



PRESS RELEASE

Regulated information – Inside information
La Hulpe, 21 January 2021, 08:15 a.m. CET

Launch of the sale of existing shares by existing shareholders in a private placement

La Hulpe (Belgium), 21 January 2021 — Today, Unifiedpost Group SA/NV (the “**Company**”) announces on behalf of a group of existing shareholders (the “**Selling Shareholders**”) the launch of a private placement of up to 2,623,864 existing shares in the Company, corresponding to approximately 8.5% of the share capital (the “**Private Placement**”).

The Selling Shareholders comprise Smartfin Capital NV (“**Smartfin**”), DVP Invest BV (“**DVP Invest**”) and a group of various individual shareholders who belong to the group of approximately 80 shareholders in the Company that had already been shareholders of Unifiedpost Group ahead of the time of its initial listing in September 2020 (the “**Other Shareholders**”). In the context of the initial listing, (i) Smartfin and DVP Invest agreed to a lock-up undertaking towards the Company and the syndicate for a period of 180 days following the closing of the initial listing, as set forth in section 13.8.2 and 13.8.3 of the listing prospectus of the Company published on 18 September 2020 (the “**Prospectus**”), and (ii) the Other Shareholders agreed to a staggered lock-up undertaking towards the Company and the syndicate for a period of 180 days following closing of the initial listing, as set forth in section 13.8.4 of the Prospectus (the “**Other Shareholders**”).

Smartfin is offering its entire stake of up to 1,403,580 existing shares (clean-up trade). DVP Invest is offering up to 776,808 existing shares, corresponding to approximately 65.3% of its shareholding in the Company. The Other Shareholders are offering in total up to 443,476 existing shares. The 2,623,864 existing shares to be offered in the Private Placement are jointly referred to as the “**Sale Shares**”.

The lock-up restrictions for Smartfin and DVP Invest set forth in sections 13.8.2 and 13.8.3 of the Prospectus have been waived for the number of Sale Shares to be sold by them. As a result of its investment mandate not to hold stakes in listed companies, Smartfin will no longer be a shareholder of the Company following the Private Placement. Founding partner of Smartfin, Jürgen Ingels, remains a member of Unifiedpost Group’s board of directors. The remaining shares in the Company held by DVP Invest continue to be bound by the lock-up restrictions set forth in section 13.8.3 of the Prospectus for the remainder of the 180 days lock-up period following closing of the initial listing. In addition, DVP Invest is expected to agree to a follow-on lock-up of further 180 days after the expiry of the initial lock-up period.

For the Other Shareholders, an exemption from the lock-up undertaking set forth in section 13.8.4 of the Prospectus provides for a coordinated sell-down and allows them to sell a limited number of their shareholdings (i.e., up to max. 20%) in a coordinated manner in certain pre-defined disposal periods of 30 days. The third disposal period commenced today on 21 January 2021 and a total of 25 individual shareholders out of the overall group of approximately 80 Other Shareholders decided to participate in this

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third coordinated sell-down. Any further shares in the Company held by the Other Shareholders also continue to be bound by the lock-up restrictions (and benefit from the exemptions) set forth in section 13.8.4 of the Prospectus for the remainder of the 180 days lock-up period, unless sold in any of the subsequent disposal periods.

In the context of the Private Placement, the Sale Shares will be offered exclusively outside of the United States (i) in the European Economic Area (the “**EEA**”) and the United Kingdom to “qualified investors” (as defined in article 2(e) of the Prospectus Regulation) in accordance with the exemption from prospectus publication provided for in Article 1.4(a) of Regulation (EU) 2017/1129, as amended from time to time and including any relevant implementing measure in the member state (and, for the United Kingdom, as it forms part of retained EU law as defined in the EU (Withdrawal) Act 2018) (the “**Prospectus Regulation**”) (it being understood that in the United Kingdom the exempt private placement has only been directed at (a) 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**”, (b) high net worth entities, etc. falling within Article 49(2)(a) to (d) of the Order, and (c) any other person to whom it could have otherwise been lawfully communicated), (ii) in Switzerland, to investors that qualify as “professional clients” in accordance with Article 4 *iuncto* 36 of the Swiss Financial Services Act (“*Finanzdienstleistungsgesetz*”) of 15 June 2018, as amended (“**FinSA**”); as well as (iii) in other selected jurisdictions outside the United States on the basis of applicable private placement exemptions; and 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 (the “**US Securities Act**”)). The offering of Sale Shares outside the United States has been and will be made in compliance with Regulation S under the US Securities Act (“**Regulation S**”).

Books will open shortly after this publication and may close at short notice. The results of the Private Placement will be announced shortly after the bookbuilding process, and settlement is expected to take place three business days after the announcement of the results of the Private Placement.

Until the results of the Private Placement are announced, trading in the Company’s shares on the regulated market of Euronext Brussels will be suspended. The relevant request to suspend trading in shares in Unifiedpost Group has been submitted to the FSMA.

Berenberg is acting as Sole Global Coordinator and Sole Bookrunner in the Private Placement.

<End of press release>

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About Unifiedpost Group

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. 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, Unifiedpost Group 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 across its platform today.

Noteworthy facts and figures:

- Established in 2001, with a proven track record
- 2019 pro-forma turnover € 69 million
- 750+ employees throughout Europe
- 350+ million documents processed in 2019
- Diverse portfolio of clients across a wide variety of industries (banking, leasing, utilities, media, telecommunications, travel, social security service providers, public organisations, etc.) ranging from large internationals to SMEs
- Unifiedpost Payments, a fully owned subsidiary, is recognised as a payment institution by the National Bank of Belgium
- Certified Swift partner
- International M&A track record
- Listed on the regulated market of Euronext Brussels, symbol: UPG

(*) Warning about future statements: The statements contained herein may contain forecasts, future expectations, opinions and other future-oriented statements concerning the expected further performance of Unifiedpost Group on the markets in which it is active. Such future-oriented statements are based on the current insights and assumptions of management concerning future events. They naturally include known and unknown risks, uncertainties and other factors, which seem justified at the time that the statements are made, but may possibly turn out to be inaccurate. The actual results, performance or events may differ essentially from the results, performance or events which are expressed or implied in such future-oriented statements. Except where required by the applicable legislation, Unifiedpost Group shall assume no obligation to update, elucidate or improve future-oriented statements in this press release in the light of new information, future events or other elements and shall not be held liable on that account. The reader is warned not to rely unduly on future-oriented statements.

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IMPORTANT LEGAL INFORMATION

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein, 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 any such jurisdiction.

This announcement is not for distribution, directly or indirectly in the United States of America, Australia, Canada, Switzerland, Japan, South Africa or any other jurisdiction where distribution would not be permitted by law. The information contained herein does not constitute an offer of securities for sale in the United States of America, Australia, Canada, Switzerland, Japan or South Africa.

This announcement does not constitute an offer of securities in the United States of America, or a solicitation to purchase securities in the United States of America. The securities referred to herein have not been and will not be registered under the US Securities Act, or under the securities law of any state or jurisdiction in the United States of America and may not be offered, sold, resold, transferred or delivered, directly or indirectly within the United States of America except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or jurisdiction of the United States of America. The Company has not registered, and does not intend to register, any portion of the offering in the United States of America. There will be no public offer of securities in the United States of America.

In the EEA and in the United Kingdom the offer of securities to which this communication relates is only addressed to and is only directed at qualified investors in that Member State and the United Kingdom within the meaning of the Prospectus Regulation, including – for the avoidance of doubt - any implementing measure in each relevant Member State of the EEA and in the United Kingdom (as it forms part of retained EU law as defined in the EU (Withdrawal) Act 2018) (“**Qualified Investors**”).

Notwithstanding the foregoing, in the United Kingdom, this announcement and the offer of securities to which it relates 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 Order, (ii) high net worth companies, unincorporated associations, 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 Private Placement, as the case may be, is only available to, and any invitation, offer or agreement to 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.

In Switzerland an offer of securities to which this announcement relates is only addressed to and is only directed at “profession clients” within the meaning of article 4 iuncto 36 of Finsa (such persons being referred to as “**Professional Clients**”). The offer is therefore exempted from the obligation to prepare and publish a prospectus under FINSA and the securities will not be admitted to trading on any Swiss trading platform. This communication does not constitute a prospectus in accordance with FINSA and the Company will not prepare such prospectus in light of the offer of securities are referred to herein.

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Accordingly, any person making or intending to make any offer of the securities which are the subject of the Private Placement referred to herein should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders or the Sole Bookrunner to produce a prospectus for such offer. Neither the Company, the Selling Shareholders nor the Sole Bookrunner have authorized, nor do the Company, the Selling Shareholders or the Joint Bookrunner authorize, the making of any offer of securities through any financial intermediary, other than offers made by the Sole Bookrunner which constitute the final placement of securities referred to herein. The securities referred to herein have not been and will not be, offered to the public in the United States of America, any Member State of the EEA, the United Kingdom, Switzerland or any other jurisdiction.

INFORMATION TO DISTRIBUTORS

The Sole Bookrunner has informed the Company that the following information is intended for distributors only. The information is provided by the Sole Bookrunner and the Company does not assume responsibility for it.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), the Sole Bookrunner has informed the Company that it has submitted the Sale Shares subject of the proposed Private Placement to a product approval process, which has determined that such Sale Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Sale Shares may decline and investors could lose all or part of their investment; the Sale Shares offer no guaranteed income and no capital protection; and an investment in the Sale Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the proposed Private Placement. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Sale Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Sale Shares and determining appropriate distribution channels.