinite-lived assets that are not subject to amortization. The Company tests these indefinite-lived intangible assets for impairment on an annual basis during the fourth quarter of the fiscal year or more frequently if an event occurs or circumstances change that indicate that the fair value of an indefinite-lived intangible asset could be below its carrying amount. The Company first performs a qualitative assessment to determine whether it is more likely than not that the fair value of the indefinite-lived intangible asset is less than its carrying amount. If this is the case, a quantitative assessment is performed. The qualitative impairment test consists of comparing the fair value of the indefinite-lived intangible asset, determined using the relief from royalty method, with its carrying amount. An impairment loss would be recognized for the carrying amount in excess of its fair value.

Significant judgment is required in estimating the fair value of intangible assets and in assigning their respective useful lives. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. Critical estimates in valuing the intangible assets include, but are not limited to, forecasts of the expected future cash flows attributable to the respective assets, anticipated growth in revenue from the acquired client and product base, and the expected use of the acquired assets.

Property and Equipment, Net

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally three to five years. Leasehold improvements are amortized using the straight-line method over the remaining lease term or the estimated lives of the assets, if shorter. Upon sale or retirement of assets, the cost and related accumulated depreciation are removed from the Consolidated Balance Sheets, and any resulting gain or loss is reflected in the Consolidated Statements of Operations.

The Company capitalizes certain software development costs incurred during the application development stage. Software development costs include salaries and other personnel-related costs, including employee benefits and bonuses attributed to programmers, software engineers and quality control teams working on the Company's software solutions. The costs related to software development are included in property and equipment, net in the Consolidated Balance Sheets.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of its long-lived assets, which consist principally of property and equipment and acquired intangible assets with finite lives, whenever events or circumstances indicate that the carrying amount of these assets may not be recoverable. Recoverability of an asset is measured by comparing the carrying amount to the expected future undiscounted cash flows that the asset is expected to generate. If that review indicates that the carrying amount of the long-lived asset is not recoverable, an impairment charge is recorded for the amount by which the carrying amount of the asset exceeds its fair value.

Investments

Investments in which the Company does not have the ability to exercise significant influence over operating and financial matters and that do not have a readily determinable fair value are measured at cost, less impairment and adjusted for qualifying observable price changes. The Company's share of income or loss of such companies is not included in the Company's Consolidated Statements of Operations. The Company periodically evaluates its investments for impairment due to declines considered to be other than temporary. The primary indicators the Company utilizes to identify these events and circumstances are the minority investment's ability to remain in business by evaluating such items as the liquidity and rate of use of cash, ability to secure additional funding and value of that additional funding. If the Company determines that a decline in fair value is other than temporary, then an impairment charge is recorded in other income (expense) in the Consolidated Statements of Operations and a new basis in the investments is established.

Fair Value Measurement

Fair value is defined as the price that would be received for the sale of an asset or paid for the transfer of a liability, in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

These tiers include:

- Level 1, defined as observable inputs such as quoted prices in an active market;
- Level 2, defined as inputs other than the quoted prices in an active market that are observable either directly or indirectly; and
- Level 3, defined as unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

Leases

The Company accounts for leases in accordance with ASC 842, *Leases* (ASC 842), which requires lessees to recognize lease liabilities and right-of-use (ROU) assets on the balance sheet for most operating leases. The Company made the accounting policy election not to apply the recognition provisions of ASC 842 to short-term leases which are leases with a lease term of 12 months or less. Instead, the Company recognizes the lease payments for short-term leases on a straight-line basis over the lease term.

Operating lease liabilities reflect the Company's obligation to make future lease payments for real estate locations. Lease terms are comprised of contractual terms. Payments are discounted using the rate the Company would pay to borrow amounts equal to the lease payments over the lease term (the Company's incremental borrowing rate). The Company does not separate lease and non-lease components for contracts in which the Company is the lessee. ROU assets are measured based on lease liabilities adjusted for incentives and timing differences between operating lease expense and payments, recognized on a straight-line basis over the lease term. Operating lease expense is recognized on a straight-line basis over the lease term, while variable lease payments are recognized as incurred. Common area maintenance and other executory costs are the main components of variable lease payments. Operating and variable lease expenses are recorded in general and administrative expense in the Consolidated Statements of Operations.

Tax Receivable Agreement Liability

The Company entered into a Tax Receivable Agreement with certain selling equity holders of E2open Holdings that requires E2open to pay

85

% of the tax savings that are realized because of increases in the tax basis in E2open Holdings' assets and certain acquired tax attributes in the Business Combination. This increase is either from the sale or exchange of limited liability company interests of E2open Holdings (Common Units) for shares of Class A common stock or cash, as well as from tax benefits attributable to payments under the Tax Receivable Agreement. E2open will retain the benefit of the remaining

15

% of the cash savings.

The Company calculated the fair value of the Tax Receivable Agreement payments related to the transaction at the acquisition date and identified the timing of the utilization of the tax attributes pursuant to ASC 805 and relevant tax laws. The Tax Receivable Agreement liability is revalued at the end of each reporting period with the gain or loss as well as the associated interest reflected in the gain (loss) from change in tax receivable agreement liability in the Consolidated Statements of Operations. Interest accrued on the Tax Receivable Agreement liability at the London Interbank Offered Rate (LIBOR) plus

100

basis points through June 30, 2023. As of July 1, 2023, interest accrues at the Secured Overnight Financing Rate (SOFR) plus the applicable spread for the quarter. In addition, under ASC 450, *Contingencies*, any transactions with partnership unit holders after the acquisition date will result in additional Tax Receivable Agreement liabilities which will be recorded on a gross undiscounted basis. These transactions, such as a conversion of Common Units to Class A common stock, result in a change in the Tax Receivable Agreement liability and a charge to equity.

Warrant Liability

The Company has public and private placement warrants as well as warrants available under the Forward Purchase Agreement dated as of April 28, 2020 by and between CCNB1 and Neuberger Berman Opportunistic Capital Solutions Master Fund LP. The Company classifies as equity any equity-linked contracts that (1) require physical settlement or net-share settlement or (2) give the Company a choice of net-cash settlement or settlement in the Company's own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any equity-linked contracts that (1) require net-cash settlement (including a requirement to net-cash settle the contract if an event occurs and if that event is outside the Company's control) or (2) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement).

For equity-linked contracts that are classified as liabilities, the Company records the fair value of the equity-linked contracts at each balance sheet date and records the change in the statements of operations as a gain (loss) from change in fair value of warrant liability. The Company's public warrant liability is valued using a binomial lattice pricing model. The Company's private placement warrants are valued using a binomial lattice pricing model when the warrants are subject to the make-whole table, or otherwise are valued using a Black-Scholes pricing model. The Company's forward purchase warrants are valued utilizing observable market prices for public shares and warrants, relative to the present value of contractual cash proceeds. The assumptions used in preparing these models include estimates such as volatility, contractual terms, discount rates, dividend yield, expiration dates and risk-free rates.

The valuation methodologies for the warrants and forward purchase agreement included in warrant liability include certain significant unobservable inputs, resulting in such valuations classified as Level 3 in the fair value measurement hierarchy. The Company assumed a volatility based on the implied volatility of the public warrants and the Company's peer group. The Company also assumed no dividend payout.

Contingent Consideration

The contingent consideration liability is due to the issuance of the

two tranches of restricted Series B-1 and B-2 common stock and Series 1 restricted common units (RCUs) and Series 2 RCUs of E2open Holdings as part of the Business Combination. These shares and units were issued on a proportional basis to each holder of Class A shares in CCNB1 and Common Units.

In June 2021, the restricted Series B-1 common stock automatically converted into the Company's Class A common stock on a one-to-one basis and the Series 1 RCUs converted into Common Units of E2open Holdings.

These restricted shares and Common Units are treated as a contingent consideration liability under ASC 805 and valued at fair market value on the acquisition date and remeasured at each reporting date and adjusted if necessary. The assumptions used in preparing this model include estimates such as volatility, contractual terms, discount rates, dividend yield and risk-free interest rates. Any change in the fair value of the restricted shares and Common Units from the remeasurement will be recorded in gain (loss) from change in fair value of contingent consideration on the Consolidated Statements of Operations.

Self-Insurance Reserves

The Company began a self-insurance group medical program as of January 1, 2022. The program contains individual stop loss thresholds of \$

175,000 per incident and aggregate stop loss thresholds based upon the average number of employees enrolled in the program throughout the year. The amount in excess of the self-insured levels is fully insured by third party insurers. Liabilities associated with this program are estimated in part by considering historical claims experience and medical cost trends.

The Company also began a self-insurance short-term disability program as of January 1, 2022. The Company fully funds this program. Liabilities associated with this program are estimated in part by considering historical claims experience and medical cost trends.

Indemnification

The Company includes service-level commitments to its clients guaranteeing certain levels of uptime reliability and performance and permitting those clients to receive credits in the event that the Company fails to meet those levels. To date, the Company has not incurred any material costs as a result of such commitments and has not accrued any liabilities related to such obligations in the accompanying consolidated financial statements. The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of service as a director or officer. The Company maintains director and officer insurance coverage that may enable the Company to recover a portion of any future amounts paid. The Company's arrangements include provisions indemnifying clients against liabilities if the Company's products infringe a third-party's intellectual property rights. The Company has not incurred any costs as a result of such indemnifications and has not accrued any liabilities related to such obligations in the accompanying consolidated financial statements.

Noncontrolling Interest

Noncontrolling interest represents the portion of E2open Holdings that the Company controls and consolidates but does not own. The Company recognizes each noncontrolling holder's respective share of the estimated fair value of the net assets at the date of formation or acquisition. Noncontrolling interest are subsequently adjusted for the noncontrolling holder's share of additional contributions, distributions and their share of the net earnings or losses of each respective consolidated entity. The Company allocates net income or loss to noncontrolling interest based on the weighted average ownership interest during the period. The net income or loss that is not attributable to the Company is reflected in net income (loss) attributable to noncontrolling interest in the Consolidated Statements of Operations. The Company does not recognize a gain or loss on transactions with a consolidated entity in which it does not own 100% of the equity, but the Company reflects the difference in cash received or paid from the noncontrolling interest carrying amount as additional paid-in-capital.

Certain limited partnership interests, including Common Units, are exchangeable into the Company's Class A common stock. Class A common stock issued upon exchange of a holder's noncontrolling interest is accounted for at the carrying value of the surrendered limited partnership interest and the difference between the carrying value and the fair value of the Class A common stock issued is recorded to additional paid-in-capital.

Advertising Costs

Advertising costs include expenses associated with the promotion of the Company's brand, products and services to its clients. These costs include the new corporate branding in fiscal 2023, digital and social marketing related to our brand and website, company store, integrated marketing experience, on-site customer meeting and sponsorship of events. Advertising costs are expensed as incurred and included in sales and marketing expenses in the Consolidated Statements of Operations. Advertising expenses were \$

10.5
million, \$

16.2
million and \$

6.1
million for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

Severance and Exit Costs

Severance expenses consist of severance for employees that have been terminated or identified for termination. Exit costs consist of expenses associated with vacating certain facility leases prior to the lease term which generally include the remaining payments on an operating lease. Lease termination obligations are reduced by future sublease income. Severance costs related to workforce reductions are recorded when the Company has committed to a plan of termination and notified the employees of the terms of the plan.

Acquisition-Related Expenses

Acquisition-related expenses consist of third-party accounting, legal, investment banking fees, severance, facility exit costs, travel expenses and other expenses incurred solely to prepare for and execute the acquisition and integration of a business. These costs are expensed as incurred.

Share-Based Compensation

The Company measures and recognizes compensation expense for all share-based awards at fair value over the requisite service period. The Company uses the Black-Scholes option pricing model or Monte Carlo simulation model to determine the grant date fair value of options. For restricted stock grants and certain performance-based awards, fair value is determined as the average price of the Company's Class A common stock, par value \$

0.0001

per share (Class A Common Stock) on the date of grant. Certain performance-based awards are also calculated using the Monte Carlo simulation model. The determination of fair value of share-based awards on the date of grant using an option-pricing model is affected by the stock price as well as by assumptions regarding a number of subjective variables. These variables include, but are not limited to, the expected stock price volatility over the term of the awards and actual and projected employee stock option exercise behaviors.

The expected terms of the options are based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at grant date. Volatility is based on the average of historical and implied volatility of comparable companies from a representative peer group based on industry and market capitalization data as well as the Company's own stock volatility. The Company has not historically issued any dividends and does not expect to in the future.

For performance-based awards where the number of shares includes a modifier to determine the number of shares earned at the end of the performance period, the number of shares earned will depend on which range the performance attribute falls within over the performance period. The performance attributes have been revenue growth, bookings and Adjusted EBITDA or a combination thereof. The fair value of the performance-based shares with the performance attributes is determined using an intrinsic value model or Monte Carlo simulation model. In the period it becomes probable that the minimum threshold specified in the performance-based award will be achieved, the Company recognizes expense for the proportionate share of the total fair value of the award related to the vesting period that has already lapsed. The remaining fair value of the award is expensed on a straight-line basis over the balance of the vesting period. If the Company determines that it is no longer probable that it will achieve the minimum performance threshold specified in the award, all previously recognized compensation expense will be reversed in the period such determination is made.

The Company does not estimate forfeitures for share-based awards; therefore, it records compensation costs for all awards and record forfeitures as they occur.

Foreign Currency

Foreign Currency Translation

The Company's reporting currency is the U.S. dollar. The functional currency of most of the Company's foreign subsidiaries is the applicable local currency, although the Company has several subsidiaries with functional currencies that differ from their local currencies, of which the most notable exception is the subsidiary in India, whose functional currency is the U.S. dollar. Assets and liabilities are translated into U.S. dollars at the exchange rate in effect at the consolidated balance sheet date. Operating accounts are translated at an average rate of exchange for the respective accounting periods. Translation adjustments resulting from the process of translating foreign currency financial statements into U.S. dollars are reported as a component of accumulated other comprehensive income (loss). Accumulated foreign currency translation adjustments are reclassified to net income (loss) when realized upon sale or upon complete, or substantially complete, liquidation of the investment in the foreign entity.

Foreign Currency Transaction Gains and Losses

Transaction gains and losses reflected in the functional currencies are charged to income or expense at the time of the transaction.

Net transaction gain from foreign currency contracts recorded in the Consolidated Statements of Operations were \$

3.4
million, \$

1.9
million and \$

1.3
million for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

Hedging Instruments

The Company recognizes hedging instruments as either assets or liabilities in the Consolidated Balance Sheets at fair value and provides qualitative and quantitative disclosures about such hedges.

Foreign Currency Forward Contracts

The Company has international operations that expose it to potentially adverse movements in foreign currency exchange rates. To reduce the exposure to foreign currency rate changes on forecasted operating expenses, the Company enters into hedges in the form of foreign currency forward contracts related to changes in the U.S. dollar/foreign currency relationship. The Company does not use foreign currency forward contracts for speculative or trading purposes. The Company's foreign currency forward contracts are governed by an International Swaps and Derivatives Association master agreement that generally includes standard netting arrangements.

The Company is exposed to credit loss in the event of non-performance by counterparties to the foreign currency forward contracts. The Company actively monitors its exposure to credit risk, enters into foreign exchange forward contracts with high credit quality financial institutions and mitigates credit risk in hedge transactions by permitting net settlement of transactions with the same counterparty. The Company has not experienced any instances of non-performance by any counterparties.

The assets or liabilities associated with the forward contracts are recorded at fair value in prepaid expenses and other current assets, other noncurrent assets, accounts payable and accrued liabilities or other noncurrent liabilities in the Consolidated Balance Sheets. The accounting for gains and losses resulting from changes in fair value depends on the use of the foreign currency forward contract and whether it is designated and qualifies for hedge accounting. The cash flow impact upon settlement of the derivative contracts will be included in net cash from operating activities in the Consolidated Statements of Cash Flows.

To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes in future cash flows on the hedged transactions. The related gains or losses resulting from changes in fair value of these hedges is initially reported, net of tax, as a component of other comprehensive income (loss) in stockholders' equity and reclassified into operating expenses when the hedge is settled.

The Company may also enter into foreign exchange forward contracts that are not designated as hedging instruments for accounting purposes. Changes in the fair value of the foreign exchange forward contracts not designated as hedging instruments will be reported in net income (loss) as part of other income (expense).

Interest Rate Collar Agreements

The Company is exposed to interest rate risk on its floating-rate debt. The Company may enter into interest rate collar agreements to effectively mitigate a portion of its exposure to changes in interest rates. The principal objective of entering into interest rate collar agreements is to reduce the variability of interest payments associated with the floating-rate debt. The interest rate collars will be designated as cash flow hedges as they effectively convert the notional value of the Company's variable rate debt to a fixed rate if the variable rate of the Company's debt is outside of the collars' floor and ceiling rates, including a spread on the underlying debt. Changes in the fair value of interest rate collar agreements designated as cash flow hedges will be recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and settled to interest expense over the term of the contract. The Company may also enter into interest rate collar agreements that are not designated as hedging instruments for accounting purposes. Changes in the fair value of interest rate collar agreements not designated as hedging instruments will be reported in net earnings (loss) as part of interest expense.

Comprehensive Loss

Comprehensive loss includes net loss, as well as other changes in stockholders' equity that result from transactions and economic events other than those with stockholders. The Company's elements of other comprehensive income (loss) are changes in the fair value of foreign currency forward contracts, changes in the fair value of interest rate agreements and cumulative foreign currency translation adjustments.

Deferred Financing Costs

The Company capitalizes underwriting, legal and other direct costs incurred related to the issuance of debt, which are included in notes payable in the Consolidated Balance Sheets. Deferred financing costs related to notes payable are amortized to interest expense over the terms of the related debt, using the effective interest method. Upon the extinguishment of the related debt, any unamortized deferred financing costs are immediately recorded to gain/loss on extinguishment of debt.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between the consolidated financial statement carrying amounts and tax bases of assets and liabilities and operating loss and tax credit carryforwards and are measured using the enacted tax rates that are expected to be in effect when the differences reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statements of Operations in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to an amount that, in the opinion of management, is more likely than not to be realized.

The Company accounts for uncertainty of income taxes based on a more-likely-than-not threshold for the recognition and derecognition of tax positions. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers* (ASC 606), and all the related amendments. The Company generates revenue from the sale of subscriptions and professional services. The Company recognizes revenue when the client contract and associated performance obligations have been identified, the transaction price has been determined and allocated to the performance obligations in the contract, and the performance obligations have been satisfied. The Company recognizes revenue net of any taxes collected from clients, which are subsequently remitted to governmental authorities.

Subscriptions Revenue

The Company offers cloud-based on-demand software solutions, which enable its clients to have constant access to its solutions without the need to manage and support the software and associated hardware themselves. The Company houses the hardware and software in third-party facilities and provides its clients with access to software solutions, along with data security and storage, backup, and recovery services and solution support.

The Company also offers logistics as a service which employs logistics professionals to manage a company's transportation network including truck, rail, ocean and air freight as well as inbound/outbound logistics from production facilities to warehouses, retailers and end users/consumers.

The Company's contracts provide for fixed annual subscription fees. The Company's client contracts typically have a term of one to five years. The Company's enterprise client contracts have an average term of approximately three years.

The Company primarily invoices its enterprise clients for subscriptions in advance for use of the software solutions. The Company's payment terms typically require clients to pay within 30 to 90 days from the invoice date.

Subscription revenue is recognized ratably over the life of the contract. For transactional based contracts, the Company primarily recognizes revenue for these contracts when the performance obligation is fulfilled.

Professional Services and Other

Professional services and other revenue is derived primarily from fees for enabling services, including consulting and deployment services for purchased solutions. These services are often sold in conjunction with the sale of the Company's solutions. The Company provides professional services primarily on a time and materials basis, but also on a fixed fee basis. Clients are invoiced for professional services either monthly in arrears or, as with fixed fee arrangements, in advance and upon reaching project milestones. Professional services revenue is recognized over time. For services that are contracted at a fixed price, progress is generally measured based on labor hours incurred as a percentage of the total estimated hours required for complete satisfaction of the related performance obligations. For services that are contracted on time and materials or prepaid basis, progress is generally based on actual labor hours expended. These input methods (e.g., hours incurred or expended and milestone completion) are considered a faithful depiction of the Company's efforts to satisfy services contracts as they represent the performance obligation consumed by the client and performed by the Company and therefore reflect the transfer of services to a client under such contracts.

The Company enters into arrangements with multiple performance obligations, comprising of subscriptions and professional services. Arrangements with clients typically do not provide the client with the right to take possession of the software supporting the on-demand solutions. The Company primarily accounts for subscriptions and professional services revenue as separate units of accounting and allocates revenue to each deliverable in an arrangement based on a standalone selling price. The Company evaluates the standalone selling price for each element by considering prices the Company charges for similar offerings, size of the order and historical pricing practices. Other revenue primarily includes perpetual license fees, which are recognized upon delivery to the client.

Sales Commissions

The Company defers and amortizes sales commissions that are incremental and directly related to obtaining client contracts in accordance with ASC 606 and ASC 340-40, *Other Assets and Deferred Cost-Contracts with Customers*. The Company amortizes sales commissions over the period that products are expected to be delivered to clients, including expected renewals. The Company determined this period to be four years, beginning when costs are incurred. Certain sales commissions that would have an amortization period of less than a year are expensed as incurred to sales and marketing expenses.

Recent Accounting Guidance

Recently Adopted Accounting Guidance

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*. The core principle of ASC 842 is that a lessee should recognize the assets and liabilities that arise from leases. For operating leases, a lessee is required to recognize a ROU asset and a lease liability, initially measured at the present value of the lease payments, in the balance sheet. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. The accounting applied by a lessor is largely unchanged from that applied under previous U.S. GAAP. This standard was effective for calendar fiscal years beginning after December 15, 2021. Earlier application was permitted. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company adopted this standard as of March 1, 2021 utilizing the modified retrospective approach and elected a set of practical expedients that allowed us not to reassess whether contracts are or contain leases, lease classification or initial direct costs for existing leases. See Note 25, *Leases* for more information related to the Company's leases.

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which requires contract assets and contract liabilities such as deferred revenue acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606. Generally, ASU 2021-08 will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. Historically such amounts were recognized by the acquirer at fair value in acquisition accounting. ASU 2021-08 should be applied prospectively to acquisitions occurring on or after the effective date. ASU 2021-08 is effective for annual periods beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, including in interim periods. The Company adopted this guidance as part of the BluJay Acquisition, defined below, which resulted in the deferred revenue being recognized under ASC 606 instead of fair value at the acquisition date.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (ASC 326)*, which is intended to provide financial statement users with more useful information about expected credit losses on financial assets held by a reporting entity at each reporting date. This standard replaces the existing incurred loss impairment methodology with an approach that requires consideration of a broader range of reasonable and supportable forward-looking information to estimate all expected credit losses. This standard was adopted by the Company for the year ended February 28, 2022 and there was no material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*. This standard provides guidance on accounting for costs of implementation activities performed in a cloud computing arrangement that is a service contract. ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software and hosting arrangements that include an internal-use software license. The amendments in this standard should be applied either retrospectively or prospectively to all implementation costs incurred after the adoption date. The standard was adopted by the Company during the fourth quarter of fiscal 2022 on a prospective basis and did not have a material impact on its consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, *Simplifying Accounting for Income Taxes*, as part of its initiative to reduce complexity in the accounting standards. The guidance amends certain disclosure requirements that had become redundant, outdated or superseded. Additionally, this guidance amends accounting for the interim period effects of changes in tax laws or rates and simplifies aspects of the accounting for franchise taxes. ASU 2019-12 was adopted by the Company for the year ended February 28, 2022 and did not have a material effect on the Company's financial position and results of operations.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* to simplify the accounting for contract modifications made to replace LIBOR or other reference rates that are expected to be discontinued because of the reference rate reform. The guidance provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criterion are met. On January 7, 2021, the FASB issued ASU 2021-01, *Reference Rate Reform (Topic 848)*, which clarifies that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. The amendments in ASU 2021-01 are elective and apply to the Company's debt instruments that may be modified as a result of the reference rate reform. The optional expedients and exceptions can be applied to contract modifications made until December 31, 2024. During fiscal 2024, we transitioned our debt instruments from LIBOR to SOFR and our Tax Receivable Agreement liability from LIBOR plus

100 basis points to SOFR plus the applicable spread for the quarter. The change in interest rates on our debt and Tax Receivable Agreement liability did not have a material effect on our financial position or results of operations.

Recent Accounting Guidance Not Yet Adopted

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280), Improvements to Reportable Segment Disclosures* to improve reportable segment disclosure requirements through enhanced disclosures about significant segment expenses. ASU 2023-07 expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the CDM and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items and interim disclosures of a reportable segment's profit or loss and assets. All disclosure requirements of ASU 2023-07 are required for entities with a single reportable segment. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods for our fiscal years beginning after December 15, 2024, and should be applied on a retrospective basis to all periods presented. Early adoption is permitted. We are currently evaluating the effect of adopting ASU 2023-07 on our disclosures.

In December 2023, the FASB issued 2023-09, *Income Taxes (Topic 740), Improvements to Income Tax Disclosures* to enhance income tax information primarily through changes in the rate reconciliation and income taxes paid information. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. We are currently evaluating the impact of this standard on our consolidated statements and related disclosures.

3. Acquisitions

BluJay Acquisition

On May 27, 2021, the Company entered into a Share Purchase Deed (Purchase Agreement) to acquire all the outstanding equity of BluJay TopCo Limited, a private limited liability company which owned BluJay Solutions, a cloud-based logistics execution platform company (BluJay). The agreement was between the Company and BluJay and its subsidiaries (BluJay Sellers). The acquisition of BluJay (BluJay Acquisition) was completed on September 1, 2021 (Acquisition Date) and was accounted for as a business combination under ASC 805.

The cash consideration in the BluJay Acquisition was provided by \$

380.0 million in proceeds from the issuance of an incremental term loan, \$

300.0 million in private investment in public equity (PIPE) financing from institutional investors for the purchase of an aggregate of

28,909,022 shares of the Company's Class A Common Stock and cash on hand.

The following summarizes the consideration paid for the BluJay Acquisition.

(\$ in thousands)	Fair Value
Equity consideration paid to BluJay ⁽¹⁾	\$ 730,854
Cash consideration to BluJay	350,658
Preference share consideration paid to BluJay ⁽²⁾	86,190
Cash repayment of debt	334,483
Cash paid for seller transaction costs	26,686
Estimated consideration paid for the BluJay Acquisition	\$ 1,528,871

(1) Equity consideration paid to BluJay equity holders consisted of the following:

(In thousands, except per share data)	Consideration
Common shares subject to sales restriction	72,383
Fair value per share	\$ 10.097
Equity consideration paid to BluJay	\$ 730,854

(2) Represents the liability and dividends owed related to the BluJay preference shares at the time of the acquisition.

The allocation of the purchase price was recorded to the tangible and intangible assets acquired and liabilities assumed based on their fair values as of the Acquisition Date. The final purchase price allocation was as follows:

(\$ in thousands)	Final Purchase Price Allocation
Cash and cash equivalents	\$ 23,773
Account receivable, net	33,822
Other current assets	11,217
Property and equipment, net	6,503
Operating lease right-of-use assets	9,018
Intangible assets	484,800

Goodwill ⁽¹⁾	1,149,866
Non-current assets	184
Accounts payable	11,630
Current liabilities ⁽²⁾	22,878
Deferred revenue ⁽³⁾	39,283
Deferred taxes	109,350
Non-current liabilities	7,171
Total assets acquired and liabilities assumed	<u>1,528,871</u>

(1) Goodwill represents the excess of the purchase price over the estimated fair value of the identifiable net assets acquired in the BluJay Acquisition. Goodwill associated with the BluJay Acquisition was not deductible for tax purposes.

(2) Current liabilities include a \$

2.7 million deferred acquisition liability that was acquired related to a prior acquisition by BluJay. The deferred acquisition liability was a fixed amount that was determined at the closing of the acquisition and payable after a certain period of time. The deferred acquisition liability was paid in December 2021.

(3) The deferred revenue was recorded under ASC 606 in accordance with ASU 2021-08, *Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*; therefore, a reduction in deferred revenues related to the estimated fair values of the acquired deferred revenues was not required.

The fair value of the intangible assets was as follows:

(\$ in thousands)	Useful Lives	Fair Value
Trade name	1	3,800
Developed technology ⁽¹⁾	5.9	301,000
Client relationships ⁽²⁾	3	180,000
Total intangible assets		<u>484,800</u>

(1) The developed technology represents technology developed by BluJay and acquired by E2open, which was valued using the multi-period excess earnings method, a form of the income approach considering technology migration.

(2) The client relationships represent the existing client relationships of BluJay and acquired by E2open that was estimated by applying the with-and-without methodology, a form of the income approach.

The Company incurred \$

33.7

million of expenses directly related to the BluJay Acquisition during the year ended February 28, 2022 which were included in acquisition-related expenses in the Consolidated Statements of Operations. Included in these expenses were \$

13.4

million acquisition-related advisory fees which were incurred on the Acquisition Date. In addition, the Company paid \$

10.4

million of debt issuance costs associated with the \$

380.0

million incremental term loan on the Acquisition Date which were capitalized and recorded as a reduction of the outstanding debt balances. At the closing of the BluJay Acquisition, the Company paid \$

7.1

million in fees related to the \$

300.0

million PIPE financing which were recorded as a reduction to the proceeds from the issuance of Class A Common Stock in the Consolidated Statements of Stockholders' Equity. Additionally, the Company paid \$

26.7

million of acquisition-related advisory fees and other expenses related to the BluJay Acquisition on behalf of BluJay. These expenses were part of the purchase price consideration and not recognized as expense in the Company's or BluJay's Consolidated Statements of Operations.

Logistyx Acquisition

On March 2, 2022, E2open, LLC acquired all of the issued and outstanding membership interests of Logistyx Technologies, LLC, a private limited liability company which connects top retailers, manufacturers and logistics providers to more than 550 in-network carriers with strategic parcel shipping and omni-channel fulfillment technology (Logistyx). The purchase price was \$

185

million, with an estimated fair value of \$

183.4

million, including \$

90

million paid in cash at closing (Logistyx Acquisition). An additional \$

95

million, which was subject to standard working capital adjustments and other contractual provisions, was paid in two installments on May 31, 2022 and September 1, 2022. The Company had the option to finance the remaining payments, at its discretion, through cash or a combination of cash and Class A Common Stock. The May 31, 2022 payment of \$

37.4

million was paid in cash.

On September 1, 2022, E2open, LLC made a cash payment of \$

54.0

million to Logistyx as the final installment payment for the Logistyx Acquisition which reflected a working capital adjustment of \$

3.6

million. The Logistyx sellers disputed the working capital adjustment pursuant to the terms of the Membership Interest Purchase Agreement. During October 2022, the parties agreed to a working capital adjustment of \$

2.6

million. The additional \$

1.1

million payment for working capital was made to Logistyx on December 5, 2022.

The Logistyx Acquisition was accounted for as a business combination under ASC 805.

The following summarizes the consideration paid for the Logistyx Acquisition.

(\$ in thousands)	Fair Value
Cash consideration to Logistyx at fair value	\$ 153,090

Cash repayment of debt	29,777
Cash paid for seller transaction costs	489
Working capital adjustment	2,550
Estimated consideration paid for the Logistyx Acquisition	<u>180,806</u>

The allocation of the purchase price was recorded to the tangible and intangible assets acquired and liabilities assumed based on their fair values as of March 2, 2022. The final purchase price allocation was as follows:

(\$ in thousands)	Final Purchase Price Allocation
Cash and cash equivalents	\$ 1,563
Account receivable, net	5,332
Other current assets	3,335
Property and equipment, net	144
Intangible assets	66,800
Goodwill ⁽¹⁾	123,746
Non-current assets	619
Accounts payable	5,897
Current liabilities	3,931
Deferred revenue ⁽²⁾	10,747
Non-current liabilities	158
Total assets acquired and liabilities assumed	\$ 180,806

(1) Goodwill represents the excess of the purchase price over the estimated fair value of the identifiable net assets acquired in the Logistyx Acquisition. Goodwill associated with the Logistyx Acquisition was deductible for tax purposes at the U.S. entity level.

(2) The deferred revenue was recorded under ASC 606 in accordance with ASU 2021-08, *Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*; therefore, a reduction in deferred revenues related to the estimated fair values of the acquired deferred revenues was not required.

The fair value of the intangible assets was as follows:

(\$ in thousands)	Useful Lives	Fair Value
Trade name	1	\$ 500
Developed technology ⁽¹⁾	6.4	33,500
Client relationships ⁽²⁾	13	32,000

	2.5	800
Backlog ⁽³⁾		
Total intangible assets		<u>66,800</u>

(1) The developed technology represents technology developed by Logistyx and acquired by E2open, which was valued using the multi-period excess earnings method, a form of the income approach considering technology migration.

(2) The client relationships represent the existing client relationships of Logistyx and acquired by E2open that was estimated by applying the with-and-without methodology, a form of the income approach.

(3) The backlog represents the present value of future cash flows from contracts with clients where service has not been performed and billing has not occurred.

The Company incurred \$

4.1
million (\$)

0.7
million as of February 28, 2022) of expenses directly related to the Logistyx Acquisition through February 28, 2023 which are included in acquisition-related expense in the Condensed Consolidated Statements of Operations. Included in these expenses were \$

1.6
million acquisition-related advisory fees which were incurred on March 2, 2022. At the closing of the Logistyx Acquisition, E2open, LLC paid \$

0.5
million of acquisition-related advisory fees and other expenses related to the Logistyx Acquisition on behalf of Logistyx. These expenses were part of the purchase price consideration and not recognized as expense in E2open, LLC's or Logistyx's Condensed Consolidated Statements of Operations.

The Company does not disclose the actual results of acquired companies post-acquisition. E2open integrates the operations of acquired companies, therefore making it impractical to report separate results.

4. Related Party Transactions

The completion of the Business Combination resulted in related party relationships between CCNB1 and many of the selling members of E2open Holdings as a continued affiliation exists between many of the parties and several of the selling members are current members of E2open's board of directors. Additionally, the BluJay Acquisition also resulted in related party relationships between the Company and BluJay Sellers as a continued affiliation exists and each selling owner group has the option to have one member on E2open's board of directors.

Investor Rights Agreement

The Company entered into the Investor Rights Agreement with the completion of the Business Combination. The director appointment rights under the Investor Rights Agreement will terminate as to a party when such party, together with its permitted transferees, has less than certain ownership thresholds (with respect to the affiliates of Insight Partners, the greater of 33% of the economic interests in the Company that such affiliates of Insight Partners owned immediately after the Closing Date and 2% of the Company's voting securities, and with respect to CC Capital (on behalf of the Sponsor), less than 17% of the economic interests in the Company that it owned immediately after the Closing Date). Insight Partners is the predecessor controlling unitholder of E2open Holdings and represents entities affiliated with Insight Venture Management, LLC. The registration rights in the Investor Rights Agreement will terminate as to each holder of the Company's shares of common stock when such holder ceases to hold any of the Company's common stock or securities exercisable or exchangeable for the Company's common stock.

The Investor Rights Agreement was amended and restated to add certain of BluJay's existing stockholders as parties, including certain affiliates of Francisco Partners and Temasek Holdings (Private) Limited (Temasek). The Investor Rights Agreement provides Francisco Partners and Temasek the right to nominate one member each to the Company's board of directors. Mr. Deep Shah, nominated by Francisco Partners, and Mr. Martin Fichtner, nominated by Temasek, became directors on September 1, 2021. Mr. Shah resigned from the board of directors on February 7, 2024 and was not replaced as the board of directors decreased the size of the board to eight members on February 8, 2024. Francisco Partners has retained the right to appoint a director at a future date.

See Note 12, *Tax Receivable Agreement* and Note 21, *Noncontrolling Interest* for additional related party disclosures.

5. Accounts Receivable

Accounts Receivable, net consisted of the following:

	February 29, 2024	February 28, 2023
(\$ in thousands)		
Accounts receivable		
	\$ 144,253	\$ 153,618
Unbilled receivables		
	23,890	25,481
Less: Allowance for credit losses	(6,587)	(4,290)
Accounts receivable, net	<u>161,556</u>	<u>174,809</u>

Unbilled receivables represent revenue recognized for performance obligations that have been satisfied but for which amounts have not been billed, which the Company also refers to as contract assets.

Account balances are written off against the allowance for credit losses when the Company believes that it is probable that the receivable balance will not be recovered.

The allowance for credit losses was comprised of the following:

(\$ in thousands)	Amount
Balance, February 28, 2021	\$ 908
BluJay Acquisition	1,779
Additions	1,917
Write-offs	1,549
Balance, February 28, 2022	3,055
Logistyx Acquisition	267
Additions	2,185
Write-offs	1,217
Balance, February 28, 2023	4,290
Additions	5,653
Write-offs	3,356
Balance, February 29, 2024	<u>6,587</u>

6. Prepaid and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

(\$ in thousands)	February 29, 2024	February 28, 2023
Prepaid software and hardware license and maintenance fees	\$ 9,599	\$ 9,103
Income and other taxes receivable	4,759	4,618
Prepaid insurance	1,667	1,337
Deferred commissions	7,421	4,771
Prepaid marketing	1,073	1,037

Security deposits	1,251	2,377
Certificates of deposits	501	—
Other prepaid expenses and other current assets	2,572	1,957
Total prepaid expenses and other current assets	<u>28,843</u>	<u>\$ 25,200</u>

Amortization of software licenses held under financing leases is included in cost of revenue and operating expenses. Prepaid maintenance, services and insurance are expensed over the term of the underlying agreements.

7. Goodwill

The Company tests goodwill for impairment on an annual basis or whenever events or changes occur that would more-likely-than not reduce the fair value of a reporting unit below its carrying value between annual impairment tests. As the Company has only

one reporting unit, any goodwill impairment assessment is performed at the Company level.

During the first and third quarters of fiscal 2024 and second and fourth quarters of fiscal 2023, the market price of E2open's Class A Common Stock and market capitalization declined significantly. The Company also experienced slowing growth and lowered projections for net sales and net operating margins due to lower than anticipated new bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors. These factors resulted in the Company determining that triggering events occurred, and goodwill impairment assessments were performed.

The fair value of E2open was calculated using an equally weighted combination of three different methods: discounted cash flow method, guideline public company method and guideline transaction method. The discounted cash flow method was based on the present value of estimated future cash flows which were based on management's estimates of projected net sales, net operating income margins and terminal growth rates, taking into consideration market and industry conditions. The discount rate used was based on the weighted-average cost of capital adjusted for the risk, size premium and business-specific characteristics related to projected cash flows. Under the guideline public company method, the fair value was based on the Company's current and forward-looking earnings multiples using management's estimates of projected net sales and adjusted EBITDA margins with consideration of market premiums. The unobservable inputs used to measure the fair value included projected net sales, forecasted adjusted EBITDA margins, weighted average cost of capital, normalized working capital level, capital expenditures assumptions, profitability projections, determination of appropriate market comparison companies and terminal growth rates. Under the guideline transaction method, the fair value was based on pricing multiples derived from recently sold companies with similar characteristics to E2open taking into consideration management's estimates of projected net sales and net operating income margins.

The three approaches generated similar results and indicated that the fair value of E2open's equity and goodwill was less than its carrying amounts. Therefore, during the fiscal years ended February 29, 2024 and February 28, 2023, the Company recognized impairment charges of \$

1,097.7
million and \$

901.6
million, respectively.

The Company did

no
record a goodwill impairment charge for the fiscal year ended February 28, 2022.

The following tables present the changes in goodwill:

(\$ in thousands)	Amount
Balance, February 28, 2022	
BluJay Acquisition adjustment ⁽¹⁾	\$ 3,756,871
Logistyx Acquisition ⁽²⁾	5,455)
Impairment charge	123,746 (
Disposition ⁽³⁾	901,566)
Currency translation adjustment	1,306)
	44,483)
Balance, February 28, 2023	2,927,807
Impairment charge	1,097,741)
Currency translation adjustment	13,411)
Balance, February 29, 2024	\$ 1,843,477

(1) Represents a purchase price adjustment to the goodwill acquired in the BluJay Acquisition as of September 1, 2021. See Note 3, *Acquisitions* for additional information.

(2) Represents the goodwill acquired in the Logistyx Acquisition as of March 2, 2022 and subsequent purchase price adjustments. See Note 3, *Acquisitions* for additional information.

(3) Represents the goodwill that was sold as part of the subsidiary disposition in February 2023.

8. Intangible Assets, Net

The Company tests its indefinite-lived intangible asset for impairment on an annual basis or whenever events or changes occur that would more-likely-than not reduce the fair value of the indefinite-lived intangible asset below its carrying value between annual impairment tests. As the Company has only one reporting unit, any indefinite-lived intangible asset assessment is performed at the Company level.

During the first and third quarters of fiscal 2024, the market price of E2open's Class A Common Stock and market capitalization declined significantly. The Company also lowered its projections for net sales and net operating margins due to lower than anticipated new bookings, lower revenue from tiered contracts, higher than expected churn and macroeconomic impacts primarily in the technology, freight and transportation sectors. These factors resulted in the Company determining that a triggering event occurred, and interim indefinite-lived intangible asset impairment assessments were performed.

The fair value of the indefinite-lived intangible asset was calculated using the relief from royalty payments method which is based on management's estimates of projected net sales and terminal growth rates, taking into consideration market and industry conditions. The royalty rate used was based on royalty rates of companies with similar characteristics to E2open. The discount rate used was based on the weighted-average cost of capital adjusted for the risk, size premium and business-specific characteristics related to projected net sales.

The interim assessments indicated that the fair value of the Company's indefinite-lived intangible asset was less than its carrying amount; therefore, during the fiscal year ended February 29, 2024, the Company recognized an impairment charge of \$

34.0 million to intangible assets, net, for the indefinite-lived trademark / trade name.

The Company did

no

to record an indefinite-lived intangible asset impairment charge for the years ended February 28, 2023 and 2022.

Intangible assets, net consisted of the following:

			February 29, 2024		
		Weighted Average Useful Life	Cost	Accumulated Amortization	Net
(\$ in thousands)					
Indefinite-lived:					
Trademark / Trade name	Indefinite	\$ 76,000	\$ —	\$ 76,000	
Definite-lived:					
Client relationships	13.7	502,722	194,001	308,721	
Technology	7.3	691,573	270,051	421,522	
Content library	10.0	50,000	15,372	34,628	
Trade name	1.0	3,997	3,997	—	
Backlog	2.5	800	640	160	
Total definite-lived		1,249,092	484,061	765,031	
Total intangible assets		\$ 1,325,092	\$ 484,061	\$ 841,031	
			February 28, 2023		
		Weighted Average Useful Life	Cost	Accumulated Amortization	Net
(\$ in thousands)					
Indefinite-lived:					
Trademark / Trade name	Indefinite	\$ 110,000	\$ —	\$ 110,000	
Definite-lived:					
Client relationships					
Technology	13.8	500,975	118,520	382,455	
Content library	7.3	688,739	170,178	518,561	
Trade name	10.0	50,000	10,372	39,628	
	1.0	3,843	3,843	—	

			(
	2.5	800	320	480
Backlog)	
Total definite-lived			(
		1,244,357	303,233	941,124
Total intangible assets)	
		1,354,357	303,233	1,051,124
	<u>\$</u>	<u>\$</u>	<u>\$</u>	

The e2open trade name and various trademarks are indefinite-lived. Acquired trade names are definite-lived as over time the Company rebrands acquired products and services as e2open.

During February 2023, net client relationships and technology of \$

0.7
million and \$

1.6
million, respectively, were sold as part of the subsidiary disposition.

Amortization of intangible assets is recorded in cost of revenue and operating expenses in the Consolidated Statements of Operations. The Company recorded amortization expense related to intangible assets of \$

178.9
million, \$

181.3
million and \$

120.2
million for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

The weighted-average remaining amortization period for the definite-lived intangible assets was 8.9 years as of February 29, 2024.

Future amortization of intangibles is as follows for the fiscal years ending:

(\$ in thousands)	Amount
2025	\$ 148,194
2026	117,151
2027	117,151
2028	92,258
2029	69,514
Thereafter	220,763
Total future amortization	\$ 765,031

9. Property and Equipment, Net

Property and equipment, net consisted of the following:

(\$ in thousands)	February 29, 2024	February 28, 2023
Computer equipment	\$ 63,416	\$ 52,296
Software	27,038	26,430
Software development costs	53,613	35,631
Furniture and fixtures	2,719	3,032
Leasehold improvements	9,063	9,203
Gross property and equipment	155,849	126,592
Less accumulated depreciation and amortization	(88,672)	(54,116)
Property and equipment, net	\$ 67,177	\$ 72,476

Computer equipment and software include assets held under financing leases. Amortization of assets held under financing leases is included in depreciation expense. See Note 25, *Leases* for additional information regarding the Company's financing leases.

Depreciation expense was \$

35.8
million, \$

31.9
million and \$

22.4
million for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

The Company recognized \$

9.3
million, \$

5.6
million and \$

3.0
million of amortization of capitalized software development costs for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

Property and equipment, net by geographic regions consisted of the following:

(\$ in thousands)	February 29, 2024	February 28, 2023
Americas	\$ 56,738	\$ 60,154
Europe	5,832	7,728

Asia Pacific

	4,607	4,594
Property and equipment, net	<u>67,177</u>	<u>72,476</u>

No material gains or losses on disposal of property and equipment were recorded during the fiscal years ended February 29, 2024 and February 28, 2023 and 2022.

10. Investments

In February and May 2022, the Company made

two

minority investments of \$

2.5

million each in a private firm focused on supply chain financing for a total investment of \$

5.0 million. The Company incurred \$

0.5 million of transaction fees related to this investment in May 2022.

This minority investment does not have a readily determinable fair value; therefore, the Company elected the measurement alternative for its minority investment. The investment is measured at cost, less impairment and adjusted for qualifying observable price changes and recorded in other noncurrent assets in the Consolidated Balance Sheets.

The Company regularly evaluates the carrying value of its investment for impairment and whether any events or circumstances are identified that would significantly harm the fair value of the investment. In the event a decline in fair value is less than the investment's carrying value, the Company will record an impairment charge in other income (expense) in the Consolidated Statements of Operations.

The Company has

no
t recorded any impairment charges related to investments.

11. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consisted of the following:

	February 29, 2024	February 28, 2023
(<i>\$ in thousands</i>)		
Accrued compensation	\$ 34,982	\$ 40,365
Trade accounts payable	29,678	32,859
Accrued professional services	5,712	3,346
Client deposits	2,558	2,574
Accrued severance and retention	1,530	937
Accrued litigation	1,399	400
Interest payable	—	5,324
Tax receivable agreement liability	1,791	—
Other	12,944	11,686
Total accounts payable and accrued liabilities	<u>90,594</u>	<u>97,491</u>

12. Tax Receivable Agreement

The Tax Receivable Agreement will continue until all such tax benefits have been utilized or expired unless E2open Holdings exercises its right to terminate the Tax Receivable Agreement for an amount representing the present value of anticipated future tax benefits under the Tax Receivable Agreement or certain other accelerated events occur.

Quarterly tax distributions will be paid to the holders of Common Units on a pro rata basis based upon an agreed upon formula related to the taxable income of E2open Holdings allocable to holders of Common Units. Generally, these tax distributions will be computed based on the taxable income of E2open Holdings allocable to each holder of Common Units (based on certain assumptions), multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate prescribed for a U.S. corporation organized under the laws of the State of Delaware, taking into account all jurisdictions in which the Company is required to file income tax returns together with the relevant apportionment information and the character of E2open Holdings' income, subject to various adjustments.

Significant inputs and assumptions were used to estimate the future expected payments including the timing of the realization of the tax benefits, a tax rate of

24.1
% and an imputed rate of

7

% based on the Company's cost of debt plus an incremental premium at the closing of the Business Combination. Changes in any of these or other factors are expected to impact the timing and amount of gross payments. The fair value of these obligations will be accreted to the amount of the gross expected obligation. In addition, if E2open Holdings were to exercise its right to terminate the Tax Receivable Agreement or certain other acceleration events occur, E2open Holdings would be required to make immediate cash payments. Such cash payments would equal the present value of the assumed future realized tax benefits based on a set of assumptions and using an agreed upon discount rate, as defined in the Tax Receivable Agreement. The early termination payment may be made significantly in advance of the actual realization, if any, of those future tax benefits. Such payments would be calculated based on certain assumptions, including that E2open Holdings has sufficient taxable income to utilize the full amount of any tax benefits subject to the Tax Receivable Agreement over the period specified therein. The payments that E2open Holdings will be required to make will generally reduce the amount of the overall cash flow that might have otherwise been available, but the Company expects the cash tax savings it will realize from the utilization of the related tax benefits will exceed the amount of any required payments.

The Tax Receivable Agreement liability was \$

69.7

million as of February 29, 2024 and February 28, 2023, which represents the current and long-term portion of the liability. The determination of current and long-term is based on management's estimate of taxable income for the fiscal year and the determination that a Tax Receivable Agreement is due and payable within the next twelve months.

The tax rate used in the calculation was

23.7
% and

24.2
% as of February 29, 2024 and February 28, 2023, respectively. The discount rate used for the ASC 805 calculation was

9.0
% and

9.7
% as of February 29, 2024 and February 28, 2023, respectively, based on the cost of debt plus an incremental premium. During the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, a gain of \$

2.2
million, loss of \$

2.9
million and loss of \$

0.2
million, respectively, was recorded as a change in the Tax Receivable Agreement liability related to the ASC 805 discounted liability. During the fiscal years ended February 29, 2024 and February 28, 2023, the Tax Receivable Agreement liability under ASC 450 increased by \$

2.2
million and \$

0.3
million, respectively, related to exchanges of Common Units for Class A Common Stock with a corresponding charge to equity. No payments have been made to any Tax Receivable Agreement holders of E2open Holdings as of February 29, 2024.

13. Notes Payable

Notes payable outstanding were as follows:

(\$ in thousands)	February 29, 2024	February 28, 2023
2021 Term Loan		
	\$ 1,067,238	\$ 1,078,200
Other notes payable	748	492
Total notes payable	1,067,986	1,078,692
Less unamortized debt issuance costs	(19,091)	(23,912)
Total notes payable, net	1,048,895	1,054,780
Less current portion	(11,272)	(11,144)
Notes payable, less current portion, net	\$ 1,037,623	\$ 1,043,636

2021 Term Loan and Revolving Credit Facility

In February 2021, E2open, LLC, a subsidiary of the Company, entered into a credit agreement (Credit Agreement) that provided for \$

525.0 million in term loans (2021 Term Loan) and \$

75.0 million in commitments for revolving credit loans (2021 Revolving Credit Facility) with a \$

15.0 million letter of credit sublimit. In September 2021, the Credit Agreement was amended to include a \$

380.0 million incremental term loan, an increase in the letter of credit sublimit from \$

15.0 million to \$

30.0 million and an increase in the 2021 Revolving Credit Facility from \$

75.0 million to \$

155.0 million. In April 2022, the Credit Agreement was amended to include a \$

190.0 million incremental term loan.

The 2021 Revolving Credit Facility will mature on February 4, 2026. E2open, LLC can request increases in the revolving commitments and additional term loan facilities, in minimum amounts of \$

2.0 million for each facility. Principal payments are due on the Credit Agreement the last day of February, May, August and November commencing August 2021. The Credit Agreement was payable in quarterly installments of \$

1.3 million beginning in August 2021; however, the payments were increased to \$

2.3 million with the addition of the incremental term loan beginning in November 2021. The payment increased to \$

2.7

million with the addition of the \$

190.0

million incremental term loan beginning in May 2022. The Credit Agreement is payable in full on February 4, 2028 .

The interest rates applicable to borrowings under the Credit Agreement are, at E2open, LLC's option, either (1) a base rate, which is equal to the greater of (a) the Prime rate, (b) the Federal Reserve Bank of New York rate plus

0.5

% and (c) the adjusted Eurocurrency Rate for a one month interest period plus 1% or (2) the adjusted Eurocurrency rate equal to the adjusted Eurocurrency rate for the applicable interest period multiplied by the statutory reserve rate, plus in the case of each of clauses (1) and (2), the Applicable Rate. The Applicable Rate (1) for base rate term loans ranges from

2.25
% to

2.50
% per annum, (2) for base rate revolving loans ranges from

1.50
% to

2.00
% per annum, (3) for Eurodollar term loans ranges from

3.25
% to

3.50
% per annum and (4) for Eurodollar revolving loans ranges from

2.50
% to

3.00
% per annum, in each case, based on the first lien leverage ratio. E2open, LLC will pay a commitment fee during the term of the Credit Agreement ranging from

0.25
% to

0.375
% per annum of the average daily undrawn portion of the revolving commitments based on the First Lien Leverage Ratio which represents the ratio of the Company's secured consolidated total indebtedness to the Company's consolidated EBITDA as specified in the Credit Agreement.

Beginning July 1, 2023, the Eurocurrency Rate ceased to be applicable and was replaced by the SOFR Rate. The adjusted SOFR Rate shall be the SOFR Rate plus

0.11448
% for a one-month interest rate loan,

0.26161
% for a three-month interest rate loan and

0.42826
% for a six-month interest rate loan. The Applicable Rate for SOFR Rate term loans shall range from

3.25
% to

3.50
% and revolving loans shall range from

2.50
% to

3.00
% based on the first lien leverage ratio. The Company can also borrow using a Sterling Overnight Index Average (SONIA) rate. The Applicable Rate for SONIA rate revolving loans shall range from

2.50
% to

3.00
%.

The Credit Agreement may be repaid, in whole or in part, at any time and from time to time without any other premium or penalty, and any amounts repaid under the revolving credit facility may be reborrowed. Mandatory prepayments are required in connection with (1) certain dispositions of assets or the occurrence of other Casualty Events, in each case, to the extent the proceeds of such dispositions exceed certain individual and aggregate thresholds and are not reinvested, (2) unpermitted debt transactions and (3) excess cash flow in excess of \$

10.0
million.

The Credit Agreement is guaranteed by E2open Intermediate, LLC, a subsidiary of the Company, and certain wholly owned subsidiaries of E2open, LLC, as guarantors, and is supported by a security interest in substantially all of the guarantors' personal property and assets. The Credit Agreement contains certain customary events of defaults, representations and warranties as well as affirmative and negative covenants.

Borrowings under the Credit Agreements may be used for working capital and other general corporate purposes, including capital expenditures, permitted acquisitions and other investments, restricted payments and the refinancing of indebtedness, and any other use not prohibited by the Loan Documents.

As of February 29, 2024 and February 28, 2023, there were \$

1,067.2
million and \$

1,078.2
million outstanding under the 2021 Term Loan, respectively, at an interest rate of

8.95
% and

8.08
, respectively. The interest rates on the 2021 Term Loan were based on SOFR plus

350
basis points and LIBOR plus

350
basis points as of February 29, 2024 and February 28, 2023, respectively. There were

no

outstanding borrowings, no letters of credit and \$

155.0

million available borrowing capacity under the 2021 Revolving Credit Facility as of February 29, 2024 and February 28, 2023.

The Company was in compliance with the First Lien Leverage Ratio for the Credit Agreement as of February 29, 2024 and February 28, 2023.

Beginning in March 2023, the Company entered into zero-cost interest rate collars in the notional amount of \$

300.0
million to hedge its exposure to fluctuations in interest rates on the variable rate debt on a portion of its 2021 Term Loan. See Note 15, *Financial Instruments* for additional information.

During the years ended February 29, 2024 and February 28, 2023 and 2022, the Company recognized \$

101.6
million, \$

70.8
million and \$

33.1
million, respectively, of interest expense related to its outstanding debt in the Consolidated Statements of Operations including the amortization of deferred financing fees.

The following table sets forth principal payment obligations of the Company's notes payable for the fiscal years ending:

(\$ in thousands)	Amount
2025	11,272
2026	\$ 11,264
2027	11,099
2028	1,034,351
2029	—
Thereafter	—
Total minimum payments	1,067,986

Less current portion	(	11,272)
Notes payable, less current portion		1,056,714	\$

14. Contingent Consideration

Business Combination

The contingent consideration liability is due to the issuance of Series B-1 and B-2 common stock and Series 1 and Series 2 RCUs of E2open Holdings as part of the Business Combination. These shares and units were issued on a proportional basis to each holder of Class A shares in CCNB1 and Common Units of E2open Holdings. These restricted shares and Common Units are treated as a contingent consideration liability under ASC 805 and valued at fair market value. The contingent consideration liability was recorded at fair value on the acquisition date and is remeasured at each reporting date and adjusted if necessary. Any gain or loss recognized from the remeasurement is recorded in gain (loss) from change in fair value of contingent consideration on the Consolidated Statements of Operations as a nonoperating income (expense) as the change in fair value is not part of the Company's core operating activities.

The contingent consideration liability was \$

18.0
million and \$

29.5
million as of February 29, 2024 and February 28, 2023, respectively. The fair value remeasurements resulted in a gain of \$

11.5
million, a gain of \$

16.0
million and a loss of \$

56.1
million for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively.

Except as required by law, the holders of the Class B common stock are not entitled to any voting rights with respect to such Class B common stock. Dividends and other distributions will be declared simultaneously with any dividend on shares of Class A Common Stock and ratably for the holders of Class B common stock, provided that no such dividends will be paid on any share of Class B common stock until the conversion of such share into Class A Common Stock, if any, at which time all accrued dividends will be paid.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company's affairs, the holders of Class B common stock are not entitled to receive any assets of the Company (other than to the extent such liquidation, dissolution or winding up constitutes a conversion event (as defined in the Sponsor Side Letter Agreement), in which case such Class B common stock shall, in accordance with the certificate of incorporation, automatically convert to Class A Common Stock and the holders of such resulting Class A Common Stock shall be treated as a holder of Class A Common Stock).

The shares of Series B-1 common stock, including the Sponsor Side Letters shares noted below, automatically convert into the Company's Class A Common Stock on a one-to-one basis upon the occurrence of the first day on which the 5-day volume-weighted average price (VWAP) of the Company's Class A Common Stock is equal to at least \$

13.50
per share; provided, however, that the reference to \$

13.50
per share shall be decreased by the aggregate per share amount of dividends actually paid in respect of a share of Class A Common Stock following the closing of the Business Combination.

As of June 8, 2021, the 5-day daily per share VWAP of the Class A Common Stock exceeded \$

13.50
per share which was the triggering event for the Series B-1 common stock to automatically convert into the Company's Class A Common Stock on a one-to-one basis. As such,

8,120,273
shares of Series B-1 common stock converted into

8,120,273
shares of Class A Common Stock. There were

94

shares of Series B-1 common stock pending conversion as of February 29, 2024 and February 28, 2023.

There were

3,372,184

shares of Series B-2 common stock outstanding as of February 29, 2024 and February 28, 2023. The Series B-2 common stock will automatically convert into Class A Common Stock on a one-to-one basis upon the occurrence of the first day on which the 20-day VWAP is equal to at least \$

15.00
per share; provided, however, that the reference to \$

15.00
per share shall be decreased by the aggregate per share amount of dividends actually paid in respect of a share of Class A Common Stock following the closing of the Business Combination. If any of the Series B-2 common stock does not vest on or before the 10-year anniversary of the Closing Date, such common stock will be canceled for no consideration.

Similar to the Series B-1 common stock, the

4,379,557
shares of Series 1 RCUs vest and become Common Units of E2open Holdings at such time as the 5-day VWAP of the Class A Common Stock is at least \$

13.50
per share; however, the \$

13.50
per share threshold will be decreased by the aggregate amount of dividends per share paid following the closing of the Business Combination.

As of June 8, 2021, the 5-day VWAP of the Class A Common Stock exceeded \$

13.50
per share which was the triggering event for the Series 1 RCUs to vest and become Common Units of E2open Holdings. As such,

4,379,557
Series 1 RCUs became

4,379,557
Common Units of E2open Holdings along with entitling the holders of the newly vested Common Units to

4,379,557
shares of Class V common stock, par value \$

0.0001
per share (Class V Common Stock). Catch-Up Payments were not required as a result of the Series 1 RCU vesting.

There were

2,627,724

shares of Series 2 RCUs outstanding as of February 29, 2024 and February 28, 2023. Similar to the Series B-2 common stock, the Series 2 RCUs will vest (a) at such time as the 20-day VWAP of the Class A Common Stock is at least \$

15.00
per share; however, the \$

15.00
per share threshold will be decreased by the aggregate amount of dividends per share paid following the closing of the Business Combination; (b) upon the consummation of a qualifying change of control of the Company or Sponsor and (c) upon the qualifying liquidation defined in the limited liability company agreement.

Upon the conversion of an RCU, the holder of such RCU will be entitled to receive a payment equal to the amount of ordinary distributions paid on an E2open Holdings unit from the Closing Date through (but not including) the date such RCU converts into an E2open Holdings unit. If any of the RCUs do not vest on or before the 10-year anniversary of the Closing Date, such units will be canceled for no consideration, and will not be entitled to receive any Catch-Up Payments.

The Company has not paid any dividends to date and does not expect to in the future.

Sponsor Side Letter

In connection with the execution of the Business Combination Agreement, the Sponsor, certain investors and CCNB1's Independent Directors entered into the Sponsor Side Letter Agreement with CCNB1. Under the Sponsor Side Letter Agreement,

2,500,000
Class B ordinary shares of CCNB1 held by the Sponsor and CCNB1's Independent Directors were automatically converted into

2,500,000
shares of Series B-1 Common Stock, which, collectively, are referred to as the Restricted Sponsor Shares. The vesting conditions of the shares of Series B-1 Common Stock mirror the Series 1 RCUs.

These restricted shares were treated as a contingent consideration liability under ASC 805 and valued at fair market value. The contingent consideration liability was recorded at a fair value of \$

26.0

million on the acquisition date and remeasured at each reporting date and adjusted, as necessary. Any gain or loss recognized from the remeasurement was recognized in gain (loss) from change in fair value of contingent consideration on the Consolidated Statements of Operations as a nonoperating income (expense) as the change in fair value was not a core operating activity of the Company.

The contingent consideration liability was \$

21.4

million as of February 28, 2021. As of June 8, 2021, the 5 -day VWAP of the Company's Class A Common Stock exceeded \$

13.50

per share which was triggering event for the Series B-1 common stock to automatically convert into Class A Common Stock on a one-to-one basis. The fair value remeasurements through June 8, 2021 resulted in a loss of \$

13.7

million for the fiscal year ended February 28, 2022.

15. Financial Instruments

Cash Flow Hedging Activities

Foreign Exchange Forward Contracts

The Company's foreign exchange forward contracts are designed and qualify as cash flow hedges. The contracts currently hedge the U.S. dollar/Indian rupee relationship with the duration of these forward contracts ranging from one-month to 24-months at inception. These contracts cover a portion of the Company's spend in Indian rupees. The Company has not hedged its exposure to revenue or expenses in other currencies.

As of February 29, 2024, the Company's foreign exchange forward contracts have durations of approximately 6 months or less.

The Company's exposure to the market gains or losses will vary over time as a function of currency exchange rates. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

The following table represents the Consolidated Balance Sheets location and amount of the foreign currency forward contract fair values:

(\$ in thousands)	February 29, 2024	February 28, 2023
Prepaid expenses and other current assets	\$ 46	\$ —
Accounts payable and accrued liabilities	\$ —	\$ (659)
Other noncurrent liabilities	\$ —	\$ 197

The Company estimates the \$

0.1

million, net of tax, of gains on forward exchange currency derivative instruments included in other comprehensive loss will be settled and reclassified into earnings within the next six months.

The Company reports its foreign exchange forward contract assets and liabilities on a net basis in the Consolidated Balance Sheets when a master-netting arrangement exists between it and the counterparty to the contract. A standard master netting agreement exists between the Company and the counterparty to the foreign exchange forward contract entered into in August 2022. The agreement allows for multiple transaction payment netting and none of the netting arrangements involve collateral. As of February 29, 2024, all of the foreign exchange forward contracts are in an asset position.

Interest Rate Collar Agreements

The Company's interest rate collar agreements (Collars) are designed and qualify as cash flow hedges. The Collars help manage the Company's exposure to fluctuations in interest rates on the variable rate debt on a portion of the 2021 Term Loan. Changes in the fair value of the Collars designated as cash flow hedges will be recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and settled to interest expense over the term of the contracts.

On March 17, 2023, the Company entered into a Collar, effective March 31, 2023, with a notional amount of \$

200.0

million and a maturity date of March 31, 2026. The executed cap was

4.75

% and the floor was

2.57

%. On March 24, 2023, an additional Collar was executed, effective April 6, 2023, with a notional amount of \$

100.0 million and a maturity date of March 31, 2026 . The executed cap was

4.50 % and the floor was

2.56

%. For both Collars, the cap and floor interest rates were based on LIBOR through July 31, 2023 and SOFR beginning July 31, 2023 through the respective maturity dates. The structure of the Collars is such that the Company receives an incremental amount if the Collar index exceeds the cap rate. Conversely, the Company pays an incremental amount if the Collar index falls below the floor rate. No payments are required if the Collar index falls between the cap and floor rates.

The following table represents the Condensed Consolidated Balance Sheets location and estimated fair value of the Collars:

(\$ in thousands)	Notional	February 29, 2024
Prepaid expenses and other current assets	\$ 200,000	\$ 496
Other noncurrent assets	200,000	540
Prepaid expenses and other current assets	100,000	381
Other noncurrent assets	100,000	413

The Company reports its Collar assets and liabilities on a net basis in the Condensed Consolidated Balance Sheets when a master-netting arrangement exists between the Company and the counterparty to the contract. A standard master netting agreement exists with the counterparty to the Collars. The agreement allows for multiple transaction payment netting and none of the netting arrangements involve collateral.

See Note 22, *Other Comprehensive Loss* for additional information regarding the cash flow hedges.

16. Fair Value Measurement

The Company's financial instruments include cash and cash equivalents; investments; accounts receivable, net; accounts payable; notes payable; and financing lease obligations. Accounts receivable, net and accounts payable are stated at their carrying value, which approximates fair value, due to their short maturity. The Company measures its cash equivalents and investments at fair value, based on an exchange or exit price which represents the amount that would be received for an asset sale or an exit price, or paid to transfer a liability in an orderly transaction between knowledgeable and willing market participants. Certificates of deposit are valued at original cost plus accrued interest, which approximates fair value. The Company estimates the fair value for notes payable and financing lease obligations by discounting the future cash flows of the related note and lease payments. As of February 29, 2024 and February 28, 2023, the fair value of the cash and cash equivalents, restricted cash, certificates of deposit, notes payable and financing lease obligations approximates their recorded values.

The following tables set forth details about the Company's investments:

(\$ in thousands)	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
February 29, 2024				
Asset-backed securities	\$ 162	\$ 45	\$ —	\$ 207
February 28, 2023				
Asset-backed securities	\$ 162	\$ 35	\$ —	\$ 197

The asset-based securities are included in other noncurrent assets on the Consolidated Balance Sheets.

Observable inputs are based on market data obtained from independent sources. Unobservable inputs reflect the Company's assessment of the assumptions market participants would use to value certain financial instruments. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The Company's assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy are summarized as follows:

	February 29, 2024			
	Level 1	Level 2	Level 3	Total
(<i>\$ in thousands</i>)				
Assets:				
Investments:				
Asset-backed securities	\$ —	\$ 207	\$ —	\$ 207
Total investments	—	207	—	207
Other assets:				
Forward currency contracts	\$ —	\$ 46	\$ —	\$ 46
Interest rate collar agreements	—	1,830	—	1,830
Total other assets	—	1,876	—	1,876
Total assets	<u>\$ —</u>	<u>\$ 2,083</u>	<u>\$ —</u>	<u>\$ 2,083</u>
Liabilities:				
Cash-settled restricted stock units	\$ 34	\$ —	\$ —	\$ 34
Tax receivable agreement liability	—	—	50,964	50,964
Warrant liability	11,012	—	3,701	14,713
Contingent consideration	—	—	18,028	18,028
Total liabilities	<u>\$ 11,046</u>	<u>\$ —</u>	<u>\$ 72,693</u>	<u>\$ 83,739</u>
	February 28, 2023			
	Level 1	Level 2	Level 3	Total
(<i>\$ in thousands</i>)				
Assets:				
Investments:				
Asset-backed securities	\$ —	\$ 197	\$ —	\$ 197
Total investments	—	197	—	197

			197			197
Total assets	\$	—	\$	197	\$	—
Liabilities:						
Forward currency contracts	\$	—	\$	856	\$	—
Cash-settled stock units		21		—		21
Tax receivable agreement liability	—		—	53,154	53,154	
Warrant liability	16,920		—	12,696	29,616	
Contingent consideration	—		—	29,548	29,548	
Total liabilities	\$	16,941	\$	856	\$	95,398
						\$
						113,195

Cash-Settled Restricted Stock Units

Cash-settled restricted stock units (RSUs) form part of the Company's compensation program. The fair value of these awards is determined using the closing stock price of the Class A Common Stock on the last day of each balance sheet date which is considered an observable quoted market price in active markets (Level 1).

Contingent Consideration

The following table provides a reconciliation of the beginning and ending balances of the contingent consideration using significant unobservable inputs (Level 3):

		February 29, 2024	February 28, 2023
(<i>\$ in thousands</i>)			
Beginning of period			
		\$ 29,548	\$ 45,568
Gain from fair value of contingent consideration		()	()
		11,520	16,020
End of period			
		\$ 18,028	\$ 29,548

The change in the fair value of the contingent consideration is recorded in gain (loss) from change in fair value of contingent consideration in the Consolidated Statements of Operations.

Tax Receivable Agreement

The Company's Tax Receivable Agreement liability is measured under both ASC 805 at fair value on a recurring basis using significant unobservable inputs (Level 3) and ASC 450 at book value. The following table provides a reconciliation of the portion of the Tax Receivable Agreement liability measured at fair value under Level 3:

(\$ in thousands)	February 29, 2024	February 28, 2023
Beginning of period		
	53,154	50,268
(Gain) loss from fair value of tax receivable agreement liability	(2,190)	2,886
End of period	50,964	53,154
	\$	\$

The change in the fair value of the Tax Receivable Agreement liability is recorded in gain (loss) from change in tax receivable agreement liability in the Consolidated Statements of Operations.

Warrants

The Company's warrant liability is measured at fair value on a recurring basis using active market quoted prices (Level 1) and significant unobservable inputs (Level 3). The following table provides a reconciliation of the warrant liability:

(\$ in thousands)	February 29, 2024	February 28, 2023
Beginning of period		
	29,616	67,139
Gain from fair value of warrant liability	(14,903)	(37,523)
End of period	14,713	29,616
	\$	\$

The change in the fair value of the warrant liability is recorded in gain (loss) from change in fair value of warrant liability in the Consolidated Statements of Operations.

The fair values of the Company's Level 1 financial instruments, which are traded in active markets, are based on quoted market prices for identical instruments. The fair values of the Company's Level 2 financial instruments are based on daily market foreign currency rates, interest rate curves and quoted market prices for comparable instruments or model-driven valuations using observable market data or inputs corroborated by observable market data.

The Company's contingent consideration is valued using a Monte Carlo simulation model. The assumptions used in preparing this model include estimates such as volatility, contractual terms, discount rates, dividend yield and risk-free interest rates. This valuation model uses unobservable market input, and therefore the liability is classified as Level 3.

The Company's public warrants are valued using active market quoted prices, which are Level 1 inputs. The private placement warrants are valued using a binomial pricing model when the warrants are subject to the make-whole table, or otherwise are valued using a Black-Scholes pricing model. The

5,000,000
redeemable warrants purchased pursuant to the Forward Purchase Agreement are valued utilizing observable market prices for public shares and warrants, relative to the present value of contractual cash proceeds. The assumptions used in preparing these models include estimates such as volatility, contractual terms, discount rates, dividend yield, expiration dates and risk-free interest rates. These valuation models use unobservable market inputs, and therefore the liability is classified as both Level 1 and Level 3.

There were

no

transfers of financial instruments between levels of the fair value hierarchy during the years ended February 29, 2024 and February 28, 2023 and 2022.

17. Revenue

Total Revenue by Geographic Locations

Revenue by geographic regions consisted of the following:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended	
		February 28, 2023	February 28, 2022
Americas			
	\$ 536,316	\$ 549,246	\$ 366,987
Europe	77,857	81,062	43,430
Asia Pacific	20,381	21,907	15,144
Total revenue	\$ 634,554	\$ 652,215	\$ 425,561

Revenues by geography are determined based on the region of the Company's contracting entity, which may be different than the region of the client. Americas revenue attributed to the United States was

84
%,

83
% and

86
% during the years ended February 29, 2024 and February 28, 2023 and 2022, respectively. No other country represented more than 10% of total revenue during these periods.

During fiscal years ended February 28, 2023 and 2022, the Company recorded a \$

0.5
million and \$

53.6

million reduction to revenue to amortize the deferred revenue fair value adjustment that resulted from the purchase price allocation in the Business Combination, respectively. With the early adoption of ASU 2021-08, a fair value adjustment to deferred revenue is no longer required; therefore, an adjustment to deferred revenue was not made for the BluJay or Logistyx acquisitions.

Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents the transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied. It includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods and does not include contracts where the client is not committed. The client is not considered committed when they are able to terminate for convenience without payment of a substantive penalty under the contract. Additionally, as a practical expedient of ASC 606, *Revenue from Contracts with Customers*, the Company has not disclosed the value of unsatisfied performance obligations for contracts with an original expected length of one year or less. As of February 29, 2024 and February 28, 2023, approximately \$

863.1
million and \$

779.6

million of revenue was expected to be recognized from remaining performance obligations, respectively. These amounts are expected to be recognized over the next five years.

Contract Assets and Liabilities

Contract assets primarily represent revenues recognized for performance obligations that have been satisfied but for which amounts have not been billed. Contract assets were \$

23.9
million and \$

25.5

million as of February 29, 2024 and February 28, 2023, respectively. Contract liabilities consist of deferred revenue which includes billings in excess of revenue recognized related to subscription contracts and professional services. Deferred revenue is recognized as revenue when the Company performs under the contract. Deferred revenue was \$

215.2
million and \$

206.3

million as of February 29, 2024 and February 28, 2023, respectively. Revenue recognized during the fiscal year ended February 29, 2024, included in deferred revenue on the Consolidated Balance Sheets as of February 28, 2023, was \$

194.0
million.

Sales Commissions

With the adoption of ASC 606 and ASC 340-40, *Contracts with Customers*, in March 2019, the Company began deferring and amortizing sales commissions that are incremental and directly related to obtaining client contracts. Amortization expense of \$

6.3
million, \$

4.1
million and \$

1.4
million was recorded in sales and marketing expenses in the Consolidated Statements of Operations for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, respectively. Certain sales commissions that would have an amortization period of less than one year are expensed as incurred in sales and marketing expenses. As of February 29, 2024 and February 28, 2023, the Company had a total of \$

21.4
million and \$

16.0
million of capitalized sales commissions included in other prepaid expenses and other current assets and other noncurrent assets in the Consolidated Balance Sheets, respectively.

18. Severance and Exit Costs

In connection with acquisitions, the Company conducts pre- and post-acquisition related operational reviews to reallocate resources to strategic areas of the business. The operational reviews resulted in workforce reductions, cancellation of lease obligations related to properties that were vacated and other cost-saving expenses. Severance and exit costs included in acquisition-related expenses in the Consolidated Statements of Operations were as follows:

		Fiscal Year Ended	February 29, 2024	February 28, 2023	February 28, 2022
(\$ in thousands)					
Severance			352	\$ 3,124	\$ 6,924
Lease exits			6 \$ (38)	\$ 489	\$ 1,657
Total severance and exit costs			\$ 314	\$ 3,613	\$ 8,581

Included in accounts payable and accrued liabilities as of February 28, 2023 was a restructuring liability balance, primarily consisting of lease related obligations, of \$

0.2 million and a restructuring severance liability of \$

0.9 million. The restructuring and severance program related to acquisitions was completed as of February 29, 2024 and no additional expenses will be incurred related to past acquisitions.

The following table reflects the changes in the severance and exit costs accruals:

		February 29, 2024	February 28, 2023
(\$ in thousands)			
Beginning of period		\$ 1,150	\$ 2,687
Payments		\$ (4,143)	\$ (6,225)
Impairment of right-of-use assets		—	\$ 421 ()
Disposition ⁽¹⁾		—	\$ 162 ()
Expenses		\$ 4,586	\$ 5,271
End of period		\$ 1,593	\$ 1,150

(1) Represents the severance and retention accrual that was written off as part of the subsidiary disposition in February 2023.

Accrued severance includes activity related to the pre- and post-acquisition related operational reviews (acquisition related severance) as well as various departmental cost cutting initiatives resulting in severance awards to specific individuals that are not under a specific Company program (non-acquisition related severance). The non-acquisition related severance payments are accrued in both accrued severance and accrued compensation. Total severance expense, including both acquisition and non-acquisition related severance payments, for the fiscal years ended February 29, 2024 and February 28, 2023 and 2022 were \$

9.5 million, \$

4.8 million and \$

7.7 million, respectively.

With the departure of the Company's former Chief Operating Officer on September 27, 2023 and Chief Executive Officer on October 10, 2023, the

Company accrued a severance payment of \$

0.9
million and \$

1.3
million, respectively. These severance payments were paid during the third quarter of fiscal 2024. Additionally, during the second quarter of fiscal 2023, the Company accrued \$

0.8
million in severance expense related to the former Chief Financial Officer. This severance payment was paid during the third quarter of fiscal 2023. The expense for all these severance payments was recorded in general and administrative expense in the Consolidated Statements of Operations. These three payments were categorized as non-acquisition related severance payments.

19. Warrants

As of February 29, 2024 and February 28, 2023, there were an aggregate of

29,079,872

warrants outstanding. Each warrant entitles its holders to purchase one share of Class A Common Stock at an exercise price of \$

11.50

per share. The warrants expire five years after the Closing Date, or earlier upon redemption or liquidation. The warrants are currently exercisable and redeemable when various conditions are met, such as specific stock prices, as detailed in the specific warrant agreements. However, the

10,280,000

private placement warrants are nonredeemable so long as they are held by our Sponsor or its permitted transferees. The warrants were recorded as a liability in warrant liability on the Consolidated Balance Sheets with a balance of \$

14.7
million and \$

29.6
million as of February 29, 2024 and February 28, 2023, respectively. During the fiscal years ended February 29, 2024 and February 28, 2023 and 2022, a gain of \$

14.9
million, \$

37.5
million and \$

1.6
million was recognized in gain from change in fair value of the warrant liability in the Condensed Consolidated Statements of Operations, respectively. During the fiscal year ended February 28, 2022,

100
warrants were exercised with a total exercise price of \$

1,150

20. Stockholders' Equity

Class A Common Stock

The Company is authorized to issue

2,500,000,000

Class A common stock with a par value of \$

0.0001

per share. Holders of the Company's Class A Common Stock are entitled to

one

vote for each share. As of February 29, 2024 and February 28, 2023, there were

306,237,585
and

302,582,007

shares of Class A Common Stock issued, respectively, and

306,060,931
and

302,405,353

shares of Class A Common Stock outstanding, respectively.

Class V Common Stock

The Company was authorized to issue

40,000,000

Class V common stock with a par value of \$

0.0001

per share. In August 2021, the number of shares authorized for issuance was increased to

42,747,890

Class V common stock with a par value of \$

0.0001

. These shares have no economic value but entitle the holder to one vote per share. As of February 29, 2024 and February 28, 2023, there were

31,225,604

and

32,992,007

shares of Class V Common Stock issued and outstanding, respectively, and

11,522,286

and

9,755,883

shares of Class V Common Stock held in treasury, respectively.

The holders of Common Units participate in net income or loss allocations and distributions of E2open Holdings. They are also entitled to Class V Common Stock on a one-for-one basis to their Common Units which in essence allows each holder one vote per Common Unit.

The following table reflects the changes in the Company's outstanding stock:

	Class A	Class V	Series B-1	Series B-2
Balance, February 28, 2021	187,051,142	35,636,680	8,120,367	3,372,184
Conversion of Series B-1 common stock ⁽¹⁾	8,120,273	—	8,120,273	—
Conversion of Series 1 RCUs ⁽²⁾	—	4,379,557	—	—

Business Combination post-close adjustment issuance ⁽³⁾	133,322	92,690	—	—
Issuance of common stock for BluJay Acquisition ⁽⁴⁾	72,383,299	—	—	—
Issuance of common stock for BluJay Acquisition PIPE financing ⁽⁵⁾	28,909,022	—	—	—
Conversion of Common Units ⁽⁶⁾	4,939,463	6,548,088)	—
Exercise of warrants ⁽⁷⁾	100	—	—	—
Repurchase shares ⁽⁸⁾	176,654)	—	—
Balance, February 28, 2022	301,359,967	33,560,839	94	3,372,184
Conversion of Common Units ⁽⁶⁾	349,941	568,832)	—
Vesting of restricted awards, net of shares withheld for taxes ⁽⁹⁾	695,445	—	—	—
Balance, February 28, 2023	302,405,353	32,992,007	94	3,372,184
Conversion of Common Units ⁽⁶⁾	1,766,403	1,766,403)	—
Issuance of common stock pursuant to restricted stock awards ⁽¹⁰⁾	408,881	—	—	—
Vesting of restricted awards, net of shares withheld for taxes ⁽⁹⁾	1,454,387	—	—	—
Issuance of unrestricted common stock ⁽¹¹⁾	25,907	—	—	—
Balance, February 29, 2024	306,060,931	31,225,604	94	3,372,184

(1) As of June 8, 2021, the 5-day VWAP of the Company's Class A Common Stock exceeded \$

13.50

per share which was the triggering event for the Series B-1 common stock to automatically convert into Class A Common Stock on a one-to-one basis. See Note 14, *Contingent Consideration* for additional information.

(2) As of June 8, 2021, the 5-day VWAP of the Company's Class A Common Stock exceeded \$

13.50

per share which was the triggering event for the Series 1 restricted common units to automatically convert into Common Units and the holders receive one share of Class V Common Stock. See Note 14, *Contingent Consideration* for additional information.

(3) On July 6, 2021, pursuant to Section 3.5 of the Business Combination Agreement, the Company issued additional Class A Common Stock and Common Units valued at \$

million to each E2open Holdings member as part of the post-closing adjustment of consideration required as part of the merger transaction.

(4) Equity consideration paid to the BluJay equity holders as part of the BluJay Acquisition.

(5) PIPE from institutional investors for the purchase of Class A Common Shares with the proceeds used for the BluJay Acquisition.

(6) Class A Common Stock issued for the conversion of Common Units settled in stock. During the fiscal year ended February 29, 2024, the Company did not pay cash for the repurchase of any Common Units. During the fiscal year ended February 28, 2023, the Company paid \$

1.4
million in cash for the repurchase of

218,891

Common Units that were converted into cash instead of stock at the Company's option. During the fiscal year ended February 28, 2022, the Company paid \$

16.8
million in cash for the repurchase of

1,619,864

Common Units that were converted into cash instead of stock. Class V Common Stock is retired when Common Units are converted into Class A Common Stock or settled in cash. As a result of Common Unit conversions prior to August 19, 2021, 11,239 Class V Common Stock related to Common Unit conversions to Class A Common Stock were not issued and subsequently retired due to the limitation of authorized shares.

(7) During November 2021,

100
warrants were exercised with a total exercise price of \$

1,150
and converted into Class A Common Stock.

(8) On July 13, 2021, the Company's board of directors waived the Lock-up Period solely in respect of withholding shares to cover taxes upon the issuance of Class A Common Stock to the executive officers upon the conversion of the Series B-1 and Series B-2 common stock. The shares were repurchased at an average price of \$

14.00
per share, or \$

2.5

million, to cover withholding taxes associated with the Series B-1 conversion to Class A Common Stock. See Note 14, *Contingent Consideration* for additional details on the conversions.

(9) The Class A Common Stock withheld for taxes revert back to the 2021 Incentive Plan, as defined below, and are used for future grants.

(10) Issuance of Class A Common Stock associated with restricted stock award grants.

(11) Issuance of Class A Common Stock that was fully vested and unrestricted on the date of grant.

21. Noncontrolling Interest

Noncontrolling interest represents the portion of E2open Holdings that the Company controls and consolidates but does not own. As of February 29, 2024 and February 28, 2023, the noncontrolling interest represents a

9.3
% and

9.8

% ownership in E2open Holdings, respectively. As part of the Business Combination, E2open Parent Holdings, Inc. became the owner of E2open Holdings along with the existing owners of E2open Holdings through Common Unit ownership. The existing owners of E2open Holdings are shown as noncontrolling interest on the Consolidated Balance Sheets and their portion of the net income (loss) of E2open Holdings is shown as net income (loss) attributable to noncontrolling interest on the Consolidated Statements of Operations.

Generally, Common Units participate in net income or loss allocations and distributions and entitle their holder to the right, subject to the terms set forth in the Third Amended and Restated Limited Liability Company Agreement of E2open, LLC (Third Company Agreement), to require E2open Holdings to redeem all or a portion of the Common Units held by such participant. At the Company's option, it may satisfy this redemption with cash or by exchanging Class V Common Stock for Class A Common Stock on a

one
-for-

one
basis.

The Third Company Agreement contains provisions which require that a one-to-one ratio be maintained between the interests the Company holds in E2open Holdings and the Company's outstanding common stock, subject to certain exceptions, including in respect of management equity which has not been settled in the Company's common stock. Additionally, there are certain restrictions on the transfer of Common Units as specified in the Third Company Agreement.

During the fiscal year ended February 29, 2024, there were

1,766,403
Common Units converted into Class A Common Stock with a value of \$

7.5
million based off the 5-day VWAP. During the fiscal year ended February 28, 2023,

349,941
Common Units were converted into Class A Common Stock with a value of \$

2.5
million based off the 5-day VWAP and a total of

218,891
Common Units were settled in cash of \$

1.4
million. This activity resulted in a decrease to noncontrolling interest of \$

7.5
million and \$

3.9
million during the fiscal years ended February 29, 2024 and February 28, 2023, respectively.

As of February 29, 2024 and February 28, 2023, there were a total of

31.2
million and

33.0
million Common Units held by participants of E2open Holdings, respectively.

The Company follows the guidance issued by the FASB regarding the classification and measurement of redeemable securities. Accordingly, the Company has determined that the Common Units meet the requirements to be classified as permanent equity.

22. Other Comprehensive Loss

Accumulated other comprehensive loss in the equity section of Consolidated Balance Sheets includes:

(\$ in thousands)	Foreign Currency Translation Adjustment	Unrealized Holding (Losses) Gains on Foreign Exchange Forward Contracts	Unrealized Holding Gains on Interest Rate Collar Agreements	Total
	((((
Balance, February 28, 2022	\$ 19,019)	\$ —	\$ —	\$ 19,019)
	((((
Other comprehensive loss	56,306)	856)	—	57,162)
	((((
Tax effects	7,578	—	—	7,578
	((((
Other comprehensive loss	48,728)	856)	—	49,584)
	((((
Balance, February 28, 2023	67,747)	856)	—	68,603)
	((((
Other comprehensive gain	17,577	902	1,830	20,309
	((((
Tax effects	1,459	—	—	1,459
	((((
Other comprehensive gain	19,036	902	1,830	21,768
	((((
Balance, February 29, 2024	\$ 48,711)	\$ 46	\$ 1,830	\$ 46,835)

The effect of amounts reclassified out of unrealized holding losses on derivatives into net loss was as follows:

(\$ in thousands)	Fiscal Year Ended	
	February 29, 2024	February 28, 2023
Reclassifications:		
Cost of revenue	\$ 141	\$ 201
Research and development	132	177
Sales and marketing	7	7
General and administrative	59	90

Total	\$ <u>339</u>	\$ <u>475</u>
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The effect of amounts reclassified out of unrealized gains for interest rate collars as on offset to interest expense was as follows:

		Fiscal Year Ended February 29, 2024
(<i>\$ in thousands</i>)		
Reclassifications:		
\$		(
100 million notional interest rate collar	\$ 678)
\$		(
200 million notional interest rate collar	\$ 897)
		(
Total	<u>\$ 1,575</u>	<u>)</u>

The Company reclassified \$

0.4

million from foreign currency translation adjustment to loss on disposition included in general and administrative expense in the Consolidated Statements of Operations during the fiscal year ended February 28, 2023 as a result of the subsidiary disposition in February 2023.

The Company did not reclass any items to the Consolidated Statements of Operations from accumulated other comprehensive loss during the year ended February 28, 2022.

Accumulated foreign currency translation adjustments are reclassified to net income (loss) when realized upon sale or upon complete, or substantially complete, liquidation of the investment in the foreign entity.

See Note 15, *Financial Instruments* for additional information related to the Company's derivative instruments.

23. Earnings Per Share

Basic earnings per share is calculated as net loss available to common stockholders divided by the weighted average number of shares of common stock outstanding during the applicable period. Diluted earnings per share is computed by using the basic earnings per share plus any dilutive securities outstanding during the period using the if-converted method, except when the effect is anti-dilutive. The following is a reconciliation of the denominators of the basic and diluted per share computations for net loss:

		Fiscal Year Ended	February 29, 2024	February 28, 2023	February 28, 2022
(in thousands, except per share data)					
Net loss per share:					
Numerator - basic:					
Net loss		((((
	\$	1,185,079	\$ 720,202	\$ 189,914	\$ (
	(((((
Less: Net loss attributable to noncontrolling interest		115,055	71,499	24,138)
Net loss attributable to E2open Parent Holdings, Inc. - basic		((((
	\$	1,070,024	\$ 648,703	\$ 165,776	\$ (
	(((((
Numerator - diluted:					
Net loss attributable to E2open Parent Holdings, Inc. - basic		((((
	\$	1,070,024	\$ 648,703	\$ 165,776	\$ (
Net loss attributable to E2open Parent Holdings, Inc. - diluted		((((
	\$	1,070,024	\$ 648,703	\$ 165,776	\$ (
Denominator - basic:					
Weighted average Class A Common Stock shares					
Weighted average shares related to time based restricted stock units					
Weighted average shares outstanding - basic		303,751	301,946	245,454	(
	(((((
Net loss per share - basic		\$ 3.52	\$ 2.15	\$ 0.68	\$ (
	\$	((((
Denominator - diluted:					
Weighted average shares outstanding - basic		303,751	301,946	245,454	(
Weighted average effect of dilutive securities:					
Time based restricted stock		—	—	—	—
Weighted average shares outstanding - diluted		303,751	301,946	245,454	(
	(((((
Diluted net loss per common share		\$ 3.52	\$ 2.15	\$ 0.68	\$ (
	\$	((((

Potential common shares are shares that would be issued upon exercise or conversion of shares under the Company's share-based compensation plans and upon exercise of warrants that are excluded from the computation of diluted earnings per common share when the effect would be anti-dilutive. All potential common shares are anti-dilutive in periods of net loss available to common stockholders.

The following table summarizes the potential common shares excluded from the calculation of diluted loss per common share as their effect would have been anti-dilutive:

	Fiscal Year Ended	February 29, 2024	February 28, 2023	February 28, 2022

	94	94	68
Series B-1 common stock			
Series B-2 common stock	3,372,184	3,372,184	3,372,184
Restricted common units Series 2	2,627,724	2,627,724	2,627,724
Warrants	29,079,872	29,079,872	29,079,944
Common Units	31,225,604	33,279,284	35,724,516
Performance-based options	2,519,549	3,612,372	2,349,839
Time-based options	2,472,858	—	—
Performance-based restricted stock units	4,779,438	2,049,335	742,838
Time-based restricted stock units	11,836,338	2,937,429	692,699
Time-based restricted stock awards	408,881	—	—
Units/Shares excluded from the dilution computation	88,322,542	76,958,294	74,589,812
	108		

24. Share-Based Compensation

The E2open Parent Holdings, Inc. 2021 Omnibus Incentive Plan (2021 Incentive Plan) allows the Company to make equity and equity-based incentive awards to officers, employees, directors and consultants. There were

15,000,000

shares of Class A Common Stock reserved for issuance under the 2021 Incentive Plan as of February 28, 2022. The "evergreen" provision of the 2021 Incentive Plan provides for an annual automatic increase to the number of shares of Class A Common Stock available under the plan. As of March 1, 2022, and 2023, an additional

4,849,684
and

7,304,646

shares were reserved for issuance under the "evergreen" provision, respectively. Shares issued under the 2021 Incentive Plan can be granted as stock options, restricted stock awards, restricted stock units, performance stock awards, cash awards and other equity-based awards. No award may vest earlier than the first anniversary of the date of grant, except under limited conditions. See Note 30, *Subsequent Events* for information about additional shares reserved as part of the "evergreen" provision of the 2021 Incentive Plan.

The Company's board of directors, or its expressly approved delegates, approved the grant of options, RSUs and restricted stock awards (RSAs) under the 2021 Incentive Plan.

During fiscal 2023 and 2024, the board of directors approved a company-wide share-based compensation program under the 2021 Incentive Plan where all eligible employees received annual stock awards as part of their annual compensation package. Future awards under this program are at the discretion of the board of directors and are not guaranteed for any fiscal year.

Options

Options are either performance-based or time-based. The fiscal 2022 options were performance-based and measured based on obtaining an organic revenue growth target over a one-year period. The fiscal 2023 options were performance-based and measured based on obtaining organic revenue growth, adjusted EBITDA and net booking targets over a one-year period. A quarter of all the options vest at the end of the performance period and the remaining options vest equally over the following three years. The fiscal 2024 options are time-based with one-third of the options vesting at the end of the first year with the remaining options vesting ratably each quarter over the remaining two-years.

The Company's executive officers and senior management are granted these performance based and time-based options. The performance target is set at

100

% at the date of grant, and the probability of meeting the performance target is remeasured each quarter over the performance period and adjusted if needed. The performance target for the options granted during May 2021 was finalized in April 2022 above

100

% and adjusted accordingly. The performance target for the options granted in May 2022 was finalized in April 2023 below

100

% and adjusted accordingly.

Mr. Andrew Appel was appointed interim Chief Executive Officer (CEO) of E2open on October 10, 2023 and transitioned to permanent CEO on February 12, 2024. Mr. Appel was awarded performance-based options with a market condition based on the closing price of the Company's stock for

20

days out of 30 consecutive trading days during the performance period. The performance period will be for the three-years of the grant and be measured at each vesting period. The performance-based options will time vest up to one-third after the first year and up to one-twelfth each of the following seven quarters with the remaining earned shares vesting on the third anniversary of the grant.

As of February 29, 2024, there were

2,023,228

unvested performance-based options and

2,356,053

unvested time-based options.

RSUs

The RSUs are performance-based, time-based or cash-settled. The fiscal 2022 performance-based RSUs were measured based on obtaining an organic revenue growth target over a one-year period. The fiscal 2023 performance-based RSUs are measured based on obtaining organic revenue growth, adjusted EBITDA and net bookings targets over a one-year period. The fiscal 2024 performance-based RSUs are measured based on obtaining organic subscriptions revenue growth, constant currency adjusted EBITDA and net bookings target over a one-year period. A quarter of the RSUs will vest at the end of the performance period and the remaining RSUs will vest equally over the following three years.

The performance target is set at

100

% at the date of grant, and the probability of meeting the performance target is remeasured each quarter over the performance period and adjusted if needed. The performance target for the performance-based RSUs granted during May 2021 was finalized in April 2022 above

100

% and adjusted accordingly. The performance target for the performance-based RSUs granted in May 2022 was finalized in April 2023 below

100
% and adjusted accordingly.

The time based RSUs for executive officers, senior management and employees granted during fiscal 2022 and 2023 vest ratably over a three-year period. Beginning in fiscal 2024, the time-based RSUs for executive officers, senior management and employees will vest one-third at the end of the first year and then ratably each quarter over the remaining two years. The time-based RSUs for non-employee directors of the Company's board of directors have a one-year vesting period.

During November 2023, executive officers received retention time-based RSUs of

2,052,680

. In December 2023, an additional

434,784

retention time-based RSUs were granted to executive officers. The retention time-based RSUs have an eighteen-month vesting period.

On February 12, 2024, Mr. Appel was awarded performance-based RSUs with a market condition as part of his transition to permanent CEO where the market condition is based on the closing price of the Company's stock for

20

days out of 30 consecutive trading days during the performance period. The performance period will be for the three-years of the grant and be measured at each vesting period. The performance-based RSUs will time vest up to one-third after the first year and up to one-twelfth each of the following seven quarters with the remaining earned shares vesting on the third anniversary of the grant.

On February 14, 2024, an Advisory Board member was granted

25,907

shares with a value of \$

100,000

that immediately vested and without restrictions.

As of February 29, 2024, there were

4,775,568

performance-based RSUs,

11,541,451

time-based RSUs and

408,881

RSAs that were unvested and expected to vest.

For employees based in China, they are awarded cash-settled RSUs which vest ratably over a three-year period. The cash-settled RSUs must be settled in cash and are accounted for as liability-type awards. The fair value of these cash-settled RSUs equals the value of the Class A Common Stock on the date of grant and is remeasured at the end of each reporting period at fair value. The change in fair value is recorded in share-based compensation expense in the Consolidated Statements of Operations. The liability for the cash-settled RSUs was negligible as of February 29, 2024 and February 28, 2023 and is included in accounts payable and accrued liabilities in the Consolidated Balance Sheets. As of February 29, 2024 and February 28, 2023, there were

37,479

and

24,984

unvested cash-settled RSUs with a total intrinsic value of \$

0.2

million.

The Company's former Chief Financial Officer entered into a Transition Agreement in which all of his outstanding stock awards accelerated vesting to August 31, 2022. Additionally, the exercise period for his options was extended from 90 days to one year with exercises permitted through August 31, 2023. All of the options expired unexercised as of August 31, 2023.

Restricted Stock Awards

RSAs are time-based and granted to participants with the associated Class A Common Stock issued on the day of grant. The Class A Common Stock are issued with restrictions and voting rights. When the applicable vesting terms have been met, the restrictions are removed from the Class A Common Stock.

As part of Mr. Appel's compensation as interim CEO, he received an initial RSA grant valued at \$

685,000

, or

275,101

shares, under our 2021 Incentive Plan which will vest after six months of issuance.

Mr. Appel's Chief of Staff was awarded an RSA grant in November 2023 valued at \$

400,000

, or

133,780
shares, under our 2021 Incentive Plan which will vest after five months of issuance.

As of February 29, 2024, there were

408,881
RSAs that were unvested and expected to vest.

As of February 29, 2024, there were

2,916,546
shares of Class A Common Stock available for grant under the 2021 Incentive Plan.

110

Activity under the 2021 Incentive Plan related to options was as follows:

	Number of Shares (in thousands)	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (in years)
Balance, February 28, 2023	4,833	\$ 8.42	8.5
Granted	4,632	4.25	
	(
Forfeited and expired	4,473	7.88	
)		
Balance, February 29, 2024	<u>4,992</u>	\$ 5.04	7.9
Vested and exercisable as of February 29, 2024	613	\$ 8.50	3.7
	Number of Shares (in thousands)	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (in years)
Balance, February 28, 2022	2,524	\$ 9.83	9.0
Granted	3,275	7.76	
	(
Forfeited	966	9.85	
)		
Balance, February 28, 2023	<u>4,833</u>	\$ 8.42	8.5
Vested and exercisable as of February 28, 2023	573	\$ 9.82	4.9

As of February 29, 2024, there was \$

13.2 million of unrecognized compensation cost related to unvested options. The aggregate intrinsic value of outstanding and exercisable stock option awards was

zero

as of February 29, 2024 since the Company's Class A Common Stock price was less than the exercise price of the stock options awards.

Activity under the 2021 Incentive Plan related to RSUs was as follows:

	Number of Units (in thousands)	Weighted Average Grant Date Fair Value Per Unit	Weighted Average Remaining Recognition Period (in years)
Balance, February 28, 2023	6,475	\$ 8.44	2.4
Granted	16,293	5.00	

Added by performance factor	39	9.02	
	(
Released	2,531	7.67	
)		
Canceled and forfeited	3,550	6.72)
Balance, February 29, 2024	16,726	5.43	2.0
	=====	\$	
	Number of Units (in thousands)	Weighted Average Grant Date Fair Value Per Unit	Weighted Average Remaining Recognition Period (in years)
Balance, February 28, 2022	2,103	12.47	2.7
		\$	
Granted	5,730	7.43	
Added by performance factor	300	12.87	
	(
Released	903	12.01	
)		
Canceled and forfeited	755	9.49)
Balance, February 28, 2023	6,475	8.44	2.4
	=====	\$	

As of February 29, 2024, there was \$

57.7 million of unrecognized compensation cost related to unvested RSUs and RSAs. The aggregate intrinsic value of outstanding RSUs and RSAs was \$

70.8 million as of February 29, 2024 which is the outstanding RSUs valued at the closing price of the Company's Class A Common Stock on February 29, 2024.

Activity under the 2021 Incentive Plan related to cash-settled RSUs was as follows:

	Number of Units (in thousands)	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Recognition Period (in years)
Balance, February 28, 2023	25	\$ 6.07	2.6
Granted	24	5.60	
	((
Released	8)	6.07	
	((
Canceled and forfeited	4)	5.96	
Balance, February 29, 2024	<u>37</u>	<u>\$ 5.78</u>	<u>2.0</u>
	Number of Units (in thousands)	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Recognition Period (in years)
Balance, February 28, 2022	—	\$ —	—
Granted	25	6.07	
	—	—	
Balance, February 28, 2023	<u>25</u>	<u>\$ 6.07</u>	<u>2.6</u>

As of February 29, 2024, there was \$

0.1 million of unrecognized compensation cost related to unvested cash-settled RSUs. The aggregate intrinsic value of the cash-settled RSUs was \$ 0.2 million as of February 29, 2024 which is the outstanding cash-settled RSUs valued at the closing price of our Class A Common Stock on February 29, 2024.

With the departure of the Company's former Chief Operating Officer (COO), a Release and Non-Competition Agreement (Separation Agreement) was entered in which the former COO provided transition services through December 31, 2023 (Transition Period). As a result of the former COO's departure, his options, time-based RSUs and performance-based RSUs were prorated as of December 31, 2023 resulting in

189,039 options and

187,325 time-based and performance-based RSUs vesting as of December 31, 2023. The 2024 fiscal year performance-based RSUs will remain unvested until the performance metrics are determined in early fiscal 2025, at which point this award will accelerate and vest at

50 %.

In accordance with our executive plan, the Company's former Chief Executive Officer's options, time-based RSUs and performance-based RSUs were prorated as of his vest date, October 11, 2023, resulting in

134,920 options and

147,606 time-based and performance-based RSUs vesting. The 2024 fiscal year performance based RSUs will remain unvested until the performance metrics are determined in early fiscal 2025, at which point this award will accelerate and vest at

25 %.

The estimated grant-date fair values of the options granted or modified were calculated using the Black-Scholes option-pricing valuation model, based on the following assumptions:

	Fiscal Year Ended	
	February 29, 2024	February 28, 2023

	0.68	
	-	
	6.25	6.25
Expected term (in years)		
	48.97	
	% -	
Expected volatility	62.80	44.17
	%	%
	3.38	
	% -	
Risk-free interest rate	5.30	2.91
	%	%
Expected dividend yield	0	0
	%	%

The assumptions and estimates were as follows:

Expected Term: The expected term represents the weighted-average period the share-based awards are expected to remain outstanding and is calculated using the simplified method, as the Company does not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. The simplified method calculates the expected term as the midpoint between the vesting date and the contractual expiration date of the option.

Expected Volatility: For fiscal 2024 and 2023, the expected stock price volatility assumption was determined based on the historical volatility of the Company's Class A Common Stock. For fiscal 2022, the expected stock price assumption was determined by using the historical volatilities of the Company's peer group, as the Company did not have sufficient trading history of its Class A Common Stock.

Risk-Free Interest Rate: The risk-free rate assumption was based on the U.S. Treasury instruments whose term was consistent with the option's expected term.

Expected Dividend Yield: The Company does not currently declare or pay dividends on its common stock and does not expect to do so for the foreseeable future.

The table below sets forth the functional classification in the Consolidated Statements of Operations of equity-based compensation expense:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Cost of revenue	\$ 4,265	\$ 1,466	\$ 1,093
Research and development	5,682	3,084	1,766
Sales and marketing	5,686	3,298	1,566
General and administrative	11,538	9,713	6,214
Total share-based compensation	\$ 27,171	\$ 17,561	\$ 10,639

25. Leases

We account for leases in accordance with ASC 842, Leases, which requires lessees to recognize lease liabilities and ROU assets on the balance sheet for most operating leases.

Real Estate Leases

The Company leases its primary office space under non-cancelable operating leases with various expiration dates through June 2030. Many of the leases have an option to be extended from two to five years, and several of the leases give the Company the right to early termination with proper notification. Additionally, the Company has subleased

five
of its office leases as of February 29, 2024.

Several of the operating lease agreements require the Company to provide security deposits. As of February 29, 2024 and February 28, 2023, lease deposits were \$

3.4
million and \$

4.7
million, respectively. The deposits are generally refundable at the expiration of the lease, assuming all obligations under the lease agreement have been met. Deposits are included in prepaid and other current assets and other noncurrent assets in the Consolidated Balance Sheets.

During the fiscal years ended February 29, 2024 and February 28, 2023, the Company incurred \$

0.7
million and \$

4.1
million impairments on its operating lease ROU assets and leasehold improvements, respectively, due to vacating five and seven locations, respectively, with the intent to sublease them. There were

no
impairments recorded during the fiscal year ended February 28, 2022. The impairments were recorded in general and administrative expenses in the Consolidated Statements of Operations.

Vehicle Leases

The Company leases vehicles under non-cancelable operating lease arrangements which have various expiration dates through November 2027. The Company does not have the right to purchase the vehicles at the end of the lease term.

Equipment Leases

The Company purchases equipment under non-cancelable financing lease arrangements related to software and computer equipment and which have various expiration dates through November 2028. The Company has the right to purchase the software and computer equipment anytime during the lease or upon lease completion.

Balance Sheet Presentation

The following tables presents the amounts and classifications of the Company's estimated ROU assets, net and lease liabilities:

(\$ in thousands)	Balance Sheet Location	February 29, 2024	February 28, 2023
Operating lease right-of-use assets	Operating lease right-of-use assets	\$ 21,299	\$ 18,758
Finance lease right-of-use asset	Property and equipment, net	5,150	3,358
Total right-of-use assets		<u>26,449</u>	<u>22,116</u>
(\$ in thousands)	Balance Sheet Location	February 29, 2024	February 28, 2023
Operating lease liability - current	Current portion of operating lease obligations	\$ 7,378	\$ 7,622
Operating lease liability	Operating lease obligations	17,372	15,379
Finance lease liability - current	Current portion of finance lease obligations	1,448	2,582
Finance lease liability	Finance lease obligations	3,626	1,049
Total lease liabilities		<u>29,824</u>	<u>26,632</u>

Lease Cost and Cash Flows

The following table summarizes the Company's total lease cost:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	Fiscal Year Ended February 28, 2022
Finance lease cost:			
Amortization of right-of-use asset	\$ 1,506	\$ 2,253	\$ 2,959
Interest on lease liability	214	212	569
Finance lease cost	1,720	2,465	3,528
Operating lease cost:			
Operating lease cost	7,353	7,348	4,692
Variable lease cost	3,309	4,837	5,495
Sublease income	(650)	(552)	(725)
Operating net lease cost	10,012	11,633	9,462

Total net lease cost

	11,732	14,098	12,990
	\$	\$	\$

Supplemental cash flow information related to leases was as follows:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash outflows from operating leases	\$ 8,406	\$ 9,674	\$ 8,366

The following table presents the weighted-average remaining lease terms and discount rates of the Company's leases:

	February 29, 2024	Fiscal Year Ended February 28, 2023
Weighted-average remaining lease term (in years):		
Finance lease	3.74	1.46
Operating lease	3.82	3.63
Weighted-average discount rate:		
Finance lease	7.31 %	8.03 %
Operating lease	7.02 %	5.45 %

Lease Liability Maturity Analysis

The following table reflects the undiscounted future cash flows utilized in the calculation of the lease liabilities as of February 29, 2024:

(\$ in thousands)	Operating Leases	Finance Leases
2025	\$ 8,927	\$ 1,771
2026	7,061	1,669
2027	5,845	1,092
2028	3,548	748
2029	1,583	561
Thereafter	1,453	—
Total	28,417	5,841
Less: Present value discount	(3,667)	(767)
Lease liabilities	\$ 24,750	\$ 5,074

26. Retirement Plans

The E2open 401(k) Plan allows eligible employees to either make pre-tax 401(k) or after-tax Roth 401(k) contributions. These defined contribution plans are sponsored by the Company and provide a variety of investment options. The Company matches

50% of the first

6% an employee contributes to these plans. Effective January 1, 2023, the Company match is made each payroll period. For prior years, for an employee to be eligible for the matching contribution, the employee had to be actively employed on December 31 to receive the matching contribution for the year. As a result of this change, two years of the Company match were made during the year ended February 29, 2024. The Company made matching contributions of \$

7.0 million, \$

2.4 million and \$

2.2 million during the fiscal years ended February 29, 2024 and February 28, 2023 and 2022. The matching contribution related to the year February 28, 2023 was made in April 2023 in the amount of \$

3.5 million. During the years ended February 29, 2024 and February 28, 2023 and 2022, expense related to the defined contribution plans was \$

4.0 million, \$

4.7 million and \$

3.7 million, respectively.

27. Income Taxes

For financial reporting purposes, the components of loss before income tax provision were as follows:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Domestic	(((
	\$ 1,244,565	\$ 925,809	\$ 187,458
Foreign) () () (
	22,890	44,769	32,506
Loss before income tax benefit	(((
	<u>\$ 1,267,455</u>	<u>\$ 970,578</u>	<u>\$ 219,964</u>

The income tax benefit consisted of the following:

(\$ in thousands)	February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
Current:			
Federal	(((
	\$ 562	\$ 765	\$ 1,142
State) () () (
	903	2,450	545
Foreign) () () (
	3,949	5,835	4,007
Total current	(((
	<u>5,414</u>	<u>9,050</u>	<u>5,694</u>
Deferred:			
Federal	58,772	209,618	30,135
State	19,293	40,137	998
Foreign	9,725	9,671	4,611
Total deferred	87,790	259,426	35,744
Total income tax benefit	<u>\$ 82,376</u>	<u>\$ 250,376</u>	<u>\$ 30,050</u>

As a result of the Business Combination, the Company acquired a controlling interest in E2open Holdings, which is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, E2open Holdings is not itself subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by E2open Holdings is passed through to and included in the taxable income or loss of its partners, including the Company following the Business Combination, on a pro rata basis. The Company's U.S. federal and state income tax benefits relate to the Company's wholly owned U.S. corporate subsidiaries that are consolidated for U.S. GAAP purposes but separately taxed for U.S. federal and state income tax purposes as corporations as well as the Company's allocable share of any taxable income of E2open Holdings following the Business Combination. Additionally, the Company owns foreign subsidiaries that file and pay income taxes in their local jurisdiction. The Company has elected to record Global Intangible Low-Taxed Income tax as a period cost.

The Company's income tax provision differs from the amounts computed by applying the U.S. federal income tax rate of 21% to pretax loss as a result of the following:

	Fiscal Year Ended		
	February 29, 2024	February 28, 2023	February 28, 2022
(<i>\$ in thousands</i>)			
U.S. federal tax benefit at statutory rate			
	\$ 266,166	\$ 203,823	\$ 46,192
State tax, net of federal benefit	43,928	30,322	376
Foreign rate differential	417	19	410
Effect of foreign operations	(264)	(2,396)	(1,761)
Tax credit carryforwards	216	1,126	382
Global intangible low-taxes income inclusion	(19)		
Nonqualified stock options	—	—	59
Change in fair value of contingent consideration	1,066	1,662	(13,573)
Change in fair value of warrant liability	2,198	3,146	343
Net impact of noncontrolling interest and non-partnership operations on partnership outside basis	(20,275)	(8,711)	(3,653)
Nondeductible compensation	(874)	(1,586)	—
Uncertain tax positions	(396)	(6)	355
Other	121	706	514
Change in valuation allowance	(213,585)	(14,391)	(5,033)
Total income tax benefit	\$ 82,376	\$ 250,376	\$ 30,050

As of each of the periods presented above, the Company did not provide deferred income taxes on the outside book-tax differences of its foreign subsidiaries or any undistributed retained earnings which are indefinitely reinvested, including those earnings previously subject to income taxes in the U.S. The reversal of these temporary differences or distributions could result in additional tax; however, it is not practicable to estimate the amount of any unrecognized deferred income tax liabilities at this time.

The types of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities are set forth below:

(\$ in thousands)	February 29, 2024	February 28, 2023
Deferred tax assets:		
Net operating loss carryforwards	\$ 76,252	\$ 85,184
Capital loss carryforward	129,490	—
Tax credits	4,342	4,735
Property and equipment	995	937
Disallowable interest carryforward	58,950	35,364
Deferred commissions	260	6,845
Lease liability	6,073	4,918
Other deferred tax asset	8,251	8,936
Accruals and reserves	1,897	2,978
Deferred revenue	563	799
Total deferred tax assets	287,073	150,696
Deferred tax liabilities:		
Intangibles	89,624	123,094
Investment in partnership	13,132	128,566
Other deferred tax liability	5,266	4,206
Total deferred tax liabilities	108,022	255,866
Valuation allowance	(232,950)	(37,978)
Net deferred tax liabilities	\$ 53,899	\$ 143,148

The reduction of \$

147.8

million in the deferred tax liability and a reduction of \$ 89.2 million in the net deferred tax liability for the fiscal year ended February 29, 2024, was primarily due to the impact of the goodwill impairment on the outside basis in the investment in the partnership. The \$ 195.0 million increase in the valuation allowance was primarily due to a 100% valuation allowance against a \$ 129.5 million capital loss carryforward, additional interest expense carryforward of \$ 23.6 million and the results of continuing operations, offset by the reduction in the net deferred tax liability from the change in the outside basis in the investment in the partnership which includes \$ 9.4 million for the vesting of restricted stock awards in additional paid-in capital in fiscal 2024.

ASC 740, *Income Taxes* (ASC 740), provides for the recognition of deferred tax assets if realization of such assets is more-likely-than not. Realization of deferred tax assets is dependent upon generating sufficient taxable income, ability to carryback losses, offsetting deferred tax liabilities and availability of tax planning strategies.

The deferred tax asset valuation allowance and changes were as follows:

	Fiscal Year Ended		
	February 29, 2024	February 28, 2023	February 28, 2022
(\$ in thousands)			
Balance at beginning of year			
	\$ 37,978	\$ 56,617	\$ 27,030
Additions charged to operations			
	215,609	3,770	17,394
Additions charged to goodwill			
	—	257	13,671
Net deductions ⁽¹⁾			
	(20,637)	(22,152)	(1,478)
Balance at end of year			
	<u>\$ 232,950</u>	<u>\$ 37,978</u>	<u>\$ 56,617</u>

(1) Represents current year releases credited to expense and current year reductions due to decreases in net deferred tax assets.

Gross deferred tax assets as of February 29, 2024 and February 28, 2023 and 2022 were reduced by valuation allowances of \$ 233.0 million, \$ 38.0 million and \$ 56.6 million. During the fiscal year ended February 29, 2024, the valuation allowance had a net increase of \$ 195.0 million, primarily due to a legal entity restructuring which generated a net capital loss carryforward of \$ 129.5 million and an increase in interest expense carryforward of \$ 23.6 million, offset by the reduction in the net deferred tax liability from the change in the outside basis in the investment in the partnership which includes \$ 9.4 million for the vesting of restricted stock awards in additional paid-in capital in fiscal 2024. During the fiscal year ended February 28, 2023, the valuation allowance had a net decrease of \$ 18.6 million, primarily due to a U.S. legal entity restructuring offset by an increase for restrictions on interest limitations in the United Kingdom. During the fiscal year ended February 28, 2022, the valuation allowance increased \$ 29.6 million, comprised of a net deferred tax expense of \$ 16.0 million recorded in the Consolidated Statements of Operations and \$ 13.6 million recorded through goodwill as part of the Business Combination and BluJay Acquisition.

As of February 29, 2024, the Company had net operating loss (NOL) carryforwards for federal, state and foreign income tax purposes of approximately \$ 327.8 million, \$ 177.0 million (post apportionment pre-tax) and \$ 67.7 million, respectively. As a result of the Tax Cuts and Jobs Act (TCJA), NOLs of \$ 170.3 million can be carried forward indefinitely. Pre-TCJA NOLs will begin to expire in fiscal 2027. The foreign net operating loss carryforwards are derived from multiple tax jurisdictions and will begin to expire during fiscal 2025. As of February 29, 2024, the Company had research and development tax credits and foreign tax credits of approximately \$ 4.4 million and \$ 1.1 million, respectively, to reduce future federal income taxes. Federal credit carryforwards expire beginning in 2025.

IRC Section 382 imposes limitations on a corporation's ability to utilize its NOLs if the corporation experiences an ownership change, as defined in Section 382. Based upon an analysis performed, utilization of the U.S. federal NOLs, research and development credits and foreign tax credits in future periods will be subject to an annual limitation under IRC Section 382. As noted above, as of February 29, 2024, federal NOL carryforwards and research and development credits before any Section 382 limitation were approximately \$ 327.8 million and \$ 4.4 million, respectively. Of these amounts, approximately \$ 91.8 million and \$ 2.0 million will expire unused due to Section 382. Accordingly, the Company has reduced the deferred tax assets based upon the anticipated federal NOLs that are expected to expire unutilized due to the annual limitation.

As of February 29, 2024 and February 28, 2023, total gross unrecognized tax benefits were \$ 2.5

million and \$

2.6 million, respectively. Approximately \$

0.7

million of the unrecognized tax benefits as of February 29, 2024, if recognized, would have an impact on the Company's effective tax rate. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of February 29, 2024 and February 28, 2023, the total amount of gross interest and penalties accrued was \$

0.2

million and less than \$

0.1

million, respectively, which was classified as other noncurrent liabilities in the Consolidated Balance Sheets.

A reconciliation of the beginning and ending amount of unrecognized tax benefit was as follows:

	February 29, 2024	February 28, 2023
<i>(\$ in thousands)</i>		
Beginning of period		
	\$ 2,571	\$ 2,571
Gross increases:		
Current year tax positions	19	—
Prior year tax positions	101	—
Gross decreases:		
Prior year tax positions due to statute lapse	(163)	—
End of period	<u>\$ 2,528</u>	<u>\$ 2,571</u>

Management believes that it has adequately provided for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. Should any issues addressed in the tax audits be resolved in a manner not consistent with management's expectations, the Company could be required to adjust the provision for income tax in the period such resolution occurs. Although the timing of the resolution and/or closure of audits is highly uncertain, the Company does not believe it is reasonably possible that the unrecognized tax benefits will materially change in the next 12 months.

The Company is subject to taxation in the U.S., various states and foreign jurisdictions. The Company has several individual filing groups in the U.S. some of which have NOLs dating back to 2015 and earlier. Fiscal 2020 through 2022 generally remain open to examination by the taxing jurisdictions to which the Company is subject. However, carry forward attributes that were generated in tax years prior to fiscal 2020 may be adjusted upon examination by the tax authorities until the statute of limitations closes for the tax year in which the carryforward attributes are utilized.

The Organisation for Economic Co-operation and Development (OECD) announced the Inclusive Framework on Base Erosion Profit Sharing (Framework) which agreed to a two pillar solution to address tax challenges arising from digitalization of the global economy. Under pillar two, the Framework provides for a global minimum tax rate of

15 %, calculated on a country-by-country basis. The Framework must now be implemented by the OECD members who have agreed to the plan, effective in 2024. Numerous countries have enacted legislation to adopt the Framework with a subset of the rules effective January 1, 2024, and the remaining rules effective January 1, 2025, or in later periods. E2open is in the process of assessing the Framework with respect to its structure as well as continuing to analyze the model rules and guidance published by the OECD as it applies to the Company's structure. E2open does not anticipate the Framework will have a material impact on its financial statements, largely driven by not meeting the revenue threshold of

750 million Euro for pillar two to apply. E2open will continue to evaluate and monitor this position as further guidance is made available, including refining its analysis as appropriate.

28. Commitments and Contingencies

In 2014, Kewill Inc. (Kewill) (a predecessor of BluJay) entered into a software licensing and service contract with a customer that resulted in a dispute over Kewill's performance under the agreement. In June 2020, prior to the Company's acquisition of BluJay, the customer filed suit. BluJay and its external counsel considered the claims meritless and intended to file a counter claim for delinquent uncollected receivables. At the time of the BluJay Acquisition in September 2021, an allowance for credit losses was recorded against the uncollected receivables from this customer. No further accrual was established for this litigation at the time of the acquisition or in subsequent periods through the first quarter of fiscal 2024, as in management's judgement, which was based on the advice of external legal counsel, the claims were without merit. Any loss beyond the uncollected receivables was considered remote and the maximum exposure was believed to be immaterial. In February 2022, consistent with the related contractual terms, the case moved to binding arbitration. Upon conclusion of the arbitration proceedings in August 2023, the arbitrator ruled against BluJay. On September 14, 2023, the parties agreed to a settlement for \$

17.8 million which resolved the matter and released the Company from all alleged claims. The settlement was paid on September 20, 2023.

The settlement is not an admission of liability or wrongdoing by the Company or its predecessors, nor does it validate the alleged claims.

The Company accrued \$

17.8 million for the settlement in the second quarter of fiscal 2024 as part of general and administrative expenses on the Condensed Consolidated Statement of Operations.

From time to time, the Company is subject to contingencies that arise in the ordinary course of business. The Company records an accrual for a contingency when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The Company does not currently believe the resolution of any such contingencies will have a material adverse effect upon the Company's Consolidated Balance Sheets, Statements of Operations or Statements of Cash Flows.

29. Supplemental Cash Flow Information

Supplemental cash flow information and non-cash investing and financing activities are as follows:

		February 29, 2024	Fiscal Year Ended February 28, 2023	February 28, 2022
<i>(In thousands)</i>				
Supplemental cash flow information - Cash paid for:				
Interest		\$ 100,984	\$ 62,151	\$ 27,688
Income taxes		8,113	10,587	2,442
Non-cash investing and financing activities:				
Capital expenditures financed under financing lease obligations		4,209	1,662	—
Capital expenditures included in accounts payable and accrued liabilities		230	2,733	11,887
Right-of-use assets obtained in exchange for operating lease obligations		10,432	2,023	34,733
Prepaid maintenance under notes payable		462	—	—
Retirement of fully depreciated assets		2,609	419	—

Shares withheld for taxes on vesting of restricted stock	7,544	1,610	—
Conversion of Common Units to Class A Common Stock	3,452	2,481	54,950
Conversion of Series B1 common stock to Class A Common Stock	—	—	175,000
Business Combination purchase price adjustment	—	—	2,965
Issuance of common stock for BluJay Acquisition	—	—	730,854
Deferred taxes related to issuance of common stock for BluJay Acquisition	—	—	36,805
	119		

30. Subsequent Events

The 2021 Incentive Plan has an "evergreen" provision that provides for an annual automatic increase to the number of shares of Class A Common Stock available under the plan. As of March 1, 2024, an additional

12,301,706 shares were reserved for issuance under the "evergreen" provision.

Mr. Appel's Chief of Staff was on a contract basis and transitioned to Executive Vice President and Chief of Staff on March 6, 2024. At that time he was awarded \$

1,500,000 time-based restricted stock, or

370,371 shares, and \$

450,000 time-based options, or

111,112 options. The time-based RSUs have an eighteen-month vesting period while the options are time-based with one-third of the options vesting at the end of the first year with the remaining options vesting ratably each quarter over the remaining two-years.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We have disclosure controls and procedures in place to ensure that information required to be disclosed in our reports filed or submitted under the Securities and Exchange Act of 1934, as amended (Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. These controls and procedures are accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we performed an evaluation of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of February 29, 2024. In designing and evaluating these disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply judgment in evaluating and implementing possible controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Annual Report, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There have not been any changes in our internal controls over financial reporting during the quarter ended February 29, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We review our disclosure controls and procedures, which may include internal controls over financial reporting, on an ongoing basis. From time to time, management makes changes to enhance the effectiveness of these controls and ensure that they continue to meet the needs of our business over time.

Management's Report on Internal Control over Financial Reporting

Management is responsible for designing, implementing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act. Our management assessed the effectiveness of our internal control over financial reporting as of February 29, 2024 based on the criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that as of February 29, 2024, our internal control over financial reporting was effective.

This 2024 Annual Report includes an attestation report of our independent registered public accounting firm regarding internal control over financial reporting, which appears in Part II, Item 8., *Financial Statements*, of this 2024 Annual Report.

Limitations on the Effectiveness of Controls

Management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all errors or fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Therefore, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluations of controls can provide absolute assurance that all control issues and instances of fraud, if any, within will be detected by us.

Item 9B. Other Information

Chief Financial Officer and Chief Commercial Officer Special Discretionary Bonus - Cash

In addition to individual performance bonuses under the Executive Incentive Plan that was determined in accordance with plan guidelines and performance against pre-set goals, the Compensation Committee recommended, and the board of directors approved on April 26, 2024 a supplemental discretionary year-end cash bonus in the amount of \$150,000 for fiscal year 2024 to Mr. Greg Randolph, Chief Commercial Officer, and \$50,000 for fiscal year 2024 to Ms. Marje Armstrong. These one-time bonus payouts were provided to recognize exemplary performance by Mr. Randolph in working to improve and enhance the Company's commercial organization and, for Ms. Armstrong, to recognize her increased scope of responsibility to include corporate communications and human resources.

Form Long-Term Incentive Award Agreements and Executive Incentive Plan

We will make the fiscal year 2025 long-term incentive awards under the 2021 Omnibus Equity Incentive Plan (2021 Plan) to our named executive officers pursuant to forms of Executive Performance-Based Restricted Stock Unit Notice and Executive Restricted Stock Unit Notice (collectively, Form LTI Award Agreements). Pursuant to the 2021 Plan and the Form LTI Award Agreements, long-term incentive awards for a calendar year for which performance is measured will be made in the form of time-based and performance-based restricted stock units. The Form LTI Award Agreements provide that time-based restricted stock units vest one-third on the first anniversary of the grant date, and two-thirds will vest equally on each three-month anniversary thereafter for two years with the last vesting occurring on the third anniversary of the grant date, while the performance-based restricted stock units will vest one-third on the first anniversary of the grant date, and two-thirds will vest equally on each three-month anniversary thereafter for two years with the last vesting occurring on the third anniversary of the grant date, subject to achievement of one-year performance metrics. All grants and vesting provisions are subject to the terms of the Form LTI Award Agreements regarding terminations of employment and change in control. Starting with the fiscal year 2025 grants, all performance-based awards shall be subject to the achievement of the following metrics: 60% organic revenue growth and 40% adjusted EBITDA.

The foregoing description of the Form LTI Award Agreements under the 2021 Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the Form LTI Award Agreements, which are attached as Exhibits 10.16 and 10.17 to this report and incorporated herein by reference.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item 10 will be contained in our definitive proxy statement to be filed with the SEC in connection with our 2024 Annual Meeting of Stockholders (Proxy Statement), which is expected to be filed no later than 120 days after the end of our fiscal year ended February 29, 2024, and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this Item 11 will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

The information required by this Item 12 will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this Item 13 will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this Item 14 will be set forth in the Proxy Statement and is incorporated herein by reference.

PART IV**Item 15. Exhibits, Financial Statement Schedules****(a) Financial Statements**

See *Index to Consolidated Financial Statements and Financial Statement Schedules* in Part II, Item 8. of this 2024 Annual Report.

Financial Statements Schedules

All schedules are omitted because the information required is not applicable or is shown in the financial statements or notes herein or not present in amounts sufficient to require submission of the schedule.

Exhibits

(b) The exhibits listed in the following *Exhibit Index* are filed or incorporated by reference as part of this 2024 Annual Report.

Exhibit Index

Exhibit Number	Description
2.1 †	— Business Combination Agreement, dated as of October 14, 2020, by and among CC Neuberger Principal Holdings I, E2open Holdings, LLC and the other parties thereto. (incorporated by reference to Exhibit 2.1 of CCNB1's Form 8-K/A (File No. 001-39272), filed with the SEC on October 15, 2020).
2.2 †	— Amendment No. 1 to the Business Combination Agreement, dated January 28, 2021 (incorporated by reference to Exhibit 2.1 of CCNB1's Form 8-K (File No. 001-39272), filed with the SEC on January 29, 2021).
3.1	— Certificate of Incorporation of the E2open Parent Holdings, Inc. (incorporated by reference to Exhibit 3.2 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 10, 2021).
3.2	— Amendment to the Certificate of Incorporation of E2open Parent Holdings, Inc. (incorporated by reference to Exhibit 3.3 of E2open Parent Holdings, Inc.'s Form S-1 (File No. 333-259562) filed with the SEC on September 15, 2021).
3.3	— Bylaws of the E2open Parent Holdings, Inc. (incorporated by reference to Exhibit 3.3 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 10, 2021).
4.1	— Form of Warrant Certificate of CC Neuberger Principal Holdings I (incorporated by reference to Exhibit 4.3 of CCNB1's Form S-1/A (File No. 333-236974), filed with the SEC on April 17, 2020).
4.2	— Warrant Agreement, dated April 28, 2020, between Continental Stock Transfer & Trust Company and CC Neuberger Principal Holdings I (incorporated by reference to Exhibit 4.1 of CCNB1's Form 8-K (File No. 001-39272), filed with the SEC on April 28, 2020).
4.3	— Description of the Registrant's Securities Registered under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.3 to Form 10-K, filed with the SEC on May 1, 2023).
10.1	— Third Amended and Restated Limited Liability Company Agreement of E2open Holdings, LLC, dated as of February 4, 2021, by and among E2open Parent Holdings, Inc. and each other person who is or at any time becomes a member of E2open Holdings, LLC (incorporated by reference to Exhibit 10.1 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 10, 2021).
10.2 †	— Tax Receivable Agreement, dated of February 4, 2021, by and among E2open Parent Holdings, Inc., Insight E2open Aggregator, LLC as the Tax Receivable Agreement party representative and each other person who is or at any time becomes a party thereto (incorporated by reference to Exhibit 10.2 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 10, 2021).
10.3	— Amended and Restated Investor Rights Agreement, dated as of September 1, 2021, by and among E2open Parent Holdings, Inc. and the other parties thereto (incorporated by reference to Exhibit 10.1 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on September 2, 2021).

Exhibit Number	Description
10.4	Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 of CCNB1's Form 8-K/A (File No. 001-39272), filed with the SEC on October 15, 2020).
10.5	Form of Forward Purchase Agreement between CC Neuberger Principal Holdings I and the investor named therein (incorporated by reference to Exhibit 10.9 of CCNB1's Form S-1 (File No. 333-236974), filed with the SEC on April 21, 2020).
10.6	Letter Agreement re: Forward Purchase by and between CC Neuberger Principal Holdings I and Neuberger Berman Opportunistic Capital Solutions Master Fund L.P., dated as of October 14, 2020 (incorporated by reference to Exhibit 10.2 of CCNB1's Form 8-K/A (File No. 001-39272), filed with the SEC on October 15, 2020).
10.7	Backstop Facility Agreement by and between CC Neuberger Principal Holdings I and Neuberger Berman Opportunistic Capital Solutions Master Fund L.P., dated as of October 14, 2020 (incorporated by reference to Exhibit 10.3 of CCNB1's Form 8-K/A (File No. 001-39272), filed with the SEC on October 15, 2020).
10.8	Sponsor Side Letter by and among Sponsor, Eva F. Huston, Keith W. Abell, CC NB Sponsor I Holdings LLC, a Delaware limited liability company, Neuberger Berman Opportunistic Capital Solutions Master Fund LP, a Cayman Islands exempted company and CC Neuberger Principal Holdings I (incorporated by reference to Exhibit 10.4 of CCNB1's Form 8-K/A (File No. 001-39272), filed with the SEC on October 15, 2020).
10.9	Credit Agreement, dated as of February 4, 2021, by and among E2open, LLC, the lenders party thereto and Goldman Sachs Bank USA, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.6 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 10, 2021).
10.10	Amendment No. 1 to the Credit Agreement, dated as of June 18, 2021, by and among E2open, LLC, the lenders party thereto and Goldman Sachs Bank USA, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.2 of E2open Parent Holdings, Inc.'s Form 10-Q (File No. 001-39272), filed with the SEC on July 14, 2021)
10.11	Amendment No. 2 to Credit Agreement, dated September 1, 2021, by and among E2open Intermediate, LLC, E2open, LLC, Goldman Sachs Bank USA, and the financial institutions parties thereto as lenders and issuing banks (incorporated by reference to Exhibit 10.4 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on September 2, 2021)
10.12	Amendment No. 3 to Credit Agreement, dated April 6, 2022, by and among E2open Intermediate, LLC, E2open, LLC, Goldman Sachs Bank USA, and the financial institutions parties thereto as lenders and issuing banks (incorporated by reference to Exhibit 10.17 to Form 10-K, filed with the SEC on April 29, 2022)
10.13	Amendment No. 4 to Credit Agreement, dated June 16, 2023, by and among E2open Intermediate, LLC, E2open, LLC, Goldman Sachs Bank USA, and the financial institutions parties thereto as lenders and issuing banks (incorporated by reference to Exhibit 10.1 to Form 8-K (File No. 001-39272), filed with the SEC on June 21, 2023)
10.14 +	E2open Parent Holdings, Inc. 2021 Omnibus Incentive Plan, As Amended and Restated (incorporated by reference to Exhibit 10.18 to Form 10-K, filed with the SEC on April 29, 2022)
10.15 +	Form of Executive Stock Option Grant Notice (incorporated by reference to Exhibit 10.14 to Form 10-K, filed with the SEC on May 1, 2023)
10.16 **	Form of Executive Performance Based Restricted Stock Unit Notice
10.17 **	Form of Executive Restricted Stock Unit Notice
10.18 +	Form of Executive Retention Agreement (incorporated by reference to Exhibit 10.1 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on November 22, 2023)
10.19 +	E2open Parent Holdings, Inc. 2021 Terms of Employment, dated March 1, 2021, between the Company, E2open, LLC and the executive named therein (incorporated by reference to Exhibit 10.1 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on March 1, 2021).
10.20 +	Amended and Restated Employment Letter Agreement, by and between E2open Parent Holdings, Inc. and Andrew Appel, dated as of February 8, 2024 (incorporated by reference to Exhibit 10.1 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 14, 2024)
10.21 +	Performance-Based Restricted Stock Unit Award Agreement for Andrew Appel, dated as of February 12, 2024 (incorporated by reference to Exhibit 10.2 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 14, 2024)
10.22 +	Performance-Based Stock Option Award Agreement for Andrew Appel, dated as of February 12, 2024 (incorporated by reference to Exhibit 10.3 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 14, 2024)
10.23 +	Time-Based Restricted Stock Unit Award Agreement for Andrew Appel, dated as of February 12, 2024 (incorporated by reference to Exhibit 10.4 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 14, 2024)

Exhibit Number	Description
10.24 +	— Time-Based Stock Option Award Agreement for Andrew Appel, dated as of February 12, 2024 (incorporated by reference to Exhibit 10.5 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 14, 2024)
10.25 +	— Time-Based Restricted Stock Units Award Agreement for Andrew Appel (Sign-On Award), dated as of February 12, 2024 (incorporated by reference to Exhibit 10.6 of E2open Parent Holdings, Inc.'s Form 8-K (File No. 001-39272), filed with the SEC on February 14, 2024)
10.26 +	— Executive Severance Plan, dated as of February 4, 2021, by and among E2open Parent Holdings, Inc. and the executive named therein (incorporated by reference to Exhibit 10.15 of E2open Parent Holdings, Inc.'s Form 10-K (File No. 001-39272), filed with the SEC on May 20, 2021).
10.27 **	— Executive Annual Incentive Plan of E2open Parent Holdings, Inc.
21.1*	— List of Subsidiaries of the Company
23.1*	— Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
31.1*	— Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	— Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	— Certifications of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	— Certifications of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1*	— Clawback Policy
101.INS	— XBRL Instance Document.
101.SCH	— XBRL Taxonomy Extension Schema Document.
104	— Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101)

* Filed herewith

+ Indicates a management or compensatory plan.

† Schedules to this exhibit have been omitted pursuant to Item 601(b)(2) of Registration S-K. The Registrant hereby agrees to furnish a copy of any omitted schedules to the Commission upon request.

Item 16. Form 10-K Summary

None.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

E2open Parent Holdings, Inc.
(Registrant)

April 29, 2024

/s/ Andrew M. Appel
Andrew M. Appel

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and as of the date indicated.

Signature	Capacity	Date
/s/ Andrew M. Appel Andrew M. Appel	Chief Executive Officer (Principal Executive Officer)	April 29, 2024
/s/ Marje Armstrong Marje Armstrong	Chief Financial Officer (Principal Financial Officer)	April 29, 2024
/s/ Deepa L. Kurian Deepa L. Kurian	Chief Accounting Officer (Principal Accounting Officer)	April 29, 2024
/s/ Chinh E. Chu Chinh E. Chu	Chairman of the Board of Directors	April 29, 2024
/s/ Keith W. Abell Keith W. Abell	Director	April 29, 2024
/s/ Dr. Stephen C. Daffron Dr. Stephen C. Daffron	Director	April 29, 2024
/s/ Martin Fichtner Martin Fichtner	Director	April 29, 2024
/s/ Eva F. Harris Eva F. Harris	Director	April 29, 2024
/s/ Ryan M. Hinkle Ryan M. Hinkle	Director	April 29, 2024
/s/ Timothy I. Maudlin Timothy I. Maudlin	Director	April 29, 2024

E2OPEN PARENT HOLDINGS, INC.
PERFORMANCE-BASED RESTRICTED STOCK UNIT NOTICE
(2021 OMNIBUS INCENTIVE PLAN)

E2open Parent Holdings, Inc. (the “**Company**”), pursuant to its 2021 Omnibus Incentive Plan (the “**Plan**”), hereby grants to Participant an Award of Restricted Stock Units for the number of shares of the Company’s Stock set forth below (the “**Award**”). The Award is subject to all of the terms and conditions as set forth in this Restricted Stock Unit Notice (this “**Grant Notice**”) and in the RSU Agreement (attached hereto as Attachment I) and the Plan, which has been made available to you on the Company Intranet, and the Vesting Schedule (attached hereto as Attachment II) both of which are incorporated herein in their entirety. Capitalized terms not otherwise defined herein but defined in the Plan or the RSU Agreement will have the same definitions as in the Plan or the RSU Agreement. If there is any conflict between the terms in this Grant Notice and the Plan, the terms of the Plan will control.

Name of Participant:

Date of Grant:

May 1, 2024

Number of Restricted Stock Units:

schedule: Attached hereto as Attachment II

Schedule: Subject to any adjustment as provided in Section 10(a) of the Plan, one share of Stock will be issued for each Restricted Stock Unit that vests at the time set forth in Section 6 of the RSU Agreement.

on Control: If any outstanding and unvested Award is not Assumed (as defined in Section 2(b)(ii) of the RSU Agreement) by the acquiring entity in connection with a Change in Control, such outstanding and unvested Award will immediately vest upon consummation of such Change in Control, with performance-based vesting criteria set forth in Attachment II deemed to be achieved at the greater of actual performance through the date of such Change in Control or target performance level.

Additional Terms/Acknowledgements: Participant acknowledges receipt of, and understands and agrees to, this Grant Notice, the RSU Agreement and the Plan. Participant acknowledges and agrees that this Grant Notice and the RSU Agreement may not be modified, amended or revised except as provided in the Plan. Participant further acknowledges that, as of the Date of Grant, this Grant Notice, the RSU Agreement and the Plan set forth the entire agreement and understanding between Participant and the Company regarding the acquisition of Stock pursuant to the Award specified above and supersede all prior oral and written agreements, promises and/or representations on that subject with the exception of (i) Awards previously granted and delivered to the Participant, (ii) the Company’s Clawback Policy, if applicable, and any other compensation

recovery policy that is adopted by the Company or is otherwise required by applicable law, and (iii) any written employment or severance arrangement that would provide for vesting acceleration of this Award upon the terms and conditions set forth therein. By accepting this Award, Participant consents to receive such documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

E2OPEN PARENT HOLDINGS, INC.

PARTICIPANT:

By:

Signature

Signature

Title:

Date:

Date:

ATTACHMENTS: RSU Agreement and Vesting Schedule

ATTACHMENT I

**E2OPEN PARENT HOLDINGS, INC.
2021 OMNIBUS INCENTIVE PLAN**

RSU AGREEMENT

Pursuant to the Restricted Stock Unit Grant Notice (the “**Grant Notice**”) and this RSU Agreement (this “**Agreement**”), E2open Parent Holdings, Inc. (the “**Company**”) has granted you an Award of Restricted Stock Units under its 2021 Omnibus Incentive Plan (the “**Plan**”) for the number of Restricted Stock Units indicated in the Grant Notice. Capitalized terms not explicitly defined in this Agreement or in the Grant Notice but defined in the Plan will have the same definitions as in the Plan.

If there is any conflict between the terms in this Agreement and the Plan, the terms of the Plan will control. The details of your Award of Restricted Stock Units (this or your “**Award**”), in addition to those set forth in the Grant Notice and the Plan, are as follows:

1. GRANT OF THE AWARD. This Award represents the right to be issued on a future date one (1) share of Stock for each Restricted Stock Unit that vests on the applicable vesting date(s) (subject to any adjustment under Section 3 below) as indicated in the Grant Notice. As of the Date of Grant, the Company will credit to a bookkeeping account maintained by or on behalf of the Company for your benefit (the “**Account**”) the number of Restricted Stock Units subject to the Award. This Award was granted in consideration of your services to the Company.

2. VESTING. Subject to the limitations contained herein, your Award will vest as provided in your Grant Notice. Vesting will cease upon your Termination. Except as set forth in this Section 2, upon your Termination, the Restricted Stock Units credited to the Account that were not vested pursuant to vesting terms provided in Attachment II as of the date of such Termination will be forfeited at no cost to the Company and you will have no further right, title or interest in or to such underlying shares of Stock.

(a) **Involuntary Termination During Performance Period.** Upon your Termination (i) by the Company or any of its Affiliates for a reason other than your death or Disability or for Cause, or (ii) by you for Good Reason (an “**Involuntary Termination**”) during the Performance Period (as defined in Attachment II), one-fourth (1/4th) of your Restricted Stock Units will remain outstanding and eligible to performance vest in accordance with Attachment II. A pro rata portion of the number of Restricted Stock Units subject to your Award, if any, that subsequently performance vest pursuant to Attachment II will immediately time vest at the end of the Performance Period, with such pro rata portion equal to the number of full months you were employed by the Company or any of its Affiliates between March 1, 2024 and February 28, 2025 divided by twelve (12).

(b) **Defined Terms.** For purposes of this Agreement,

(i) “**Annual Target Compensation**” means the sum of your annual base salary (and does not include any other compensation, including but not limited to incentive bonuses, car allowances or any other type of perquisites or benefits), target annual cash bonus and

target annual long-term equity incentive compensation opportunity as established by the Committee and, as applicable, reported in the Compensation Discussion & Analysis (CD&A) section of the Company's annual proxy statement.

(ii) An Award is "**Assumed**" for purposes of this Agreement if all of the following conditions are satisfied with respect to any outstanding and unvested Award (the "**Original Award**") : (a) the Original Award is converted into a replacement award (which may be equity- or cash-based) (an "**Assumed Award**") that has an intrinsic value at the time of such assumption equivalent to the intrinsic value of the Original Award at the time of the Change in Control, with performance-based vesting criteria set forth in Attachment II deemed to be achieved at the greater of actual performance through the date of such Change in Control or target performance level; and (b) the Assumed Award contains provisions for applicable time-based vesting and treatment upon terminations of employment that are no less favorable to you than the Original Award, and all other terms and conditions of the Assumed Award are substantially similar to the terms and conditions governing the Original Award.

(iii) "**Comparable Employment**" means employment on terms which provide (A) the same or greater rate of Annual Target Compensation, (B) substantially the same, equivalent or higher job title and level of responsibility as you had prior to the offer, disregarding any adjustment to your job title or level of responsibility to reflect your placement within the overall organizational hierarchy due to the Company becoming a business unit of the Company's successor or an acquirer in a Change in Control, and (C) a principal work location that is both (i) no more than fifty (50) miles from your then-current office location and (ii) does not materially increase your travel time from your then-current residence (other than in connection with any teleworking or other arrangement related to a public health or safety emergency).

(iv) "**Good Reason**" means the occurrence of any one or more of the following without your written consent: (A) a ten percent (10%) or greater reduction in your then-current base salary or target annual cash bonus or a fifteen percent (15%) or greater reduction in your then current Annual Target Compensation (other than (i) a reduction in connection with an across-the-board reduction for the Chief Executive Officer and each of his or her direct reports, (ii) a temporary reduction in your then-current Annual Target Compensation due to reasonably unforeseeable circumstances that materially impact the Company's business or operations, or (iii) a reduction in your Annual Target Compensation in a particular fiscal year due to the expiration of a special, one-time increase in your Annual Target Compensation applicable to the immediately prior fiscal year); (B) a material diminution in your authorities, duties, or responsibilities (other than as a result of the Company ceasing to be a publicly traded company), or the assignment to you of duties inconsistent with your then-current authorities, duties or responsibilities; or (C) the Company's requiring you to be based at an office location that is at least fifty (50) miles from your then-current office location and that materially increases your travel time from your then-current residence (other than in connection with any teleworking or other arrangement related to a public health or safety emergency); provided, that you may not rely on any particular action or event as a basis for terminating your employment due to Good Reason unless you deliver a notice based on that action or event within thirty (30) days after its occurrence and the Company has failed to correct the circumstances cited by you as constituting Good Reason within thirty (30) days of receiving such notice, and you terminate employment within ten (10) days following the Company's failure to correct. However, no event shall be considered to constitute Good Reason if

you are offered Comparable Employment with respect to your position, determined without giving effect to the events allegedly constituting Good Reason, by the Company or any Affiliate of the Company, regardless of whether you accept such offer of employment.

(c) Involuntary Termination After the Performance Period. Upon your Involuntary Termination after the completion of the Performance Period, a number of Restricted Stock Units subject to your Award, if any, that previously performance vested pursuant to Attachment II will immediately time vest equal to the difference between (x) the product of (A) the aggregate number of Restricted Stock Units subject to your Award, if any, that previously performance vested, times (B) the number of full months you were employed by the Company or any of its Affiliates during the period between March 1, 2024 and February 28, 2027 divided by thirty-six (36), and (y) the number of Restricted Stock Units that have vested prior to the date of such Involuntary Termination.

(d) Effect of a Change in Control. Notwithstanding anything to the contrary set forth in the Plan, if the Original Award is not Assumed by the acquiring entity in connection with a Change in Control, such Original Award will immediately vest upon consummation of such Change in Control, with performance-based vesting criteria set forth in Attachment II deemed to be achieved at the greater of actual performance through the date of such Change in Control or target performance level. Upon your Termination following a Change in Control due to your death, Disability or Involuntary Termination, the Assumed Award will immediately time vest.

(e) Committee Discretion to Accelerate Vesting. Notwithstanding the foregoing, the Committee may, in its sole discretion, provide for accelerated vesting of the number of Restricted Stock Units subject to your Award at any time and for any reason.

3. NUMBER OF SHARES. The number of Restricted Stock Units subject to your Award may be adjusted from time to time for capitalization adjustments, as provided in the Plan. Any additional Restricted Stock Units, shares, cash or other property that becomes subject to the Award pursuant to this Section 3, if any, shall be subject, in a manner determined by the Committee, to the same forfeiture restrictions, restrictions on transferability, and time and manner of delivery as applicable to the other Restricted Stock Units covered by your Award. Notwithstanding the provisions of this Section 3, no fractional shares or rights for fractional shares of Stock shall be created pursuant to this Section 3. Any fraction of a share will be rounded down to the nearest whole share.

4. SECURITIES LAW COMPLIANCE. You may not be issued any shares of Stock under your Award unless the shares of Stock underlying the Restricted Stock Units are then registered under the Securities Act or, if not registered, the Company has determined that such issuance of the shares would be exempt from the registration requirements of the Securities Act. The issuance of shares of Stock must also comply with all other applicable laws and regulations governing the Award and the Company's policies, including without limitation the Company's Insider Trading Policy, as amended from time to time, and you shall not receive such Stock if the Company determines that such receipt would not be in material compliance with such laws, regulations or Company policies, if applicable.

5. TRANSFER RESTRICTIONS. Prior to the time that shares of Stock have been delivered to you, you may not transfer, pledge, sell or otherwise dispose of this Award or the shares issuable in respect of your Award, except as expressly provided in Section 5.a. below. For example, you may not use shares that may be issued in respect of your Restricted Stock Units as security for a loan. The restrictions on transfer set forth herein will lapse upon delivery to you of shares in respect of your vested Restricted Stock Units.

a. Beneficiary Designation. Upon receiving written permission from the Committee or its duly authorized designee, you may, by delivering written notice to the Company, in a form approved by the Company, designate a third party who, on your death, will thereafter be entitled to receive the shares issuable in respect of your Award. In the absence of such a designation, your executor or administrator of your estate will be entitled to receive any Stock or other consideration that vested but was not issued before your death.

6. DATE OF ISSUANCE.

a. The issuance of shares in respect of the Restricted Stock Units is intended to comply with Treasury Regulation Section 1.409A-1(b)(4) and will be construed and administered in such a manner. In the event one or more Restricted Stock Units vests, the Company shall issue to you one (1) share of Stock for each Restricted Stock Unit that vests as soon as practicable following the applicable vesting date(s) (subject to any adjustment under Section 3 above) and in any event within thirty (30) days following the vesting date.

b. The form of delivery (e.g., a stock certificate or electronic entry evidencing such shares) shall be determined by the Company.

7. DIVIDENDS. You shall receive no benefit or adjustment to your Award with respect to any cash dividend, stock dividend or other distribution that does not result from the adjustment provided in Section 10(a) of the Plan.

8. RESTRICTIVE LEGENDS. The shares of Stock issued under your Award shall be endorsed with appropriate legends, if applicable, as determined by the Company.

9. AWARD NOT A SERVICE CONTRACT. This Agreement is not an employment or service contract, and nothing in this Agreement will be deemed to create in any way whatsoever any obligation on your part to continue in the employ or service of the Company or an Affiliate, or of the Company or an Affiliate to continue your employment or service.

10. WITHHOLDING OBLIGATIONS.

a. On or before the time you receive a distribution of the shares of Stock underlying your Award, and at any other time as reasonably requested by the Company in accordance with applicable tax laws, you hereby authorize any required withholding from the shares of Stock issuable to you and/or otherwise agree to make adequate provision in cash for any sums required to satisfy the federal, state, local and foreign tax withholding obligations of the Company or any Affiliate that arise in connection with your Award (the "**Withholding Taxes**"). Additionally, the Company or any Affiliate may, in its sole discretion, satisfy all or any portion of the Withholding Taxes obligation relating to your Award by any of the following means or by a

combination of such means: (i) withholding from any compensation otherwise payable to you by the Company; (ii) causing you to tender a cash payment; (iii) permitting or requiring you to enter into a "same day sale" commitment, whereby Withholding Taxes may be satisfied with a portion of the shares of Stock to be delivered in connection with your Restricted Stock Units by delivery of an irrevocable direction to a securities broker (on a form prescribed by the Committee) to sell a portion of the shares of Stock and to deliver all or part of the sale proceeds to the Company and/or its Affiliates in payment of the amount necessary to satisfy the Withholding Taxes obligation; (iv) withholding shares of Stock from the shares of Stock issued or otherwise issuable to you in connection with the Award with a Fair Market Value (measured as of the date shares of Stock are issued to pursuant to Section 6) equal to the amount of such Withholding Taxes; provided, that to the extent necessary to qualify for an exemption from application of Section 16(b) of the Exchange Act, if applicable, such share withholding procedure will be subject to the express prior approval of the Committee; or (v) such other arrangements as are satisfactory to the Committee.

b. Unless the tax withholding obligations of the Company and/or any Affiliate are satisfied, the Company shall have no obligation to deliver to you any shares of Stock.

c. In the event the Company's obligation to withhold arises prior to the delivery to you of shares of Stock or it is determined after the delivery of shares of Stock to you that the amount of the Company's withholding obligations was greater than the amount withheld by the Company, you agree to indemnify and hold the Company harmless from any failure by the Company to withhold the proper amount.

11. TAX CONSEQUENCES. You hereby agree that the Company does not have a duty to design or administer the Plan or its other compensation programs in a manner that minimizes your tax liabilities. You will not make any claim against the Company, or any of its officers, directors, employees or Affiliates related to tax liabilities arising from your Award or your other compensation.

12. NOTICES. Any notices provided for in your Award or the Plan will be given in writing (including electronically) and will be deemed effectively given upon receipt or, in the case of notices delivered by mail by the Company to you, five (5) days after deposit in the United States mail, postage prepaid, addressed to you at the last address you provided to the Company. The Company may, in its sole discretion, decide to deliver any documents related to participation in the Plan and this Award by electronic means or to request your consent to participate in the Plan by electronic means. By accepting this Award, you consent to receive such documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

13. UNSECURED OBLIGATION. Your Award is unfunded, and as a holder of a vested Award, you shall be considered a general, unsecured creditor of the Company with respect to the Company's obligation, if any, to issue shares or other property pursuant to this Agreement.

14. GOVERNING PLAN DOCUMENT. Your Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of your Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. If there is any conflict between the provisions of your Award

and those of the Plan, the provisions of the Plan will control. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE. ANY DISPUTE, CONTROVERSY OR CLAIM BETWEEN YOU AND THE COMPANY ARISING OUT OF OR RELATED TO THIS AGREEMENT SHALL BE RESOLVED BY ARBITRATION IN ACCORDANCE WITH THE PROVISIONS RELATING TO ARBITRATION SET FORTH IN THE PLAN.

15. CLAWBACK/RECOUPMENT POLICY. Your Award (and any compensation paid or shares issued under your Award) is subject to recoupment in accordance with the Company's Clawback Policy, , if applicable, The Dodd-Frank Wall Street Reform and Consumer Protection Act and any implementing regulations thereunder, any other clawback policy adopted by the Company and any compensation recovery policy otherwise required by applicable law.

16. OTHER DOCUMENTS. You hereby acknowledge receipt of and the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act, which includes the Plan prospectus. In addition, you hereby acknowledge receipt of the Company's Code of Conduct and Ethics and Insider Trading Policy, each, as in effect from time to time, which, among other things, prohibit certain individuals from selling shares during certain "black-out" periods.

17. EFFECT ON OTHER EMPLOYEE BENEFIT PLANS. The value of this Award will not be included as compensation, earnings, salaries, or other similar terms used when calculating your benefits under any employee benefit plan sponsored by the Company or any Affiliate, except as such plan otherwise expressly provides. The Company expressly reserves its rights to amend, modify, or terminate any of the Company's or any Affiliate's employee benefit plans.

18. VOTING RIGHTS. You will not have voting or any other rights as a stockholder of the Company with respect to the shares of Stock to be issued pursuant to this Award until such shares are issued to you. Upon such issuance, you will obtain full voting and other rights as a stockholder of the Company. Nothing contained in this Award, and no action taken pursuant to its provisions, will create or be construed to create a trust of any kind or a fiduciary relationship between you and the Company or any other person.

19. SEVERABILITY. If all or any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

20. DATA PRIVACY. You explicitly and unambiguously consents to the collection, use, and transfer, in electronic or other form, of personal data as described in Section 20(g) of the Plan (such Section 20(g) of the Plan is incorporated herein by reference and made a part hereof) by and among, as applicable, the Company, its Affiliates, third-party administrator(s) and other possible recipients for the exclusive purpose of implementing, administering, and managing the Plan and Awards and your participation in the Plan. You acknowledges, understands and agrees that Data

may be transferred to third parties, which will assist the Company with the implementation, administration and management of the Plan.

21. MISCELLANEOUS.

a. The rights and obligations of the Company under your Award will be transferable to any one or more persons or entities, and all covenants and agreements hereunder will inure to the benefit of, and be enforceable by, the Company's successors and assigns.

b. You agree upon request to execute any further documents or instruments necessary or desirable in the sole determination of the Company to carry out the purposes or intent of your Award.

c. You acknowledge and agree that you have reviewed your Award in its entirety, have had an opportunity to obtain the advice of counsel prior to executing and accepting your Award and fully understand all provisions of your Award.

d. This Agreement will be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

e. All obligations of the Company under the Plan and this Agreement will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.

This RSU Agreement will be deemed to be signed by you upon the signing by you of the Restricted Stock Unit Grant Notice to which it is attached.

ATTACHMENT II

VESTING SCHEDULE

2. VESTING.

(a) **General.** Your Award will vest on a performance and time basis. The number of Restricted Stock Units subject to your Award that vests on a performance basis will be determined from the period beginning March 1, 2024 and ending February 28, 2025 (the “**Performance Period**”) in accordance with Section 1(b). The number of Restricted Stock Units subject to your Award that have performance vested pursuant to Section 1(b) will time vest in accordance with Section 2. Your Award will not be vested as to any portion thereof unless and until such portion has both performance and time vested in accordance with this Section 1.

(b) **Performance Vesting.** Your Award is eligible to performance vest based on the Company’s achievement as measured against the metrics set forth below during the Performance Period. The number of Restricted Stock Units subject to your Award that performance vests will be determined in accordance with this Attachment II and will be determined using straight line interpolation for performance between performance goals established for the below metrics. Any portion of your Award that does not performance vest as of the end of the Performance Period will be immediately forfeited.

[TABLE OMITTED]

(i) Two financial performance metrics: Organic Subscription Revenue Growth on Constant Currency Basis (60% weight) and Adjusted EBITDA (40% weight).

(ii) Maximum payout is 200% of target.

(iii) Organic subscription revenue and EBITDA to be constant currency adjusted; FY24 as base.

(iv) Organic subscription revenue growth to be pro forma adjusted for acquisitions or dispositions.

(v) Organic subscription revenue is non-GAAP subscription revenue which excludes impacts of purchase accounting adjustments, foreign exchange adjustments reflected as pro forma (excluding impacts of acquisition, disposition, or other material changes in the business that are treated as pro forma adjustments for external reporting purposes).

(vi) Adjusted EBITDA is defined as GAAP EBITDA less purchase accounting adjustments, share-based compensation, non-recurring/non-operating costs, acquisition costs, tax receivable agreement adjustments, warrant liability changes, contingent consideration changes, impairment charges, foreign exchange adjustments (i.e. – constant currency) or any other adjustments to derive adjusted EBITDA for external reporting purposes (excluding impacts of acquisition, disposition, or other material changes in the business that are treated as pro forma adjustments).

(vii) The above definitions assume exclusion of impacts outside of the Company's control, such as M&A, litigation, insurance settlement costs, restructuring charges, discontinued ops, changes in accounting principles, changes in tax law or rate, charges related to regulatory changes, war, natural disasters, etc.

3. TIME VESTING. The portion of your Award that performance vested pursuant to Section 1 will time vest one-third (1/3rd) on May 1, 2025, and two-thirds (2/3rds) will vest equally on each three-month anniversary thereafter for two years with the last vesting occurring on May 1, 2027 so long as you remain employed on the vesting date or as otherwise provided in the terms of this award.

**E2OPEN PARENT HOLDINGS, INC.
RESTRICTED STOCK UNIT NOTICE
(2021 OMNIBUS INCENTIVE PLAN)**

E2open Parent Holdings, Inc. (the “**Company**”), pursuant to its 2021 Omnibus Incentive Plan (the “**Plan**”), hereby grants to Participant an Award of Restricted Stock Units for the number of shares of the Company’s Stock set forth below (the “**Award**”). The Award is subject to all of the terms and conditions as set forth in this Restricted Stock Unit Notice (this “**Grant Notice**”) and in the RSU Agreement (attached hereto as Attachment I) and the Plan, which has been made available to you on the Company Intranet, both of which are incorporated herein in their entirety. Capitalized terms not otherwise defined herein but defined in the Plan or the RSU Agreement will have the same definitions as in the Plan or the RSU Agreement. If there is any conflict between the terms in this Grant Notice and the Plan, the terms of the Plan will control.

Name of Participant: [●]
Date of Grant: May 1, 2024
Number of Restricted Stock Units: [●]

schedule: The Restricted Stock Units will vest one-third (1/3rd) on May 1, 2025, and two-thirds (2/3rds) will vest equally on each three-month anniversary thereafter for two years with the last vesting occurring on May 1, 2027.

1 Control: If any outstanding and unvested Award is not Assumed (as defined in Section 2(b)(ii) of the RSU Agreement) by the acquiring entity in connection with a Change in Control, such outstanding and unvested Award will immediately vest upon consummation of such Change in Control.

Schedule: Subject to any adjustment as provided in Section 10(a) of the Plan, one share of Stock will be issued for each Restricted Stock Unit that vests at the time set forth in Section 6 of the RSU Agreement.

Additional Terms/Acknowledgements: Participant acknowledges receipt of, and understands and agrees to, this Grant Notice, the RSU Agreement and the Plan. Participant acknowledges and agrees that this Grant Notice and the RSU Agreement may not be modified, amended or revised except as provided in the Plan. Participant further acknowledges that, as of the Date of Grant, this Grant Notice, the RSU Agreement and the Plan set forth the entire agreement and understanding between Participant and the Company regarding the acquisition of Stock pursuant to the Award specified above and supersede all prior oral and written agreements, promises and/or representations on that subject with the exception of (i) Awards previously granted and delivered to the Participant, (ii) the Company’s Clawback Policy, if applicable, and any other compensation recovery policy that is adopted by the Company or is otherwise required by applicable law, and

(iii) any written employment or severance arrangement that would provide for vesting acceleration of this Award upon the terms and conditions set forth therein. By accepting this Award, Participant consents to receive such documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

E2OPEN PARENT HOLDINGS, INC.

PARTICIPANT:

By:

Signature

Signature

Title:

Date:

Date:

ATTACHMENTS: RSU Agreement

ATTACHMENT I

E2OPEN PARENT HOLDINGS, INC. 2021 OMNIBUS INCENTIVE PLAN

RSU AGREEMENT

Pursuant to the Restricted Stock Unit Grant Notice (the “**Grant Notice**”) and this RSU Agreement (this “**Agreement**”), E2open Parent Holdings, Inc. (the “**Company**”) has granted you an Award of Restricted Stock Units under its 2021 Omnibus Incentive Plan (the “**Plan**”) for the number of Restricted Stock Units indicated in the Grant Notice. Capitalized terms not explicitly defined in this Agreement or in the Grant Notice but defined in the Plan will have the same definitions as in the Plan.

If there is any conflict between the terms in this Agreement and the Plan, the terms of the Plan will control. The details of your Award of Restricted Stock Units (this or your “**Award**”), in addition to those set forth in the Grant Notice and the Plan, are as follows:

1. GRANT OF THE AWARD. This Award represents the right to be issued on a future date one (1) share of Stock for each Restricted Stock Unit that vests on the applicable vesting date(s) (subject to any adjustment under Section 3 below) as indicated in the Grant Notice. As of the Date of Grant, the Company will credit to a bookkeeping account maintained by or on behalf of the Company for your benefit (the “**Account**”) the number of Restricted Stock Units subject to the Award. This Award was granted in consideration of your services to the Company.

2. VESTING. Subject to the limitations contained herein, your Award will vest as provided in your Grant Notice. Vesting will cease upon your Termination. Except as set forth in this Section 2, upon your Termination, the Restricted Stock Units credited to the Account that were not vested on the date of such Termination will be forfeited at no cost to the Company and you will have no further right, title or interest in or to such underlying shares of Stock.

(a) **Involuntary Termination.** Upon your Termination (i) by the Company or any of its Affiliates for a reason other than your death or Disability or for Cause, or (ii) by you for Good Reason (an “**Involuntary Termination**”), you will immediately vest in a number of Restricted Stock Units subject to your Award equal to the difference between (x) the product of (A) the aggregate number of Restricted Stock Units subject to your Award on the Date of Grant, times (B) the number of full months you were employed by the Company or any of its Affiliates between May 1, 2024 and April 30, 2027 divided by thirty-six (36), and (y) the number of Restricted Stock Units that have vested prior to the date of such Involuntary Termination.

(b) **Defined Terms.** For purposes of this Agreement,

(i) **“Annual Target Compensation”** means the sum of your annual base salary (and does not include any other compensation, including but not limited to incentive bonuses, car allowances or any other type of perquisites or benefits), target annual cash bonus and target annual long-term equity incentive compensation opportunity as established by the Committee and, as applicable, reported in the Compensation Discussion & Analysis (CD&A) section of the Company’s annual proxy statement.

(ii) An Award is “**Assumed**” for purposes of this Agreement if all of the following conditions are satisfied with respect to any outstanding and unvested Award (the “**Original Award**”): (a) the Original Award is converted into a replacement award (which may be equity- or cash-based) (an “**Assumed Award**”) that has an intrinsic value at the time of such assumption equivalent to the intrinsic value of the Original Award at the time of the Change in Control; and (b) the Assumed Award contains provisions for applicable time-based vesting and treatment upon terminations of employment that are no less favorable to you than the Original Award, and all other terms and conditions of the Assumed Award are substantially similar to the terms and conditions governing the Original Award.

(iii) “Comparable Employment” means employment on terms which provide (A) the same or greater rate of Annual Target Compensation, (B) substantially the same, equivalent or higher job title and level of responsibility as you had prior to the offer, disregarding any adjustment to your job title or level of responsibility to reflect your placement within the overall organizational hierarchy due to the Company becoming a business unit of the Company’s successor or an acquirer in a Change in Control, and (C) a principal work location that is both (i) no more than fifty (50) miles from your then-current office location and (ii) does not materially increase your travel time from your then-current residence (other than in connection with any teleworking or other arrangement related to a public health or safety emergency).

(iv)“Good Reason” means the occurrence of any one or more of the following without your written consent: (A) a ten percent (10%) or greater reduction in your then-current base salary or target annual cash bonus or a fifteen percent (15%) or greater reduction in your then current Annual Target Compensation (other than (i) a reduction in connection with an across-the-board reduction for the Chief Executive Officer and each of his or her direct reports, (ii) a temporary reduction in your then-current Annual Target Compensation due to reasonably unforeseeable circumstances that materially impact the Company’s business or operations, or (iii) a reduction in your Annual Target Compensation in a particular fiscal year due to the expiration of a special, one-time increase in your Annual Target Compensation applicable to the immediately prior fiscal year); (B) a material diminution in your authorities, duties, or responsibilities (other than as a result of the Company ceasing to be a publicly traded company), or the assignment to you of duties inconsistent with your then-current authorities, duties or responsibilities; or (C) the Company’s requiring you to be based at an office location that is at least fifty (50) miles from your then-current office location and that materially increases your travel time from your then-current residence (other than in connection with any teleworking or other arrangement related to a public health or safety emergency); provided, that you may not rely on any particular action or event as a basis for terminating your employment due to Good Reason unless you deliver a notice based on that action or event within thirty (30) days after its occurrence and the Company has failed to correct the circumstances cited by you as constituting Good Reason within thirty (30) days of receiving such notice, and you terminate employment within ten (10) days following the Company’s failure to correct. However, no event shall be considered to constitute Good Reason if you are offered Comparable Employment with respect to your position, determined without giving effect to the events allegedly constituting Good Reason, by the Company or any Affiliate of the Company, regardless of whether you accept such offer of employment.

(c)Termination Due to Death or Disability. Upon your Termination by the Company or any of its Affiliates due to your death or Disability, the number of Restricted Stock Units subject to your Award that remain outstanding will immediately vest.

(d)Effect of a Change in Control. Notwithstanding anything to the contrary set forth in the Plan, if the Original Award is not Assumed by the acquiring entity in connection with a Change in Control, such Original Award will immediately vest upon consummation of such Change in Control. Upon your Termination following a Change in Control due to your death, Disability or Involuntary Termination, the Assumed Award will immediately vest.

(e)Committee Discretion to Accelerate Vesting. Notwithstanding the foregoing, the Committee may, in its sole discretion, provide for accelerated vesting of the number of Restricted Stock Units subject to your Award at any time and for any reason.

3.NUMBER OF SHARES. The number of Restricted Stock Units subject to your Award may be adjusted from time to time for capitalization adjustments, as provided in the Plan. Any additional Restricted Stock Units, shares, cash or other property that becomes subject to the Award pursuant to this Section 3, if any, shall be subject, in a manner determined by the Committee, to the same forfeiture restrictions, restrictions on transferability, and time and manner of delivery as applicable to the other Restricted Stock Units covered by your Award. Notwithstanding the provisions of this Section 3, no fractional shares or rights for fractional shares of Stock shall be created pursuant to this Section 3. Any fraction of a share will be rounded down to the nearest whole share.

4.SECURITIES LAW COMPLIANCE. You may not be issued any shares of Stock under your Award unless the shares of Stock underlying the Restricted Stock Units are then registered under the Securities Act or, if not registered, the Company has determined that such issuance of the shares would be exempt from the registration requirements of the Securities Act. The issuance of shares of Stock must also comply with all other applicable laws and regulations governing the Award and the Company's policies, including without limitation the Company's Insider Trading Policy, as amended from time to time, and you shall not receive such Stock if the Company determines that such receipt would not be in material compliance with such laws, regulations or Company policies, if applicable.

5. TRANSFER RESTRICTIONS. Prior to the time that shares of Stock have been delivered to you, you may not transfer, pledge, sell or otherwise dispose of this Award or the shares issuable in respect of your Award, except as expressly provided in Section 5.a. below. For example, you may not use shares that may be issued in respect of your Restricted Stock Units as security for a loan. The restrictions on transfer set forth herein will lapse upon delivery to you of shares in respect of your vested Restricted Stock Units.

a. Beneficiary Designation. Upon receiving written permission from the Committee or its duly authorized designee, you may, by delivering written notice to the Company, in a form approved by the Company, designate a third party who, on your death, will thereafter be entitled to receive the shares issuable in respect of your Award. In the absence of such a designation, your executor or administrator of your estate will be entitled to receive any Stock or other consideration that vested but was not issued before your death.

6. DATE OF ISSUANCE.

a. The issuance of shares in respect of the Restricted Stock Units is intended to comply with Treasury Regulation Section 1.409A-1(b)(4) and will be construed and administered in such a manner. In the event one or more Restricted Stock Units vests, the Company shall issue to you one (1) share of Stock for each Restricted Stock Unit that vests as soon as practicable following the applicable vesting date(s) (subject to any adjustment under Section 3 above) and in any event within thirty (30) days following the vesting date.

b. The form of delivery (e.g., a stock certificate or electronic entry evidencing such shares) shall be determined by the Company.

7. DIVIDENDS. You shall receive no benefit or adjustment to your Award with respect to any cash dividend, stock dividend or other distribution that does not result from the adjustment provided in Section 10(a) of the Plan.

8. RESTRICTIVE LEGENDS. The shares of Stock issued under your Award shall be endorsed with appropriate legends, if applicable, as determined by the Company.

9. AWARD NOT A SERVICE CONTRACT. This Agreement is not an employment or service contract, and nothing in this Agreement will be deemed to create in any way whatsoever any obligation on your part to continue in the employ or service of the Company or an Affiliate, or of the Company or an Affiliate to continue your employment or service.

10. WITHHOLDING OBLIGATIONS.

a. On or before the time you receive a distribution of the shares of Stock underlying your Award, and at any other time as reasonably requested by the Company in accordance with applicable tax laws, you hereby authorize any required withholding from the shares of Stock issuable to you and/or otherwise agree to make adequate provision in cash for any sums required to satisfy the federal, state, local and foreign tax withholding obligations of the Company or any Affiliate that arise in connection with your Award (the "**Withholding Taxes**"). Additionally, the Company or any Affiliate may, in its sole discretion, satisfy all or any portion of the Withholding Taxes obligation relating to your Award by any of the following means or by a combination of such means: (i) withholding from any compensation otherwise payable to you by the Company; (ii) causing you to tender a cash payment; (iii) permitting or requiring you to enter into a "same day sale" commitment, whereby Withholding Taxes may be satisfied with a portion of the shares of Stock to be delivered in connection with your Restricted Stock Units by delivery of an irrevocable direction to a securities broker (on a form prescribed by the Committee) to sell a portion of the shares of Stock and to deliver all or part of the sale proceeds to the Company and/or its Affiliates in payment of the amount necessary to satisfy the Withholding Taxes obligation; (iv) withholding shares of Stock from the shares of Stock issued or otherwise issuable to you in connection with the Award with a Fair Market Value (measured as of the date shares of Stock are issued to pursuant to Section 6) equal to the amount of such Withholding Taxes; provided, that to the extent necessary to qualify for an exemption from application of Section 16(b) of the Exchange Act, if applicable, such share withholding procedure will be subject to the express prior approval of the Committee; or (v) such other arrangements as are satisfactory to the Committee.

b. Unless the tax withholding obligations of the Company and/or any Affiliate are satisfied, the Company shall have no obligation to deliver to you any shares of Stock.

c. In the event the Company's obligation to withhold arises prior to the delivery to you of shares of Stock or it is determined after the delivery of shares of Stock to you that the amount of the Company's withholding obligations was greater than the amount withheld by the Company, you agree to indemnify and hold the Company harmless from any failure by the Company to withhold the proper amount.

11. TAX CONSEQUENCES. You hereby agree that the Company does not have a duty to design or administer the Plan or its other compensation programs in a manner that minimizes your tax liabilities. You will not make any claim against the Company, or any of its officers, directors, employees or Affiliates related to tax liabilities arising from your Award or your other compensation.

12. NOTICES. Any notices provided for in your Award or the Plan will be given in writing (including electronically) and will be deemed effectively given upon receipt or, in the case of notices delivered by mail by the Company to you, five (5) days after deposit in the United States mail, postage prepaid, addressed to you at the last address you provided to the Company. The Company may, in its sole discretion, decide to deliver any documents related to participation in the Plan and this Award by electronic means or to request your consent to participate in the Plan by electronic means. By accepting this Award, you consent to receive such documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

13. UNSECURED OBLIGATION. Your Award is unfunded, and as a holder of a vested Award, you shall be considered a general, unsecured creditor of the Company with respect to the Company's obligation, if any, to issue shares or other property pursuant to this Agreement.

14. GOVERNING PLAN DOCUMENT. Your Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of your Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. If there is any conflict between the provisions of your Award and those of the Plan, the provisions of the Plan will control. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE. ANY DISPUTE, CONTROVERSY OR CLAIM BETWEEN YOU AND THE COMPANY ARISING OUT OF OR RELATED TO THIS AGREEMENT SHALL BE RESOLVED BY ARBITRATION IN ACCORDANCE WITH THE PROVISIONS RELATING TO ARBITRATION SET FORTH IN THE PLAN.

15. CLAWBACK/RECOUPMENT POLICY. Your Award (and any compensation paid or shares issued under your Award) is subject to recoupment in accordance with the Company's Clawback Policy, , if applicable, The Dodd-Frank Wall Street Reform and Consumer Protection Act and any implementing regulations thereunder, any other clawback policy adopted by the Company and any compensation recovery policy otherwise required by applicable law.

16. OTHER DOCUMENTS. You hereby acknowledge receipt of and the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act, which includes the Plan prospectus. In addition, you hereby acknowledge receipt of the Company's Code of Conduct and Ethics and Insider Trading Policy, each, as in effect from time to time, which, among other things, prohibit certain individuals from selling shares during certain "black-out" periods.

17. EFFECT ON OTHER EMPLOYEE BENEFIT PLANS. The value of this Award will not be included as compensation, earnings, salaries, or other similar terms used when calculating your benefits under any employee benefit plan sponsored by the Company or any Affiliate, except as such plan otherwise expressly provides. The Company expressly reserves its rights to amend, modify, or terminate any of the Company's or any Affiliate's employee benefit plans.

18. VOTING RIGHTS. You will not have voting or any other rights as a stockholder of the Company with respect to the shares of Stock to be issued pursuant to this Award until such shares are issued to you. Upon such issuance, you will obtain full voting and other rights as a stockholder of the Company. Nothing contained in this Award, and no action taken pursuant to its provisions, will create or be construed to create a trust of any kind or a fiduciary relationship between you and the Company or any other person.

19. SEVERABILITY. If all or any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

20. DATA PRIVACY. You explicitly and unambiguously consents to the collection, use, and transfer, in electronic or other form, of personal data as described in Section 20(g) of the Plan (such Section 20(g) of the Plan is incorporated herein by reference and made a part hereof) by and among, as applicable, the Company, its Affiliates, third-party administrator(s) and other possible recipients for the exclusive purpose of implementing, administering, and managing the Plan and Awards and your participation in the Plan. You acknowledges, understands and agrees that Data may be transferred to third parties, which will assist the Company with the implementation, administration and management of the Plan.

21. MISCELLANEOUS.

a. The rights and obligations of the Company under your Award will be transferable to any one or more persons or entities, and all covenants and agreements hereunder will inure to the benefit of, and be enforceable by, the Company's successors and assigns.

b. You agree upon request to execute any further documents or instruments necessary or desirable in the sole determination of the Company to carry out the purposes or intent of your Award.

c. You acknowledge and agree that you have reviewed your Award in its entirety, have had an opportunity to obtain the advice of counsel prior to executing and accepting your Award and fully understand all provisions of your Award.

d. This Agreement will be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

e. All obligations of the Company under the Plan and this Agreement will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.

* * *

This RSU Agreement will be deemed to be signed by you upon the signing by you of the Restricted Stock Unit Grant Notice to which it is attached.

E2open Executive Annual Incentive Plan

This Executive Annual Incentive Plan ("Plan") is the policy of E2open Parent Holdings, Inc. ("E2open" or "Company") concerning incentive compensation for each eligible executive of the Company from March 1, 2024 until February 28, 2025 ("Term"). The Plan provides a competitive incentive opportunity designed to drive performance toward the achievement of global corporate objectives.

Eligibility

Eligibility for the Plan is determined by the Compensation Committee ("Committee") of E2open.

Definitions

"Incentive Payment" is defined as the payment to which an executive governed by the Plan may be entitled if he/she meets the requirements of the Plan. It is comprised of various global corporate components. The Committee shall approve the global corporate component of the Plan on an annual basis.

"Year" is defined as E2open's fiscal year, March 1st through February 28th or February 29th in leap years.

Plan Funding & Components

Funding for the Plan is based upon E2open's fiscal corporate results. The Plan is fully funded when E2open's corporate results meet 100% of target. Whether an executive is entitled to an Incentive Payment, and if so, its amount, will be calculated on an annual basis. Each executive has an incentive target expressed as either a percentage of base salary or as a fixed amount, as determined by the Committee.

Final payout under the Plan is determined and approved by the Committee based on the audited fiscal full Year results of E2open plus the application of any discretion based on personal performance of the executive during the Year, whether positive or negative.

Terms & Conditions

The Plan's terms, conditions, and administrative practices are subject to E2open's policies and applicable laws and regulations in the locations in which E2open operates, including without limitation E2open's Clawback Policy, as amended from time to time. An executive will not receive Incentive Payment if the Committee determines that such receipt would violate such laws, regulations, or Company policies.

Changes in Salary

When an executive's incentive target is expressed as a percentage of base salary, and the executive's base salary increases or decreases during the Year, calculation of the Incentive Payment will be pro-rated, taking into consideration the amount of time the executive was at the beginning base salary and the amount of time the executive was at the ending base salary.

Timing of Incentive Payment

The Company will use reasonable efforts to pay the Incentive Payment no later than the sixtieth (60th) day after the filing of the annual report on Form 10-K for the applicable fiscal Year unless otherwise provided in the executive's employment letter agreement. The Company will withhold from Incentive Payments all appropriate withholdings for statutory taxes. Where applicable, the Incentive Payment will also be subject to deductions according to the executive's 401(k) deferral election. To receive a payout under the Plan, you must be actively employed at the time the Incentive Payment is made and in good standing, or as otherwise provided in the Executive Severance Plan.

Termination of Employment

Incentive Payments, upon termination of employment, will be paid out in accordance with the provisions of the Executive Severance Plan.

Plan Administration

Except for terms that may differ in an executive's employment letter at onboarding, employees who have a period of inactivity in the year may nevertheless be eligible for a prorated Incentive Payment. Incentive Payment is prorated for an employee's actual time in the Plan when:

- The employee was hired or transferred in/out of the Plan during the year; or
- The employee was in an unpaid employment status for a period of time during the year, including time away from work in accordance with e2open's leave of absence programs. Leave of absence programs vary by region, and include, but are not limited to, medical leave, family leave, and disability.

The Committee reserves the right to administer, construe, and interpret this Plan, to make all determinations related to this Plan (including the calculation of Incentive Payments and the final determination of the dollar value of any individual Executive payment), to approve all Incentive Payments prior to payment, and to resolve all issues and disputes related to this Plan. The Committee's decisions shall be final and conclusive on all concerned. The Committee reserves the right to modify or terminate this Plan at any time.

The existence of the Plan does not confer any obligation on the Company to employ or continue to employ any participant. This incentive is not a guaranteed element of any participant's remuneration package.

If any portion of this Plan is deemed to be in conflict with a given local, state, federal or international law, then that portion of the Plan, and that portion only, will not be enforced in the jurisdiction in which it does not conform, but this will not negate other terms and conditions of the Plan. All other provisions of the Plan will remain in full force and effect.

This Plan description, together with the executive's Incentive Plan Summary Statement, constitute the full and complete agreement between the executive and the Company on the terms described herein, and supersedes any prior agreements, whether oral or written, regarding incentive compensation.

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E2open Executive Annual Incentive Plan

Incentive Plan Summary Statement

Dear [],

This statement summarizes your annual incentive opportunity as a participant in the E2open Executive Annual Incentive Plan (the "Plan") for fiscal year 2025. Your incentive target for fiscal year 2025 is []% of your base salary of \$[], or \$[].

The Plan is designed to tie executive compensation to the overall financial success of the Company. It is E2open's corporate results that drive funding for the Plan payouts, but final payout is also affected by your individual performance and contributions to the Company's success.

Your incentive payout will be based on E2open's achievement of the following global corporate objectives for fiscal year 2025:

[Table Omitted]

- Two financial performance metrics:
 - Organic Subscription Revenue Growth on Constant Currency Basis (60% weight)
 - Adjusted EBITDA (40% weight)
- Performance measured over one fiscal year.
- Maximum payout is 200% of target.
- Organic subscription revenue and EBITDA to be constant currency adjusted; FY24 as base.
- Organic subscription revenue growth to be pro forma adjusted for acquisitions or dispositions.
- Compensation Committee shall have 20% positive/negative discretion on final payout based on individual executive performance.
- Organic subscription revenue is non-GAAP subscription revenue which excludes impacts of purchase accounting adjustments, foreign exchange adjustments reflected as pro forma (excluding impacts of acquisition, disposition, or other material changes in the business that are treated as pro forma adjustments for external reporting purposes).
- Adjusted EBITDA is defined as GAAP EBITDA less purchase accounting adjustments, share-based compensation, non-recurring/non-operating costs, acquisition costs, tax receivable agreement adjustments, warrant liability changes, contingent consideration changes, impairment charges, foreign exchange adjustments (i.e. – constant currency) or any other adjustments to derive adjusted EBITDA for external reporting purposes (excluding impacts of acquisition, disposition, or other material changes in the business that are treated as pro forma adjustments).
- General note: The above definitions assume exclusion of impacts outside of the Company's control, such as M&A, litigation, insurance settlement costs, restructuring charges, discontinued ops, changes in accounting principles, changes in tax law or rate, charges related to regulatory changes, war, natural disasters, etc.

To receive a payout under the Plan, you must be actively employed at the time the Incentive Payment is made and in good standing, or as otherwise provided in the Executive Severance

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Plan. Incentive Payments are net of any applicable federal and local statutory deductions and required tax withholdings.

This letter statement is a general summary of the Plan. To learn more about the Plan and its specific terms and conditions, please refer to the Executive Annual Incentive Plan.

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Exhibit 21.1**SUBSIDIARIES OF REGISTRANT**

Below is a list of the Company's significant subsidiaries as of February 29, 2024, their jurisdictions, the name under which they do business and additional information required by Item 601(b)(21)(ii).

Subsidiary	Jurisdiction	Line of Business	# of Omitted Subsidiaries U.S.	# of Omitted Subsidiaries Intl
E2open, LLC	Delaware			
Inttra, LLC	Delaware	Global Shipping Logistics	2	10
Zyme Solutions, LLC	Delaware	Channel Data Management and Global Logistics Management	5	8
Eagle BJ Holdings Ltd	United Kingdom	Global Logistics Management	2	21

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form'S-8 No. 333-256349 and 333-264618) pertaining to the E2open Parent Holdings, Inc. 2021 Omnibus Incentive Plan of our reports dated April 29, 2024, with respect to the consolidated financial statements of E2open Parent Holdings, Inc., and the effectiveness of internal control over financial reporting of E2open Parent Holdings, Inc., included in this Annual Report (Form'10-K) for the year ended February 29, 2024.

/s/ Ernst & Young LLP
Austin, Texas
April 29, 2024

**CERTIFICATION
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Andrew M. Appel, certify that:

1. I have reviewed this Annual Report on Form 10-K of E2open Parent Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2024

By: /s/ Andrew M. Appel
Name: Andrew M. Appel
Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Marje Armstrong, certify that:

1. I have reviewed this Annual Report on Form 10-K of E2open Parent Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2024

By: /s/ Marje Armstrong
Name: Marje Armstrong
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of E2open Parent Holdings, Inc. (the "Company") on Form 10-K for the fiscal year ended February 29, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: April 29, 2024

By: /s/ Andrew M. Appel
Name: Andrew M. Appel
Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of E2open Parent Holdings, Inc. (the "Company") on Form 10-K for the fiscal year ended February 29, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: April 29, 2024

By: /s/ Marje Armstrong
Name: Marje Armstrong
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

CLAWBACK POLICY
E2OPEN PARENT HOLDINGS, INC.

1. PURPOSE

The Board of Directors (the "Board") of E2open Parent Holdings, Inc. (the "Company") believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted this policy (the "Policy") which provides for the recovery of erroneously awarded incentive-based compensation and the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws. The Policy is designed to comply with the clawback rules found in Section 10D and 10D-1 of the Securities Exchange Act of 1934 (the "Exchange Act") and the related listing rules of the national securities exchange or national securities association ("Exchange") on which the Company has listed securities. To the extent this Policy is in any manner deemed inconsistent with such rules, this Policy shall be treated as retroactively amended to be compliant with such rules.

2. DEFINITIONS

229 C.F.R. §240.10D-1(d) defines the terms "Executive Officer," "Financial Reporting Measure," "Incentive-Based Compensation," and "Received." As used herein, these terms shall have the same meaning as in that regulation.

3. ADMINISTRATION

This Policy shall be administered by the Compensation Committee (the "Committee"). Any determinations made by the Committee shall be final and binding on all affected individuals.

4. COVERED EXECUTIVES

This Policy applies to the Company's current and former executive officers, according to Section 16 of the Exchange Act and/or as determined by the Committee in accordance with Section 10D of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed, and such other senior executives/employees who may from time to time be deemed subject to the Policy by the Committee (the "Covered Executives").

5. ACCOUNTING RESTATEMENT

This Policy shall apply in the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws (unless due to a change in applicable law) including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

6. INCENTIVE-BASED COMPENSATION

For purposes of this Policy, Incentive-Based Compensation includes but is not limited to the following, provided that, such Incentive-Based Compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure:

- annual bonuses and other short- and long-term cash incentives;
- salary increases;
- stock options;
- stock appreciation rights;
- restricted stock;
- restricted stock units;
- performance shares;
- performance units; and/or
- other performance-based stock-based awards.

Financial reporting measures include:

- company stock price;
- total shareholder return;
- revenues;
- net income;
- earnings before interest, taxes, depreciation, and amortization (EBITDA);
- funds from operations;
- liquidity measures such as working capital or operating cash flow;
- return measures such as return on invested capital or return on assets; and/or
- earnings measures such as earnings per share.

7. RECOVERY PERIOD

The Incentive-Based Compensation subject to clawback is the Incentive-Based Compensation Received during the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement, provided that the person served as an Executive Officer at any time during the performance period applicable to the Incentive-Based Compensation in question. The date that the Company is required to prepare an accounting restatement shall be determined pursuant to 229 C.F.R. §240.10D-1(b)(1)(ii).

- a) Notwithstanding the foregoing, the rules under this Policy shall only apply if the Incentive-Based Compensation is Received (1) while the Company has a class of securities listed on an Exchange and (2) on or after October 2, 2023.
- b) See 229 C.F.R. §240.10D-1(b)(1)(i) for certain circumstances under which this Policy shall apply to Incentive-Based Compensation received during a transition period arising due to a change in the Company's fiscal year.

8. ERRONEOUSLY AWARDED COMPENSATION, AMOUNT SUBJECT TO RECOVERY

The amount of Incentive-Based Compensation to be recovered ("Erroneously Awarded Compensation") is the amount of Incentive-Based Compensation Received that exceeds the amount of Incentive Based-Compensation that otherwise would have been Received had it been determined based on the restated amounts and shall be computed without regard to any taxes paid.

- a) For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the amount shall be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received. The Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

9. METHOD OF AND EXCEPTIONS TO RECOVERY

The Company shall recover *reasonably promptly* any Erroneously Awarded Compensation except to the extent that the conditions of paragraphs (a), (b), or (c) below apply. The Committee shall determine, in its sole discretion (i) the repayment schedule for each amount of Erroneously Awarded Compensation in a manner that complies with the "reasonably promptly" requirement, and (ii) the method for recoupment hereunder which may include, without limitation:

- requiring reimbursement of cash Incentive-Based Compensation previously paid;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
- cancelling outstanding vested or unvested equity awards; and/or
- taking any other remedial and recovery action permitted by law, as determined by the Committee.

Such determination by the Committee shall be consistent with any applicable legal guidance, by the SEC, judicial opinion, or otherwise. The determination of "reasonably promptly" may vary from case to case and the Committee is authorized to adopt additional rules to further describe what repayment schedules satisfy this requirement.

a) Erroneously Awarded Compensation need not be recovered if the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered and the Committee has determined that recovery would be impracticable. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company shall make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange.

b) Erroneously Awarded Compensation need not be recovered if recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to the Exchange, that recovery would result in such a violation and shall provide such opinion to the Exchange.

c) Erroneously Awarded Compensation need not be recovered if recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

10. NO ADDITIONAL PAYMENTS

In no event shall the Company be required to award Covered Executives an additional payment if the restated or accurate financial results resulted in a higher Incentive-Based Compensation payment.

11. NO INDEMNIFICATION

Notwithstanding anything to the contrary in any other policy of the Company or any agreement between the Company and a Covered Executive, the Company shall not indemnify any Covered Executives against the loss of any Erroneously Awarded Compensation.

12. INTERPRETATION

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

13. EFFECTIVE DATE

This Policy shall be effective as of the date it is adopted by the Committee (the "Effective Date") and shall apply to Incentive-Based Compensation that is approved, awarded or granted to Covered Executives on or after that date.

14. AMENDMENT; TERMINATION

The Board and/or Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect final regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange on which the Company's securities are listed. Any such amendment may apply retroactively to compensation awarded or granted before such amendment. The Board and/or Committee may terminate this Policy at any time.

15. OTHER RECOUPMENT RIGHTS

The Committee intends that this Policy shall be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

16. COMMITTEE DECISIONS

Decisions of the Committee with respect to this Policy shall be final, binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives, unless determined to be an abuse of discretion.

