



Unifiedpost Group announces its intention to float on Euronext Brussels

September 1, 2020

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An investment in existing or new shares of the Company (the “Shares”) involves substantial risks and uncertainties. Prospective investors will need to base their investment decision on the prospectus to be approved by the FSMA (the “Prospectus”) and particularly, the risk factors, set forth therein, including the risk that (i) Unifiedpost Group’s strategy of growing its business organically through adding more SME customers to its ecosystems is highly contingent on sponsors and complex and unpredictable sales cycles and roll-out, (ii) Unifiedpost Group may not continue to grow its business at similar rates, if it does not continue to acquire new businesses, (iii) Unifiedpost Group may prove to be unsuccessful in identifying, negotiating and consummating favourable transaction opportunities, (iv) Unifiedpost Group may fail to effectively cross-or upsell higher margin products and services to existing and new customers, (v) prior to the conversion of the convertible bonds in July and June 2020, the Company had a negative net-equity (on a consolidated level), (vi) prior to receipt of a waiver by Belfius in July 2020, Unifiedpost Group was in breach of certain financial covenants under an acquisition facility, (vii) not taking into account the proceeds of the Private Placement (as defined below), Unifiedpost Group expects it will not have sufficient working capital for its present requirements for the 12 months following the date of the Prospectus, and (viii) in case of bankruptcy, shareholders may not be able to recover their investment in whole or in part, given that the goodwill and intangible assets represent a material part of its assets and that Unifiedpost Group has a significant debt. All of the risk factors set forth in the Prospectus should be considered before investing in the Shares. As per 30 June 2020 and 31 December 2019, 2018 and 2017, the Company had incurred operating losses on a consolidated level. Prospective investors must be able to bear the economic risk of an investment in the Shares and should be able to sustain a partial or total loss of their investment.

La Hulpe (Belgium), 1 September 2020 — Today, Unifiedpost Group SA/NV (the “Company” and, together with its consolidated subsidiaries, “Unifiedpost Group”) announces its intention to launch a private placement to qualified investors and high net worth individuals[1] only (the “Private Placement”), followed by a listing of its Shares on the regulated market of Euronext Brussels (the “Listing”):

- **In the sweet spot of a structurally growing market segment, the Company nearly tripled its revenues to €69.0m from 2017 to 2019 pro forma, thanks to a combination of organic (€28m) and inorganic (€41m) revenues**
- **59% revenue growth in H1 2020 vs. H1 2019, whereby revenues increased from €21m to €33.5m (of which €23m organic and €10m inorganic) despite the COVID-19 pandemic due to its sustainable and robust business model**
- **Intention to raise approximately €160m to (i) repay part of an acquisition financing facility with Belfius (up to €17m), and (ii) accelerate its growth strategy and tap into attractive opportunities at the intersection of multiple large, high-growth markets**
- **Six new international qualified investors have pre-committed a total of approximately €98m the Private Placement, in exchange for guaranteed allocations**

Unifiedpost Group wants to become the leading cloud-based platform for SME business services built on “Documents”, “Identity” and “Payments”. Unifiedpost operates and develops a 100% cloud-based platform for administrative and financial services that allows real-time and seamless connections between Unifiedpost’s customers, their suppliers, their customers and other parties along the financial value chain (the “Unifiedpost Platform” or the “Platform”). With its one-stop-shop solutions, Unifiedpost Group’s mission is to make administrative and financial processes simple and smart for its customers. Since its founding in 2001[2], the Company has grown significantly, expanding to offices in 15 countries throughout Europe, with more than 350 million documents processed in 2019, reaching over 400,000 SMEs and more than 250 Corporates[3] across its platform today.

Hans Leybaert, CEO, commented:

“This is truly an exciting day for Unifiedpost Group as we announce our intention to float on Euronext Brussels. We are well positioned at the intersection of multiple large, high growth markets. Our growth strategy is defined by an organic growth and buy-and-build strategy. The intended Private Placement and Listing should enable us to continue to carry out our strategy and further our presence in Europe as a leading Fintech company.”

Stefan Yee, Chairman Unifiedpost Group, added:

“Going public will be an important milestone for Unifiedpost Group’s future growth journey as an independent Fintech company. The private placement, supported by internationally renowned investors, and the subsequent listing on Euronext Brussels will provide access to a broader international investor base, strengthen Unifiedpost Group’s capital structure and provide our experienced management team with the resources to partly repay an existing debt facility and continue to invest in new services, SME ecosystems, and international M&A activity.”

Unifiedpost Group’s business and opportunities

- Unifiedpost Group is the only independent pan-European one-stop-shop solutions player that serves the European SME market via a complete portfolio for document processing, corporate identity management, payment services and added value platform services such as financing solutions or robotic process automation;
- Unifiedpost Group has successfully established several SME ecosystems such as BilltoBox and JeFacture in strategic partnerships with accountants, governments, sector federations and software providers, who sell Unifiedpost Group’s solutions to their clients enabling growing network

effects, free brand ambassadorship and strong potential to upsell services within each ecosystem and the SME community in general, without incurring sales and marketing expenses;

- Unifiedpost Group is well positioned to capitalize on the acceleration of the digital transformation of businesses, including SMEs, driven by structural and regulatory tailwinds in the areas of e-invoicing, identity and access management as well as payments, fueled by favorable regulatory initiatives such as PSD2 and the increasing adoption of mandatory e-invoicing on national levels;
- More recently, the COVID-19 pandemic has been an incremental driver for the acceleration of digital transformation. This has been evidenced by the surge in adoption rates for the Unifiedpost Group platforms over the months of March and April, where onboarding increased by up to three times the average onboarding rate. However, COVID-19 remains a risk to the business, as it could lead to the interruption of operations of Unifiedpost Group itself or its partners. Furthermore, Unifiedpost Group's target client base (SMEs) is vulnerable and lower economic activity may delay Unifiedpost Group's growth plan;
- With SMEs as its targeted European client base, Unifiedpost Group targets an enormous market opportunity with c. 25 million companies in Europe with fewer than 250 employees[4];
- Unifiedpost Group has reached significant scale through a combination of organic and inorganic growth in 2019: (i) €69 million in pro forma revenue, (ii) processing over 350 million documents per year, (iii) reaching nearly 400,000 SMEs, (iv) more than 250 Corporates while leveraging its partnerships with over 1,500 accountants;
- Through 31 July 2020, Unifiedpost Group expanded its customer base to over 400,000 SMEs, representing an increase of approximately 17.8% year-to-date;
- Unifiedpost Group's strategy facilitates clear building blocks for future growth via multiple avenues for sustainable long-term growth:
 - o Additional up-selling potential from service extensions and strong innovation capabilities;
 - o Creation of new ecosystems for SMEs, leveraging recent successes such as BilltoBox and JeFacture;
 - o Acceleration of go-to-market strategy by adding new large corporations and accounting firms to its network;
 - o Expansion into additional European markets based on a sensible buy-or-make decision with clearly defined M&A playbook in place;
- Unifiedpost Group has a strong M&A track record and acquired eleven companies since 2012 as part of its clearly defined buy-and-build strategy, five of which were acquired between 1 January 2018 and 31 December 2019 (Unifiedpost Limited (previously Prime Document Limited), Fitek Group, Leleu Document Services, Inventive Designers and ADM Solutions); and
- Even though Unifiedpost Group incurred operating losses on a consolidated level per 30 June 2020 and 31 December 2019, 2018 and 2017, it has a proven track record of growth, having nearly tripled its revenues to €69.0m from 2017 to 2019 pro forma, thanks to a combination of organic (€28m) and inorganic (€41m) revenues, with organic recurring services revenue CAGR of 14% and 85% of revenues stemming from recurring services. Additionally, the Company has already shown to be profitable on an Adjusted EBITDA excl. expensed R&D basis (i.e. 6% margin). In H1 2020, Unifiedpost again recorded a strong revenue growth of 59% year-on-year, whereby revenues increased from €21m to €33.5m (of which €23m organic and €10m inorganic), with a share of recurring revenues of 92% driven by a strong increase in subscription-based revenues.

About the Private Placement

With the Private Placement, the Company intends to raise approximately €160 million. The proceeds will be used to:

- strengthen its financial position by way of (partial) repayment of the existing acquisition facility with Belfius Bank (up to €17m);
- further accelerate its organic growth strategy, by (i) growing its existing customer base, for instance through cross- and upselling supplementary integrated platform services, such as "Payments", "Identity" and value-adding platform services, in respect of which margins are higher, (ii) onboarding additional SME ecosystems, (iii) adding more Corporate customers and partnerships, (iv) expanding its service offering, and (v) international expansion;
- complement its overall growth trajectory with accretive acquisitions to (i) increase the critical mass of connected customers, resulting in more activities taking place on the Platform (in the form of document and transaction flows) which in turn enables the collection of more data that can be used to further develop the Unifiedpost Platform and increase cross-and upselling opportunities ("**Volume Acquisitions**"), and (ii) expand the scope and quality of Unifiedpost Group's products and services offering as a whole ("**Supplementary Acquisitions**").

In addition, three existing shareholders of the Company, PE Group NV (11.2%), Smartfin Capital NV (11.2%) and Mr. Michel Delloye (9.1%) (the "**Selling Shareholders**"), are expected to grant – on a pro-rata-basis – an upside option to place, subject to investor demand, part of their existing holdings in the size of up to an additional 15% of the initial size of the capital increase (the "**Increase Option**"). Furthermore, they are expected to provide a market standard over-allotment option in the size of up to 15% on top of the initial size of the capital increase and the potential Increase Option.

In the context of the Private Placement, six new international qualified investors, (i) funds advised by Capital International Investors, (ii) Swedbank Robur Fonder AB, (iii) Legal & General Investment Management, (iv) Invesco Asset Management Limited, (v) WCM Investment Management and (vi) Sycomore Management, (the "**Pre-Committed Investors**") have committed to subscribe for freely tradable new Shares in the Private Placement at the final issue price for a total amount of approximately €98 million, in exchange for a guaranteed allocation.

The Company, the Selling Shareholders, certain other (existing) shareholders and the holders of convertible bonds are expected to agree to a contractual lock-up of 180 days, while the management is expected to agree to a contractual lock-up of 360 days following the Private Placement and Listing.

Berenberg is acting as Sole Global Coordinator and Joint Bookrunner. Kempen & Co., Belfius, acting with its subcontractor Kepler Cheuvreux S.A. and Degroof Petercam are acting as Joint Bookrunners.

If and when the expected Private Placement and Listing are launched, full information about the Private Placement and Listing will be included in the prospectus related to the Listing, which will be published after it has been approved by the Belgian Financial Services and Markets Authority (the "FSMA"). Once approved by the FSMA, the Prospectus will be published and made available at the start of the Private Placement, subject to securities law restrictions in certain jurisdictions.

The FSMA only approves a prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Any approval by the FSMA should not be considered as an endorsement of the Company or the quality of the shares that are the subject of the prospectus. Investors should make their own assessment as to the suitability of investing in the Shares. Subject to the FSMA's approval, the Prospectus will be made available at the registered office of the Company and its website <https://www.unifiedpost.com/en>.

Further details of the intended Private Placement and Listing will be announced in due course.

[1] The shares will be offered in private placements (i) to qualified investors, as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") and certain "high net worth individuals", on the basis of applicable exemptions to the obligation to publish a prospectus under articles 1(4)(a), 1(4)(b) and/or 1(4)(d), *in* 3(1) of the Prospectus Regulation, in Belgium and various other jurisdictions outside the United States of America (the "**United States**"), and (ii) in the United States only to persons who are reasonably believed to be "Qualified Institutional Buyers" or "QIBs" (as defined in Rule 144A ("**Rule 144A**") under the US Securities Act of 1933, as amended (the "**US Securities Act**")). The Private Placement outside the United States will be made in compliance with Regulation S ("**Regulation S**") under the US Securities Act. The Company may, in its sole discretion, extend the Private Placement to other potential investors on the basis of other applicable exemptions under the Prospectus Regulation.

[2] In 2001, Unifiedpost Group started its document processing activities.

[3] Unifiedpost Group defines "corporates" as any business with 500 or more FTEs and governments and "SMEs" as any business with less than 500 FTEs.

[4] Based on the Company's own calculations and the Eurostat definition of SMEs, which includes Small Offices / Home Offices (SOHOs), due to data availability. The Company's definition of SMEs includes businesses with less than 500 FTEs.

IMPORTANT LEGAL INFORMATION

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, existing or new Shares in the Company in Belgium, the United States or in any other jurisdiction. No offer to sell or subscribe for Shares, or announcement of a forthcoming offer to sell or subscribe for Shares, or solicitation of any offer to buy or subscribe for Shares, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, Shares will be made in Belgium, the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the security laws of any such jurisdiction.

The Shares have not been and will not be registered under the US Securities Act or the applicable securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, pledged or transferred, directly or indirectly, within the United States, except pursuant to an applicable exemption from or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state securities laws. All offers and sales outside the United States will be made in reliance on Regulation S under the Securities Act. The Company does not intend to register any portion of the contemplated offering of Shares in the United States or to conduct a public offering of Shares in the United States.

An offer to the public of any Shares may not be made in any Member State of the European Economic Area ("**EEA**") or the United Kingdom (each a "**Relevant State**") unless an offering prospectus has been approved by the competent authority in such Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation. The Prospectus will only relate to the Listing of all Shares and is being prepared on the basis that all offers of Shares pursuant to the Private Placement will be made pursuant to the exemption under article 1(4)(a) *in* 3(1) of the Prospectus Regulation from the requirement to produce a prospectus for offers of Shares in the event of an offer to "qualified investors". These materials are therefore only addressed to and directed at persons in member states of the EEA who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation. The Company may, in its sole discretion, extend the Private Placement to other potential investors that are considered "high net worth individuals", in accordance with applicable exemptions under article 1(4)(b) and 1(4)(d) of the Prospectus Regulation. In addition, in the United Kingdom, this announcement is only addressed to and directed at (i) persons having professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) high net worth entities, etc. falling within Article 49(2)(a) to (d) of the Order, and (iii) any other person to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The intended Private Placement, as the case may be, will only be available to, and any invitation, offer or agreement to subscribe for, purchase, or otherwise acquire securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Accordingly, any person making or intending to make any offer within the EEA of Shares which are the subject of the Private Placement or Listing contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders or the Joint Bookrunners to produce a prospectus for such

offer. Neither the Company, the Selling Shareholders nor the Joint Bookrunners have authorized, nor do the Company, the Selling Shareholders or the Joint Bookrunners authorize, the making of any offer of Shares through any financial intermediary, other than offers made by the Joint Bookrunners which constitute the final placement of Placement Shares contemplated in this Prospectus. The Shares have not been and will not be, offered to the public in any Member State of the EEA or the United Kingdom.

For the purpose of the previous paragraph, the expression "**offer of securities to the public**" in relation to any Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of an offering and the Shares so as to enable an investor to decide to purchase Shares. Each person in a Relevant State who initially acquires any Shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed that it is a "qualified investor" within the meaning of Article 2(e) of the Prospectus Regulation, unless such person is a "high net worth individual" and is allowed by the Company, in its sole discretion, to participate in the Private Placement in accordance with applicable exemptions under article 1.4(b) and 1.4(d) *in*cto 3(1) of the Prospectus Regulation.

This announcement does not constitute a prospectus. The offer to acquire Shares pursuant to the proposed offering will be made, and any investor should make his investment decision, solely on the basis of information that will be contained in the prospectus to be made available in connection with the Listing, following approval by the FSMA, in order to fully understand the potential risks and rewards associated with the decision to invest in the Shares. The Prospectus will contain detailed information about the Company and its management, risks associated with investing in the Company, as well as financial statements and other financial data. When made available, copies of the Prospectus may be obtained at no cost from the Company and through the website of the Company.

The date of completion of Listing on the regulated market of Euronext Brussels may be influenced by things such as market conditions. There is no guarantee that such Listing will occur and a potential investor should not base its financial decisions on the Company's intentions in relation to such Listing at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering such investments should consult an authorized person specializing in advising on such investments. This announcement does not constitute a recommendation concerning the Private Placement or Listing. An investment in Shares entails significant risks, as the value of the Shares can decrease as well as increase.

Some of the information in these materials may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. You can identify forward-looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could," "may" or "might", the negative of such terms or other similar expressions. The Company wishes to caution you that these statements are only predictions and that actual events or results may differ materially. The Company does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of the Company, including, among others, general economic conditions, the competitive environment, rapid technological and market change in the industries the Company operates in, as well as many other risks specifically related to the Company and its operations.

Neither these materials nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada, Switzerland, Japan, South Africa or any other jurisdiction in violation of the relevant laws of such jurisdiction. These materials do not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The offer and the distribution of these materials and other information in connection with the Listing and Private Placement in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Joint Bookrunners are acting for the Company and no one else in relation to the intended Private Placement and Listing, and will not be responsible to anyone other than the Company for providing the protections offered to their respective clients nor for providing advice in relation to the intended Private Placement or Listing.