Annual report 2021

Unifiedpost Group

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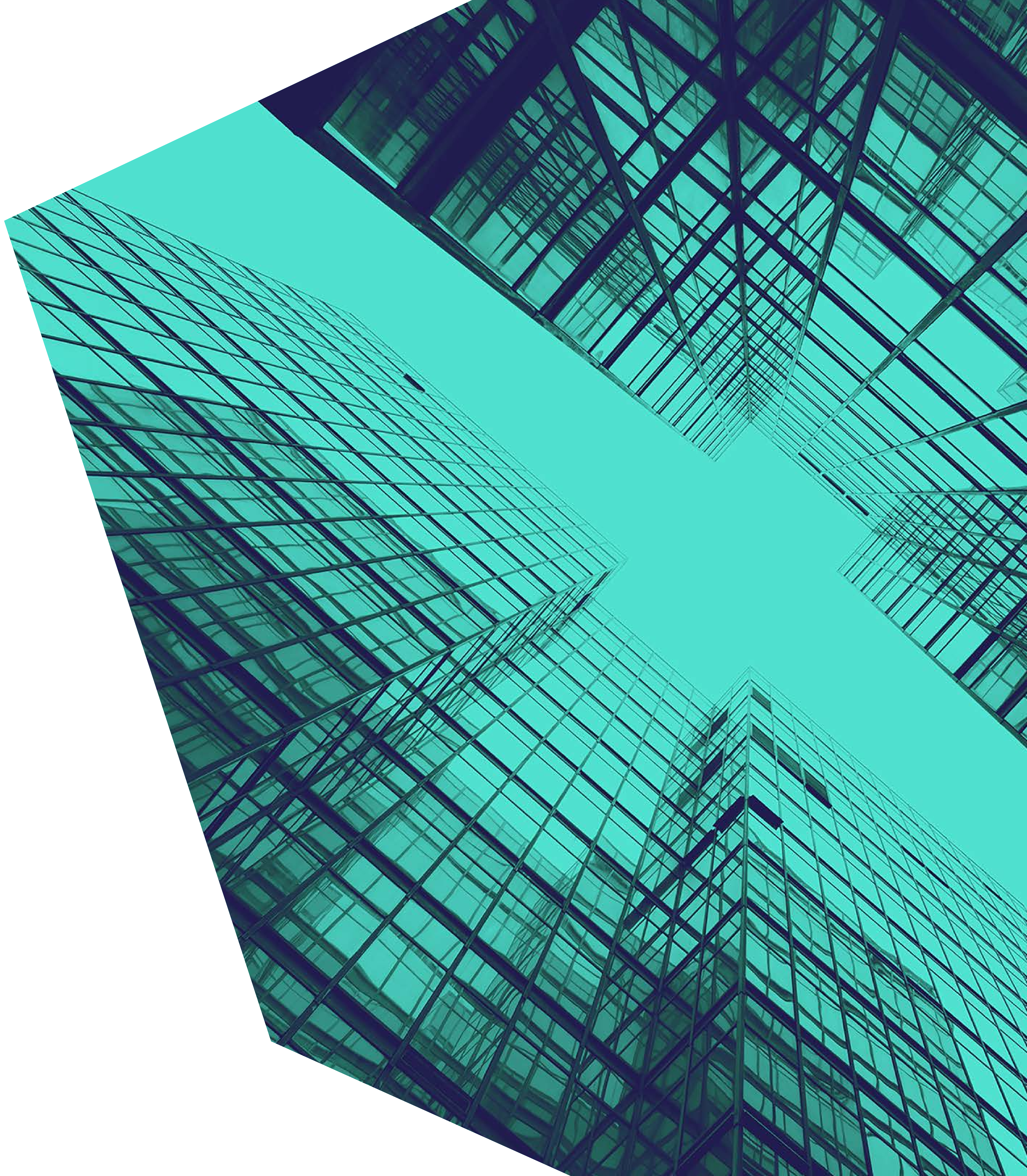
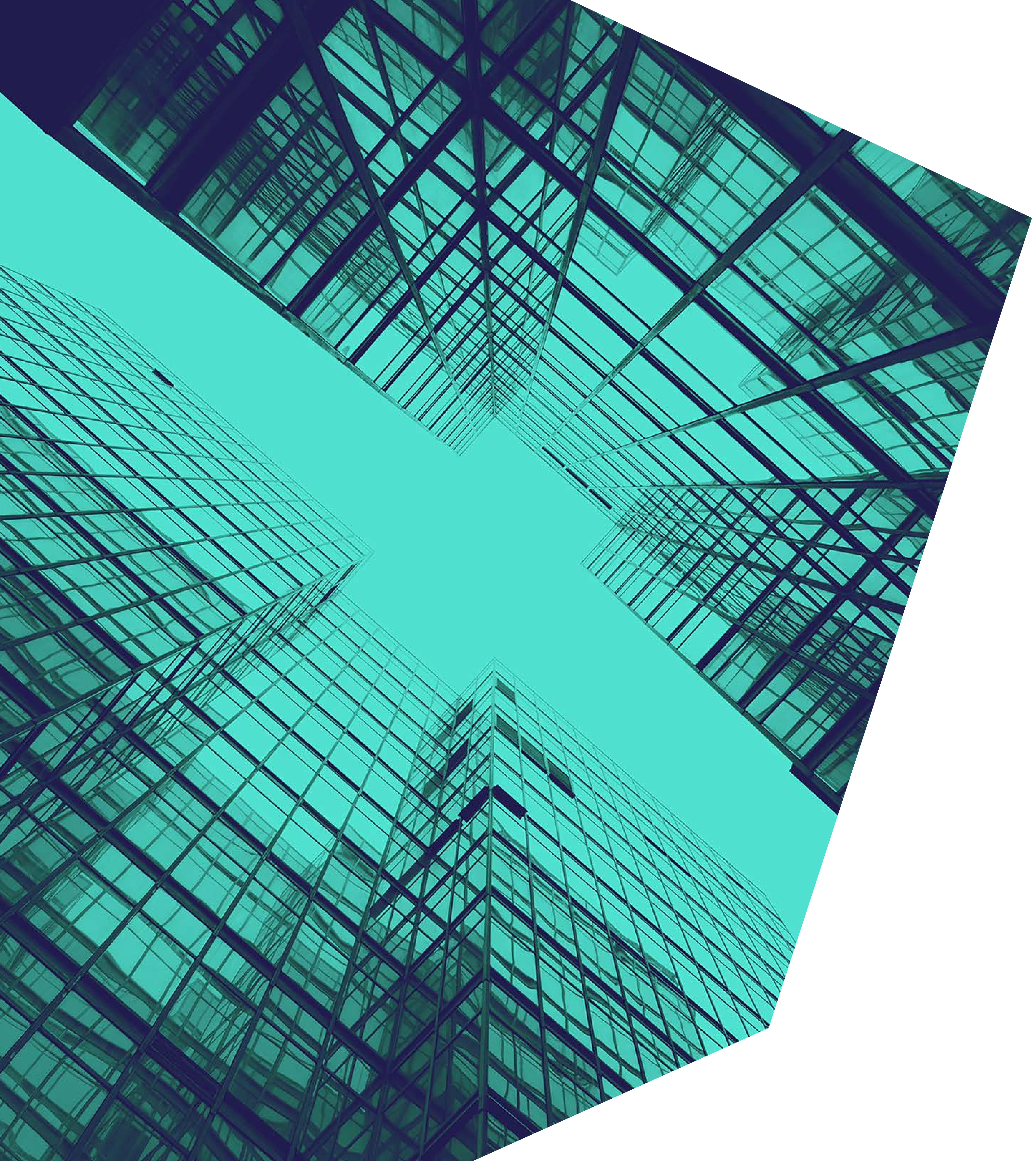




Message of the CEO and Chairman

Today, we want to and must look ahead. Nevertheless, with this annual report we would also like to look back on an intense but productive 2021. Precisely in the year in which Unifiedpost celebrated its 20th birthday, many operational milestones were reached. What was announced as a construction year turned out to be exactly that. But at the same time in that same year we also realised strong organic growth. This not only exceeded the predetermined target, but also immediately set the tone for 2022. Today, we are ready to serve the entire market spectrum, from SMEs to large corporates, in 32 countries, with a product offering that probably no other European provider can offer. This will allow us to exponentially increase our scale and footprint in a market where increasing regulation is driving demand for our products. This will pave the way for Unifiedpost to become the pan-European market leader.

A construction year like no other

In 2021, we continued to implement the strategic lines as they were set out during the IPO the year before. Eight acquisitions were made, all geographical and functional extensions in line with our European growth objectives. These new entities are being integrated smoothly. The absorption of product portfolios, customer networks and organisations is being finalised, with a view to further synergies and organic growth. This makes Unifiedpost today a multinational company active in 32 countries, with more than 1,400 employees worldwide. With more than 793,000 customers and 1.5 million connected companies we are ready to further commercialise our products everywhere.

Organic growth initiated

As we have always stated, our focus in 2021 was on the operational development of Unifiedpost as the future pan-European market leader. Nevertheless, we were already able to demonstrate our growth potential during this intense period. Total turnover increased by 147% to € 170.5 million in 2021. Within our digital processing services, we recorded organic growth of no less than 15.6%. Our customer base expanded organically by over 30% for the second year in a row.

European tailwind

We look ahead with confidence. Regulatory pressure is increasing across Europe to make e-invoicing mandatory for businesses. In the short and medium term, this will provide an even stronger external growth driver for our business. Reports from Billentis and Insight Partners on e-invoicing in Europe forecast the growth of the e-invoicing market at a compound annual growth rate for 2020-2027 of at least 18%. In key Unifiedpost markets like Germany, France and Italy the forecasted growth exceeds

20% per year. In the coming 18 months in no less than 10 countries, all key Unifiedpost markets, B2B/B2G e-invoicing will become mandatory.

Innovation as growth investment

In order to develop further in Europe, it is crucial that we can implement and roll out our solution locally in each country, both in terms of e-invoicing, digital identity and integrated payment services. This requires a systematic, even accelerated, significant R&D investment. That was the case in 2021, and it will be no different in 2022. During 2021, we spent no less than one third of our digital processing revenue on R&D. In this way we have further integrated and expanded our product portfolio. The product offering for the corporate market is bundled in Channel and Collect, covering respectively outgoing and incoming document flows. Meanwhile, the one-stop-shop solution for the SMEs, Banqup, has been rolled out in 32 countries. The three solutions are integrated through Crossnet, the leading proprietary Unifiedpost network. This integration of all own solutions was an essential milestone in the roadmap to support future growth and network expansion. Over 1.5 million companies, about 6% of the SMEs in Europe, already exchange documents directly or indirectly via Crossnet.

Impact of global crises remains limited

The COVID-19 pandemic burdened the business of the group in the first half of the year, specifically in UK, Belgium and Slovakia. In the second half of 2021, the impact of the pandemic diminished while economic activity resumed. Furthermore, Unifiedpost is not directly impacted by the geopolitical crisis in Europe for the time being, but of course we might be subject to the general implications for the market.

Guaranteeing growth and stability

At the beginning of March this year, Unifiedpost entered into an additional hybrid quasi-equity financing of € 100 million, of which € 75 million was drawn, with the leading tech investor Francisco Partners. This financing round enables Unifiedpost to enhance its funding scope and flexibility, thus guaranteeing a solid financial stability until our cash flow reaches break-even. The funds raised will be used to refinance existing debt, fuel our further growth and provide a financial buffer. In doing so, we hope to offer all our shareholders and the financial markets guarantees for further strategic implementation and for the further valorisation of our organic growth potential.

Sustainability in our DNA and policies

Good corporate citizenship has always been fundamental for Unifiedpost. In view of our core business and with human capital as our most important asset, creating sustainability is a natural extension of the way Unifiedpost does business. The focus in the year 2021 was the strengthening of the governance policies, the environmental conscience and the attraction and retention of talent. To embed the long-term roadmap, an ESG committee was installed. The committee consists of an independent member of the Board of Directors, two Executive Committee members and several members of the operational management.

We hope to offer all our shareholders and the financial markets guarantees for further strategic implementation and for the further valorisation of our organic growth potential.

Stefan Yee
Chairman of Unifiedpost

Our focus in 2021 was on the operational development of Unifiedpost as the future pan-European market leader. Nevertheless, we were already able to demonstrate our growth potential during this intense period.

Hans Leybaert
CEO and founder of Unifiedpost

A word of thanks

2021 has set the scene for the coming years. Unifiedpost achieved organic growth of more than 15% and today presents a revenue of which 93% is recurring. We are therefore heading into the future with great confidence.

We would like to thank all our shareholders, customers, partners, suppliers and other stakeholders for their trust in Unifiedpost.

Finally, we would like to thank our more than 1,400 employees worldwide for their continued commitment and dedication. We are incredibly proud of what they have achieved in 2021, and together with them we look ambitiously to the future.

Hans Leybaert
CEO

Stefan Yee
Chairman

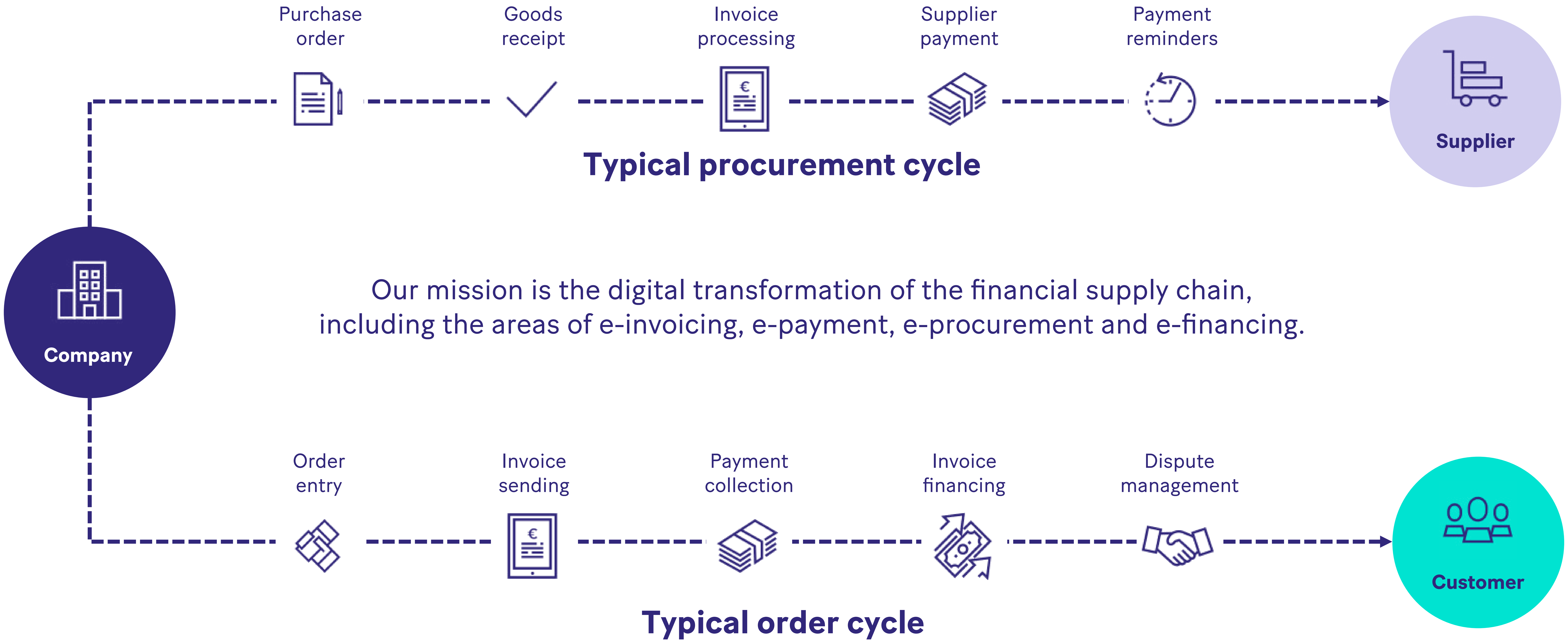
1. Unifiedpost at a glance

"Our mission is the digital transformation of the financial supply chain, including areas like e-invoicing, e payment, e-procurement and e-financing."

1. Unifiedpost at a glance

Our mission is the digital transformation of the financial supply chain, including areas like e-invoicing, e payment, e-procurement and e-financing. We believe that doing business should be easy and smart. Strong digital connections with customers and suppliers are instrumental to achieve this. Those connections will allow organisations to optimise and automate their purchase and sales processes, which will save them time and money.

The combination of our global approach with the tailored local footprint is a unique selling point of Unifiedpost and sets us apart from the competition. Connecting companies in one network is a must as doing business should not be limited by country borders. We want to make sure that our customers can operate in full compliance with local e-invoicing, tax and archiving legislation and standards. Obviously, we also need to support local customs and practices in every country.

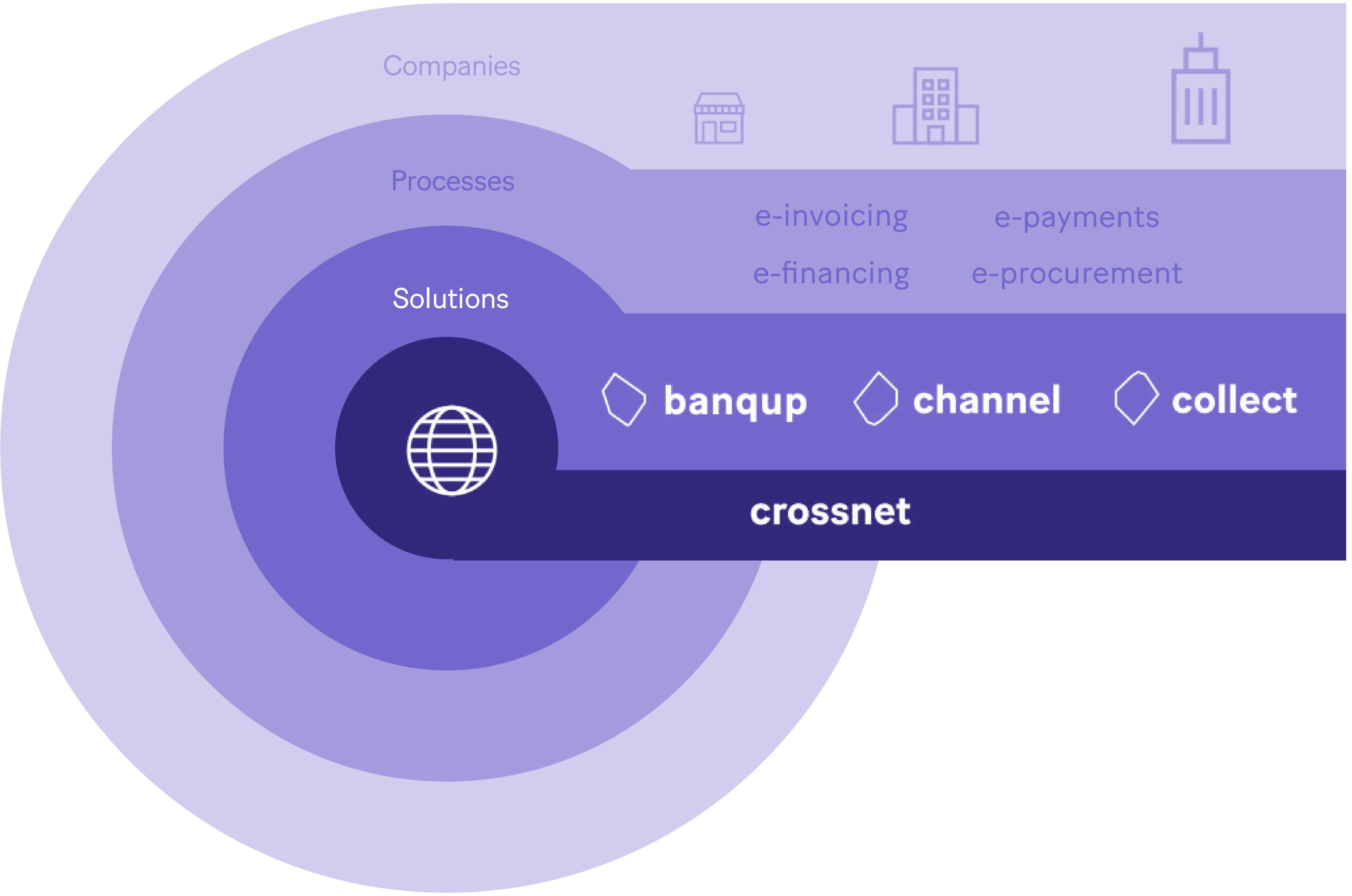


1. Unifiedpost at a glance

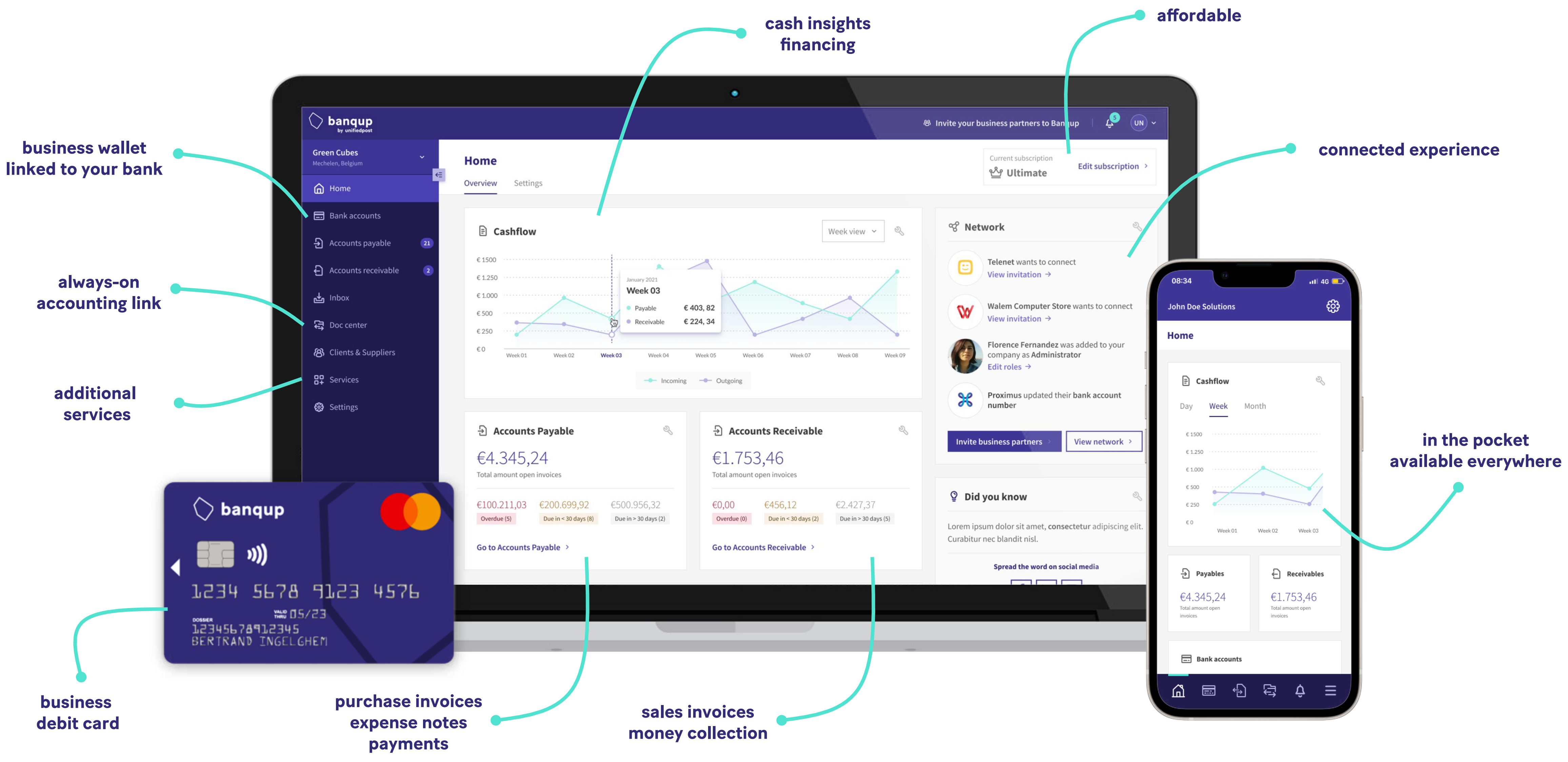
We make buying and selling easy for consumers and organisations - small or large, local or global - by connecting them in our global trusted network, called Crossnet. Crossnet streamlines order-to-cash (O2C) processes, optimises procure-to-pay (P2P) processes and integrates payments and financing in those processes. It promotes collaboration, digital interactions, document exchanges, payments and cash flow optimisation.

As Crossnet is a secure and trusted network, every company in the network is verified via an extensive Know Your Customer (KYC) process. Individuals are given a secure identification token as part of the KYC process to make sure every network participant can be trusted.

As we cover the entire market spectrum from micro to multinational organisations, we offer a comprehensive and scalable suite of products that takes into account the particular needs of the different types of customers.



Banqup – one stop shop for SMEs



Simplifying the operating efforts of SMEs

The Banqup[1] platform is a one-stop-shop that taps into the underserved SME-market. It simplifies SMEs daily business by significantly reducing time-consuming and costly administrative and banking tasks. Users can easily manage their accounts payable, accounts receivable and bank accounts, but also execute their payments in one integrated easy-to-use application that is available as a web portal and as a mobile app for Apple and Android devices.

[1] In Belgium the platform is branded as Billtobox and in France Unifiedpost operates the Jefacture platform in partnership with Expert-Comptable Media Association (ECMA), the French organisation responsible for providing digital tools to chartered accountants.

Access to all outstanding accounts payable and accounts receivable combined with access to all bank statements, allows the Banqup platform to provide financial insights and ultimately optimise cashflow. Additional value-added services like payment reconciliation, debt management, dunning, dynamic discounting and supply chain finance support SMEs to further optimise their P2P and O2C processes and allow for hands-on and effective working capital management.

Making administration and banking run like clockwork

The Banqup platform is a multi-banking solution that allows SMEs to connect to more than 100 banks for the purpose of checking their balances, consulting transactions or initiating payments for incoming invoices. It also offers a smart business account with a local IBAN in numerous countries, which further optimises the payment experience with one-click, instant and batch payments. These integrated payments are a crucial cornerstone of the customer experience of the Banqup platform. Invoices are received and paid on the same platform. Payments are automatically reconciled and serve as a solid basis for more compelling cash forecasting and working capital management services in the future.

The smart business account also provides SMEs access to integrated features to accept payments via email, invoices, online and even in-store with a mobile app that can act as a payment terminal.

Unifiedpost Payments SA is offering all payment related services. Unifiedpost Payments SA, part of the Unifiedpost Group, is a Payment Institution, supervised by the National Bank of Belgium, that operates and executes payments according to high standards in security and compliance.

Compliant electronic invoicing workflows

The Banqup platform is an invoicing solution that accepts and sends invoices via a wide range of channels and formats. Inbound digital invoices (mostly PDFs) are turned into data (mostly XML) via text extraction (AI) and OCR. Outbound digital invoices can be generated in multiple formats, and customised to e.g. reflect company logos. In the case of international electronic invoices, where the origin and destination country adheres to different formats, electronic invoices are converted to the applicable format.

During the entire O2C and P2P processes, the status of documents and the corresponding payments can be fully tracked by the Banqup platform. This is particularly useful for tax reporting purposes. As part of their efforts to close the VAT gap, more and more governments require extensive reporting from buyers and suppliers. They require insights in the complete workflow of invoices, starting from arrival, over validation and all the way up to payments.

Integrated with existing business and productivity tools

The Banqup platform is an open solution that fits with existing business and productivity tools like ERPs, CRMs and time tracking software. Via the service store, customers have access to an extensive library of services and integrations that are fully integrated and simple to test and activate.

For software partners, there is an extensive library of Banqup APIs available via the Unifiedpost Developer Portal. By using the Banqup APIs, a software partner can integrate their solution with Banqup and add a Banqup connector to their marketplace.

Connected with the accountant

Although the Banqup platform is not an accounting software package itself, it does provide accounting links. Once a connection is made with an accountant, invoices, receipts, bank statements and other documents are continuously shared with the accountant. Via an accountant-specific module, the Banqup console, the accountant can configure an integration with the accounting software of choice. For self-bookers, the integration with the accounting software can be configured from within the Banqup account.

Channel & Collect – scalable offering for midsized and large corporates

Channel and Collect are our product suites for medium-sized and large multinational companies that need to process large volumes of documents or have more complex requirements and needs.

Channel: Covering the outbound needs for large sellers

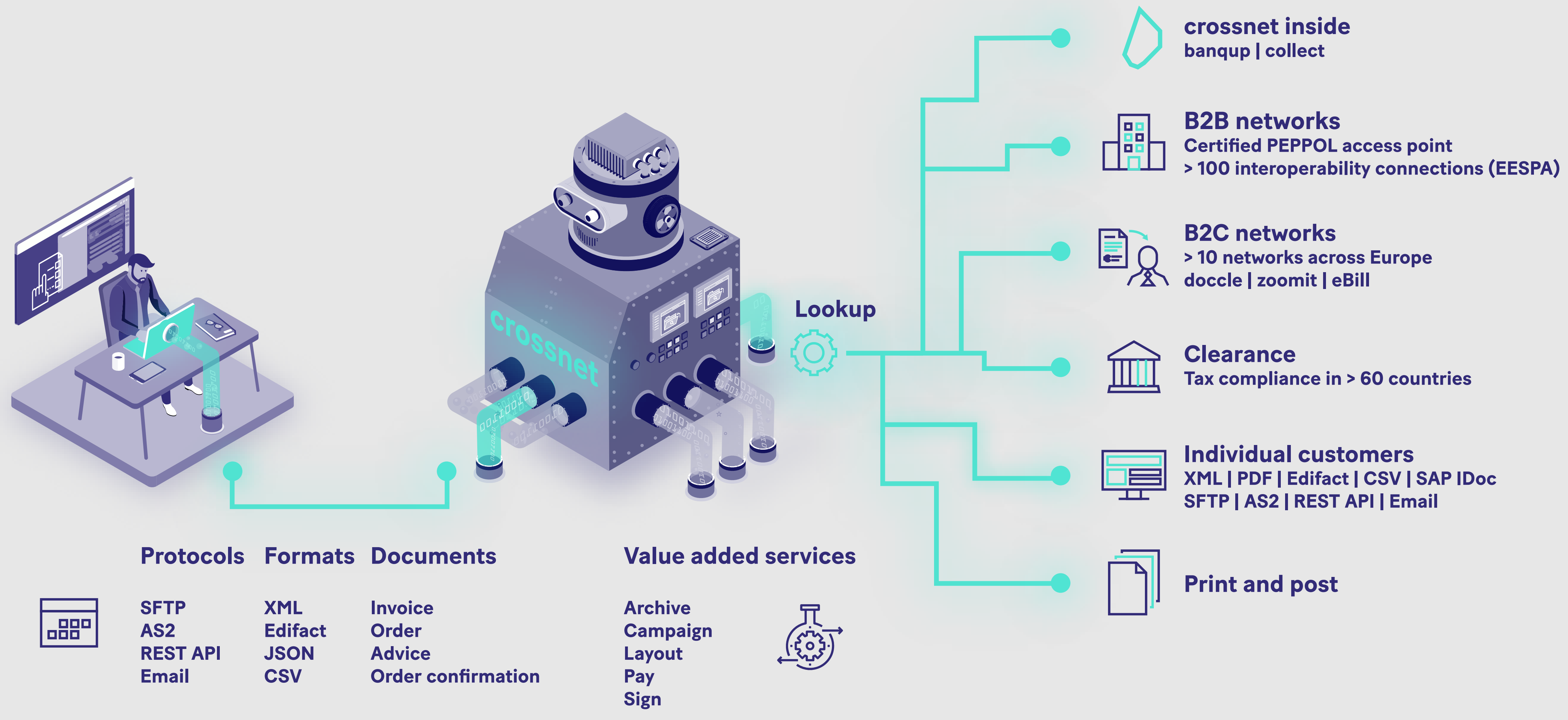
Channel enables medium-sized and large multinational companies to set up smart O2C processes with consumers (B2C), businesses (B2B) and governments (B2G). The integration interfaces are built to meet the need to embed the capabilities of Channel in the company's existing software solutions (like ERP and CRM software).

In the case of B2B and B2G customers, Channel enables the set-up of complex electronic connections in a tax compliant manner. Channel is capable of delivering documents (and accepting responses) via more than 100 connected third party B2B and B2G networks and more than 10 B2C networks across Europe. It is tax compliant in more than 60 countries.

To guarantee the highest delivery and acceptance rates for invoices, Channel is capable of using the smart multistep lookup & routing algorithm of Crossnet that takes into account the buyer's preference. This algorithm first checks whether the recipient is known to be using Collect or Banqup. If that is not the case, lookups will be done in the PEPPOL eDelivery Network Directory and in the directory of connected third party roaming networks. Only when the recipient is not found in any of the directories, the document is distributed via traditional channels like email and postal services.

To facilitate the making of strong digital connections, Channel comes with a campaign module that enables buyers (both businesses and consumers) to join the network. Buyers will be requested to create a Banqup (or Collect) account to start collaborating in an electronic manner. Buyers receive an easy onboarding link that enables them to create an account in a matter of minutes. Both benefit from this digital connection, as for sellers it is easy to reach a customer and to monitor the status of e.g. invoices, and for buyers it is easy to act upon the invoices or other documents.

On top of Channel, various optional value-added services could be activated. For example, documents could be made payable with payment buttons or QR codes via the integrated payment service. Similarly, documents could be made ready and presented for an electronic signature. Also, data could be transformed into personalised emails or documents with the layout service. And for customers that require us to archive the documents, there is a value-added service that does just that.



Collect: Covering the inbound needs

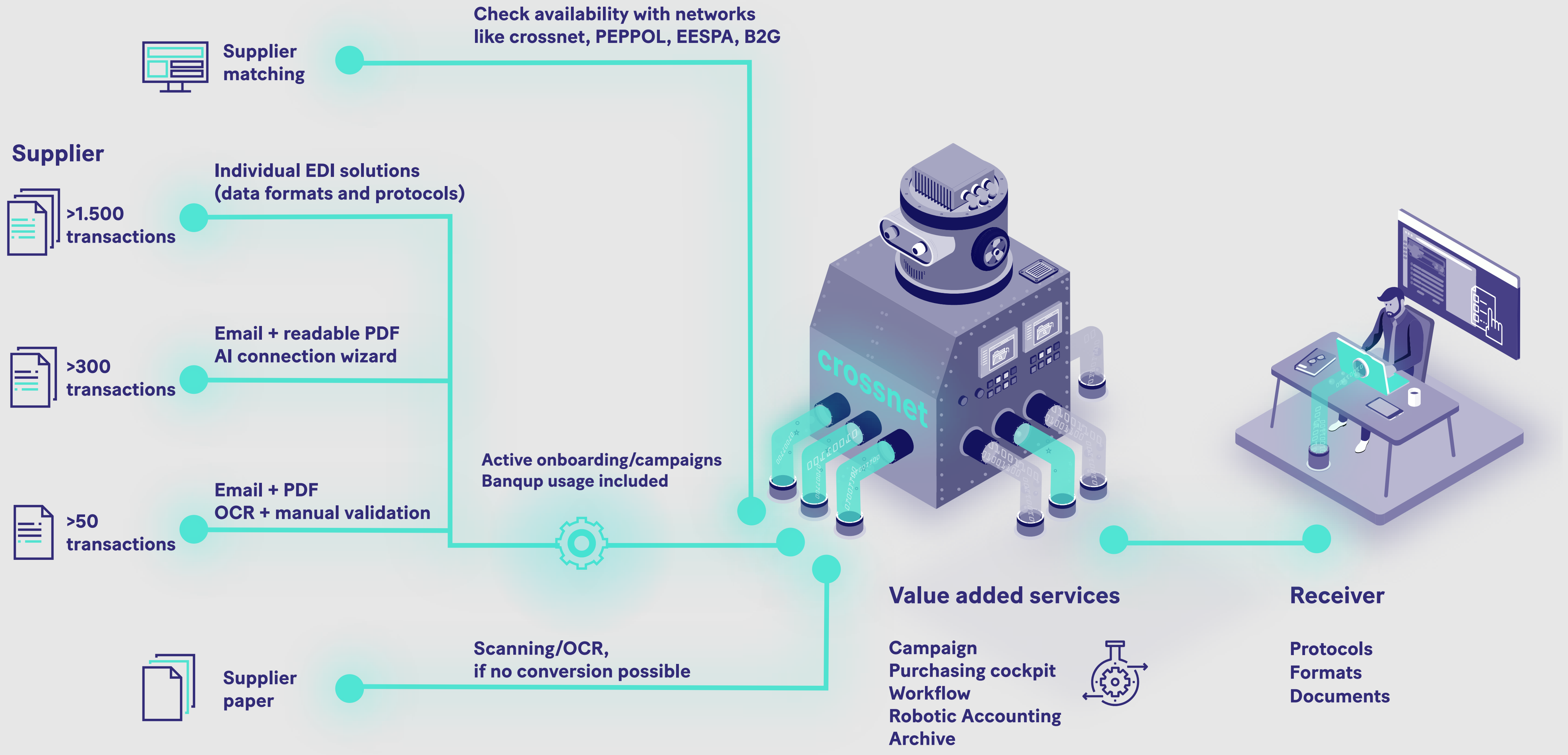
Collect enables medium-sized and large multinational companies to set up smart P2P processes with businesses (B2B) and governments (B2G). Supplier documents can be received from different sources in many different formats. Collect is capable of accepting a wide range of supplier documents (and sending responses) in every phase of the procurement process via more than 100 connected third party B2B networks.

Collect allows to set up a broad range of digital connections, meeting the different integration capabilities of the different supplier groups, ranging from specific EDI connections to simple PDF-via-email connections. Setting up new PDF based connections is easy with the smart AI-driven data extraction and OCR services (supporting many languages).

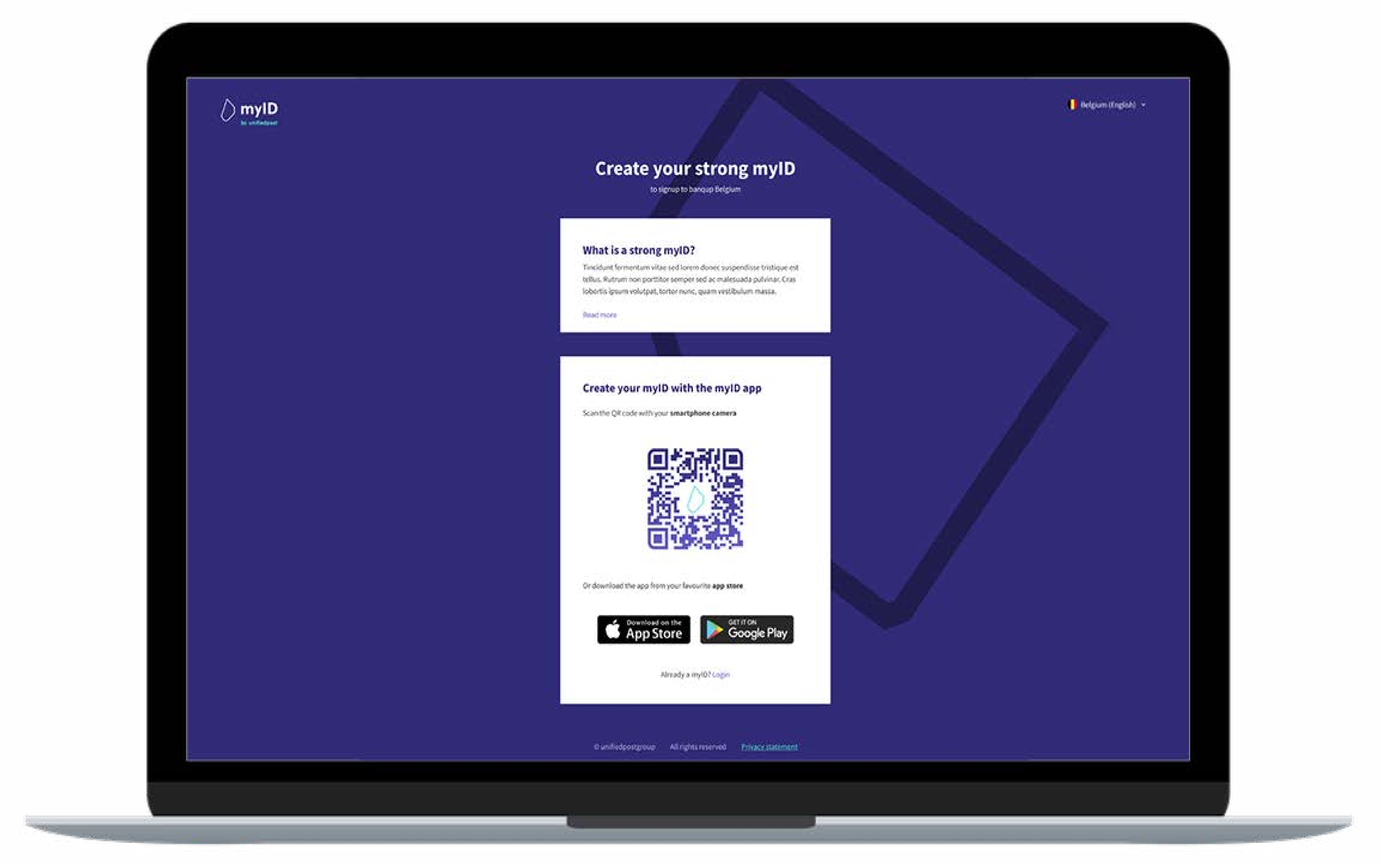
Multiple integration interfaces are provided to make sure documents that are accepted via Collect (and the related metadata) can be shared with the existing software solutions (like ERP and CRM software).

Collect comes with a campaign module that allows to invite suppliers to collaborate in a digital way. Different supplier groups will be given different options to connect. SMEs will be given the option to create a Banqup (or Channel) account to start collaborating in an electronic manner. Suppliers receive an easy onboarding link that enables them to create an account in a matter of minutes.

On top of Collect, various optional value-added services can be activated. For example, the robotic accounting service allows optimisation of the pre-booking process to ultimately simplify the booking of invoices in the accounting software. The workflow service allows to configure dynamic approval workflows for incoming supplier documents and the purchasing cockpit service gives an overview of the complete P2P process. Just like for Channel, also for Collect buyers can opt for a document archiving value-added service.



myID by Unifiedpost - combining private identity with business mandates



myID by Unifiedpost - combining private identity with business mandates

With myID by Unifiedpost, customers throughout Europe can safely do business as it combines the private identity of a person with the official published company mandates. myID allows customers to access our applications that require a strong customer authentication, such as payments and signing. It aims to meet all eIDAS regulatory requirements, even if our compliance to this level has not yet been independently recognised. In the first phase, myID is a mobile app that links our client's verified identity to their mobile device.

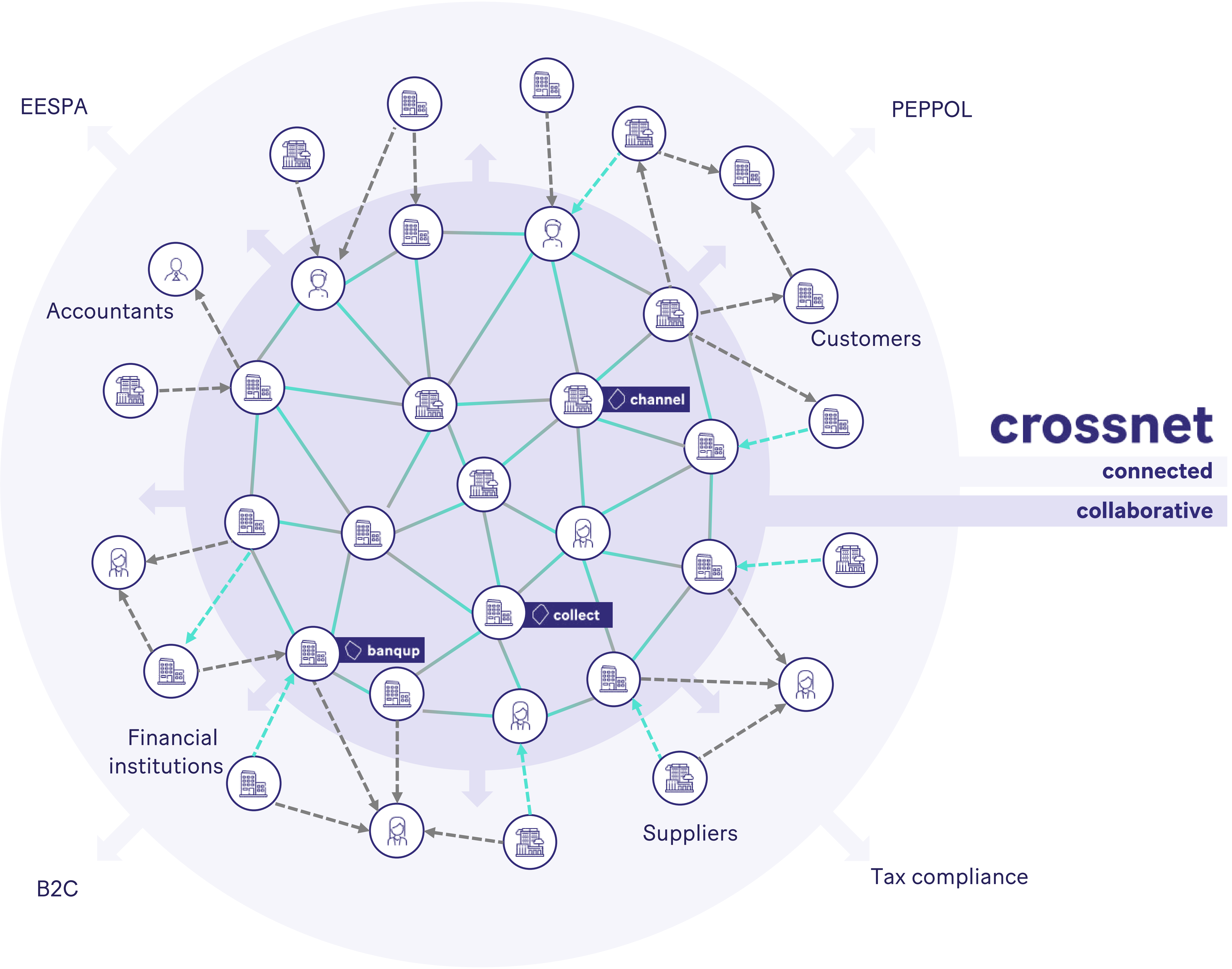
eHerkenning - standardised login system for businesses in The Netherlands

Next to the "myID by Unifiedpost " global offering, it is also worth mentioning that we offer identity services in the Netherlands in the context of "eHerkenning". eHerkenning is a standardised login system with which organisations can make their services safely accessible online. It is one of the facilities of the generic digital infrastructure for the Dutch e-government. To use that infrastructure, a person who wants to act in the name of a company needs an eHerkenning account that can only be provided by recognised suppliers. With such an eHerkenning account, users can identify themself online, and exchange confidential data securely with other organisations in accordance with their mandates.

There are only 6 eHerkenning suppliers in the Netherlands, out of which we offer 1 directly (via the Z-login brand) and 2 in a white-labelled manner.

In 2021 we realised a growth of 44,6% with the eHerkenning product. This growth is driven by more government services switching to eHerkenning as a solution for secure access to their online services. The Tax and Customs Administration is the largest stimulator of the growth of eHerkenning of the government service providers.

1. Unifiedpost at a glance



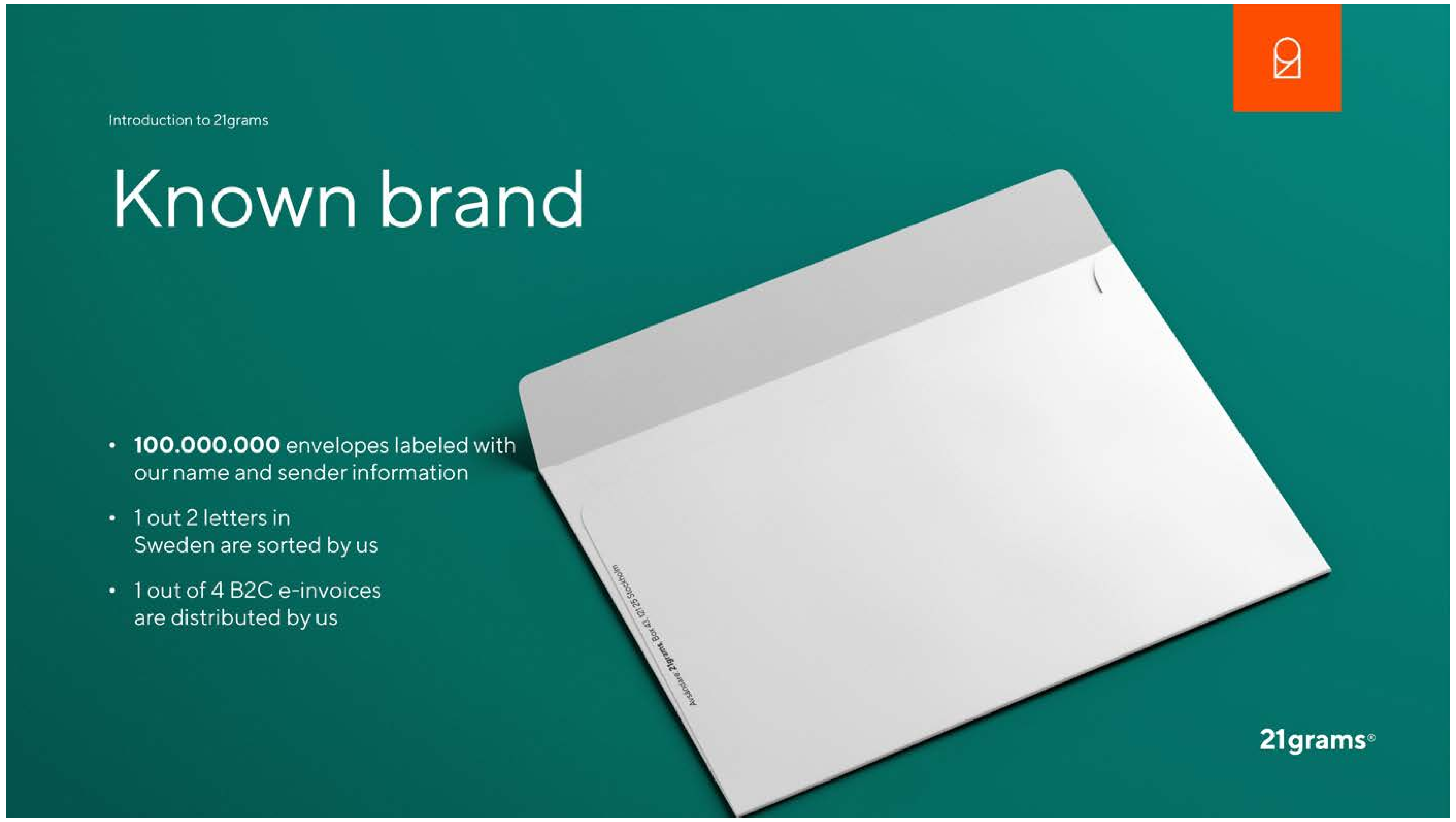
Crossnet is one of the leading networks for e-invoices, e-payments, e-orders and e-financing. By connecting our customers with their stakeholders we automate their purchase and sales transactions and unlock liquidity. Over 700.000 customers already exchange documents through Crossnet, more than 1,5 million are in total connected to it.

Crossnet is the adhesive that enables our customers to collaborate, regardless of the product they use, be that Banqup, Collect or Channel. With its interoperable connections and support for other channels like email and postal delivery, it also enables our customers to connect with their stakeholders, wherever they are. Our digital product portfolio Banqup, Collect and Channel is powered by Crossnet and serves small, midsize and large businesses alike.

As new networks arise and tax compliance requirements constantly evolve, we make sure our customers can benefit from and be compliant with those, worldwide. Whether it is the PEPPOL network, more than 100 service providers (EESPA) or tax compliance platforms like SdI in Italy, TRA in Turkey or other networks in more than 60 other countries: Crossnet is already connected.

Crossnet processes data only in ISO-certified (ISO2700x) and GDPR-compliant data centres with hosting in Europe and follows European data protection legislation.

1. Unifiedpost at a glance



We have four print hubs where offset printing and fulfilment activity are realised. These hubs are located in Belgium, Lithuania, UK and Serbia, and support the Banqup, Channel and Collect product portfolio. With the print hubs, we still attract new customers who are or will be starting the digitisation process. We support them in turning their traditional businesses with printing activities into a new, digitised environment. In the delivery process, print activities are still important in order to serve all end customers, also the ones that haven't embarked on the digital journey yet.

In the Nordics, we are able to take care of a company's mail handling. We optimise everything from office mail to large shipments, benefitting from our access to all Nordic mail operators. With 21 Grams, we have a strong and well-known brand in the Nordics. Every year, 100 million envelopes are labelled with the 21 Grams name and sender information. 21 Grams sorts 1 out of every 2 letters in Sweden, and distributes 1 out of 4 B2C e-invoices.

The postage & parcel optimization services and the print product services are a significant part of our revenue, which is expected to grow. Even if these activities are non-core for us, the postage & parcel service offers an extension to the digital business in the Nordics, and an opportunity to expand our network.

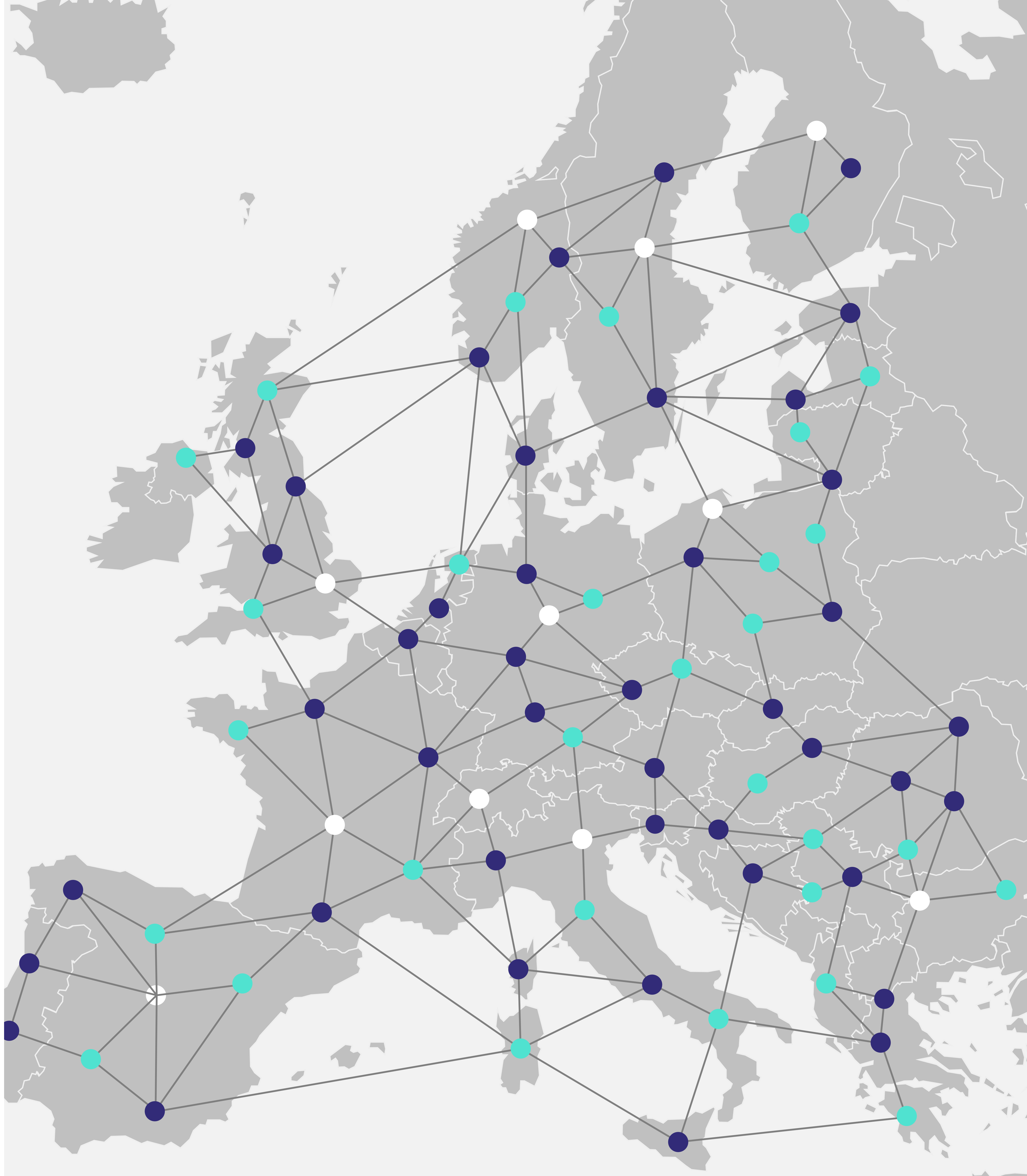
1. Unifiedpost at a glance

Global presence, local footprint

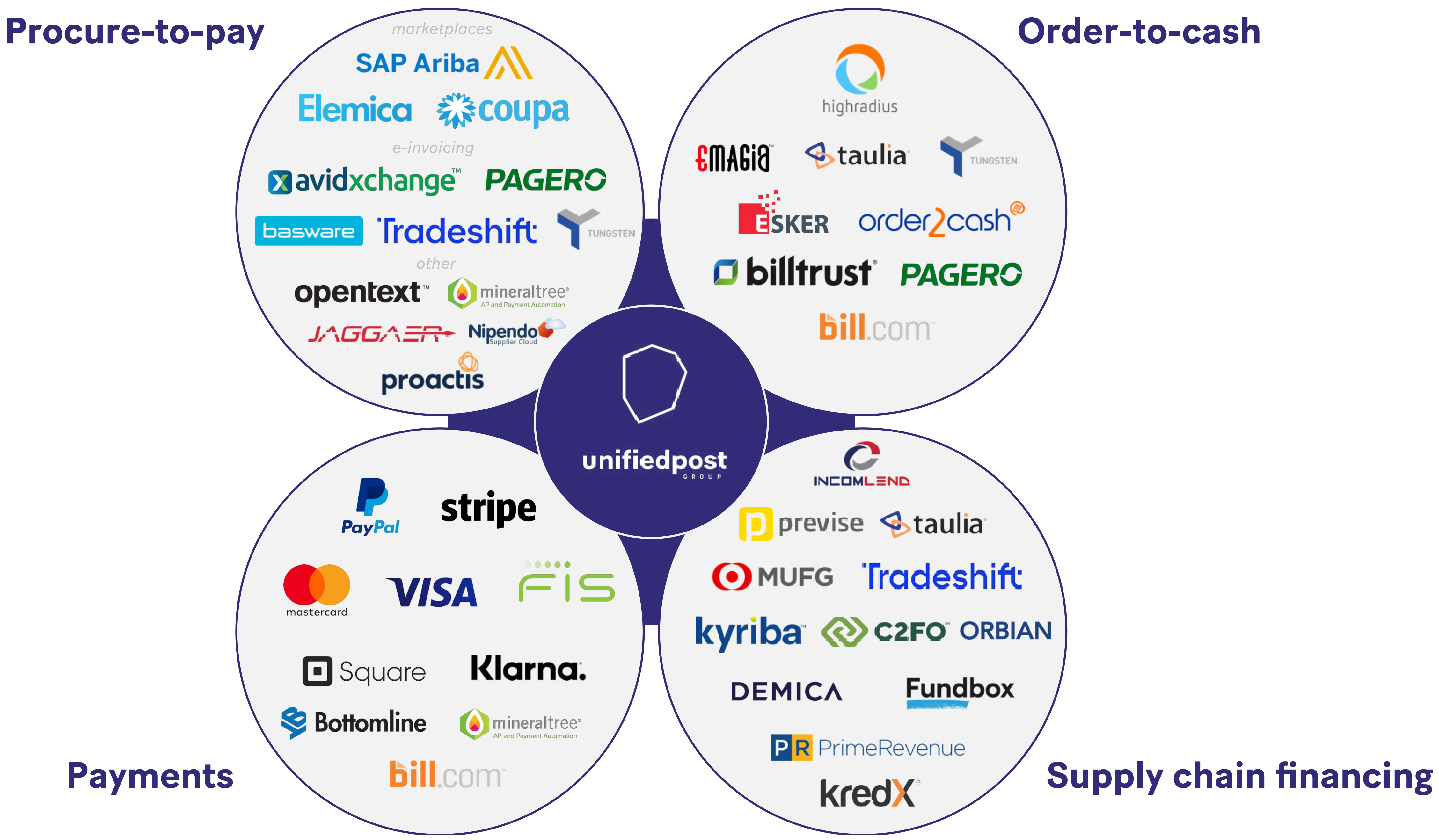
Unifiedpost operates in multiple markets, both in terms of geography and product offering. Globally there are more than 2.000 e-invoicing service providers, typically with a local footprint. Europe is a fragmented and complex market. Market entry barriers are often high and it is sometimes difficult to tap into local markets due to the specific local requirements and local regulatory frameworks (like local tax compliance).

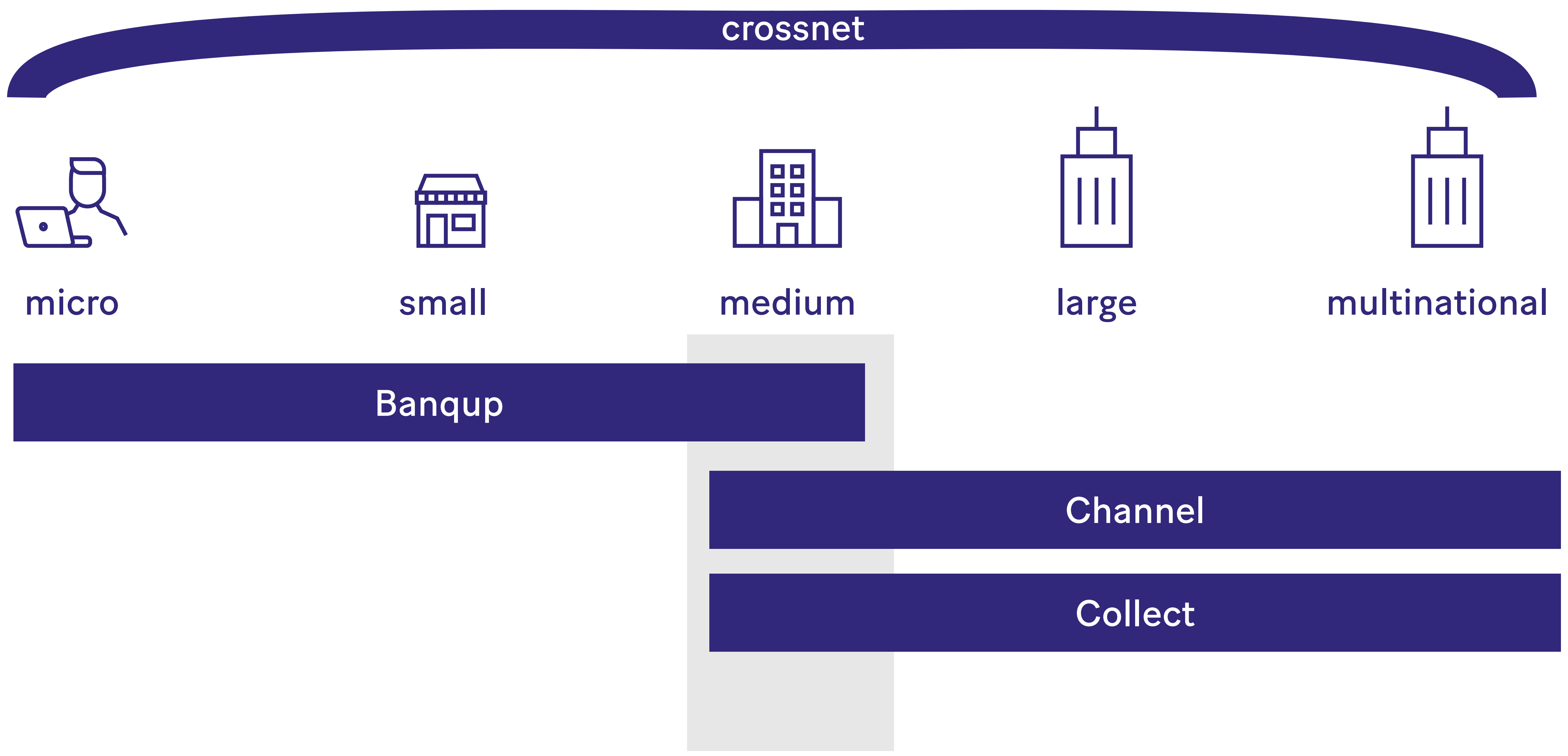
As a result, in Europe, no competitor has yet emerged that has a dominant position across the entire market. Instead, most competitors focus on a specific country or region in Europe. After a successful M&A strategy and organic expansion in 2021 and a foothold in 32 countries now, we envision strong organic growth in the European market with our one-stop-shop approach.

We understand that it is extremely important to combine an international network with local know-how, as every country is different. It is our obligation to make sure our customers can operate in full compliance with local e-invoicing, tax and archiving legislation and regulatory standards, and to support local customs and practices.



Covering O2C and P2P with integrated payments and financing for full market spectrum





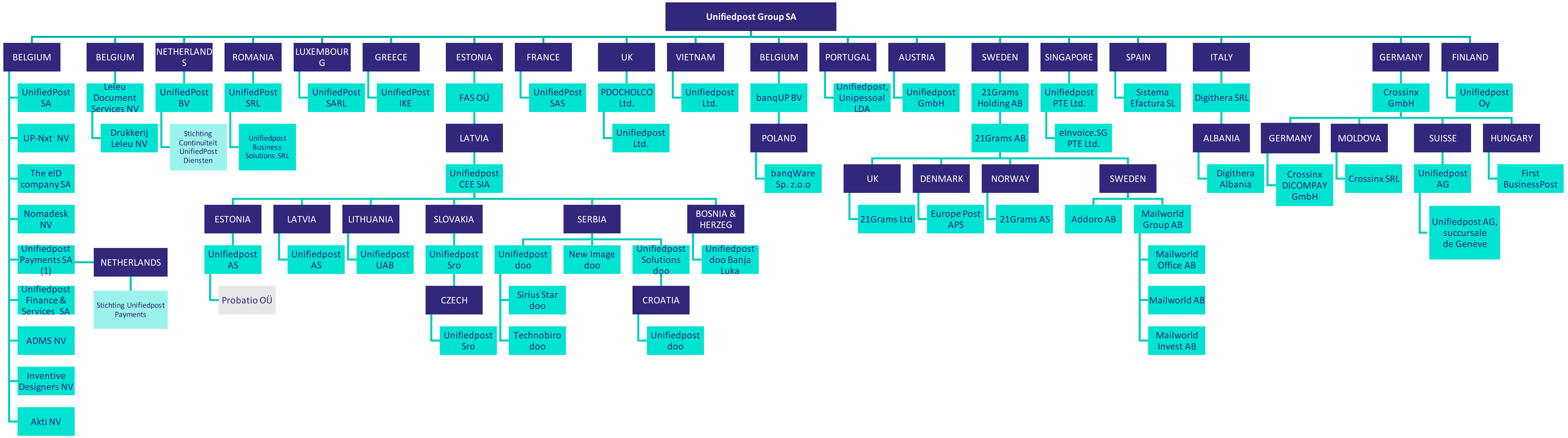
Gray zone where the volume and complexity of the requirements will determine whether Channel and Collect are the best solutions or Banqup.

Our product portfolio covers the order-to-cash (O2C), procure-to-pay (P2P) business processes with integrated (inhouse built) payments processing and supply chain financing. This makes us well suited to operate in 4 highly attractive markets (e-invoicing, e-payments, e-procurement, e-financing) with impressive growth rates (CAGRs between 9,4% and 22,1%).

Unlike the majority of our competitors, we are uniquely positioned to cover all four domains with our product portfolio.

Moreover, we are the only one among our competitors targeting all company sizes, from micro companies all the way to multinational companies, with a comprehensive product portfolio that is complemented with value-added services.

1. Unifiedpost at a glance


Unifiedpost Group SA
BELGIUM
UnifiedPost SA
UP-Nxt NV
The eID company SA
Nomadesk NV
Unifiedpost Payments SA (1)
NETHERLANDS
Stichting Unifiedpost Payments
Unifiedpost Finance & Services SA
ADMS NV
Inventive Designers NV
Akti NV
BELGIUM
Leleu Document Services NV
Drukkerij Leleu NV
NETHERLANDS
UnifiedPost BV
Stichting Continuiteit UnifiedPost Diensten
ROMANIA
UnifiedPost SRL
Unifiedpost Business Solutions SRL
LUXEMBOURG
UnifiedPost SARL
GREECE
UnifiedPost IKE
ESTONIA
FAS OÜ
LATVIA
Unifiedpost CEE SIA
ESTONIA
Unifiedpost AS
Probatio OÜ
LATVIA
Unifiedpost AS
LITHUANIA
Unifiedpost UAB
SLOVAKIA
Unifiedpost Sro
CZECH
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SERBIA
Unifiedpost doo
Sirius Star doo
Technobiro doo
New Image doo
Unifiedpost Solutions doo
CROATIA
Unifiedpost doo
BOSNIA & HERZEG
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FRANCE
UnifiedPost SAS
UK
PDOCHOLCO Ltd.
Unifiedpost Ltd.
VIETNAM
Unifiedpost Ltd.
BELGIUM
banqUP BV
POLAND
banqWare Sp. z.o.o
PORTUGAL
Unifiedpost, Unipessoal LDA
AUSTRIA
Unifiedpost GmbH
SWEDEN
21Grams Holding AB
21Grams AB
UK
21Grams Ltd
DENMARK
Europe Post APS
NORWAY
21Grams AS
SWEDEN
Addoro AB
Mailworld Group AB
Mailworld Office AB
Mailworld AB
Mailworld Invest AB
SINGAPORE
Unifiedpost PTE Ltd.
eInvoice.SG PTE Ltd.
SPAIN
Sistema Efactura SL
ITALY
Digithera SRL
ALBANIA
Digithera Albania
GERMANY
Crossinx GmbH
GERMANY
Crossinx DICOMPAY GmbH
MOLDOVA
Crossinx SRL
SUISSE
Unifiedpost AG
Unifiedpost AG, succursale de Genève
HUNGARY
First BusinessPost
FINLAND
Unifiedpost Oy

2. Highlights 2021

2001 Founded, HQ Belgium

500 million Documents processed

93% Recurring revenue share

32 Countries

+1.500 k entities Accessible network

15,6% Organic growth

+1.400 People

€ 170,5 million Revenue

€ 33,1 million R&D

2. Highlights 2021

2021 was a year where an exceptional operational progress was made

The year 2021 was a construction year for our company during which, in line with our strategic intent, we made exceptional operational progress. Several acquisitions were done, and we are making great progress integrating their product portfolio and network. This resulted in a significant geographical expansion, as well as an extension of our product portfolio. Additionally, our newly branded Banqup platform was rolled out in 32 countries. This makes us today a multinational company with more than one and a half million network members and at year-end over 1.400 colleagues worldwide.

Acquisitions

After going public in September 2020, we executed our proposed M&A strategy by making six acquisitions in the first semester of 2021 with Crossinx and 21 Grams being the most significant ones, but also AKTI, banqUP, Sistema eFactura and Digithera will help us to realise our ambitions. Later in the year two small acquisitions followed with eInvoice.sg being the most noteworthy. These acquisitions strongly support the building of our footprint in Europe.

Roll-out of Banqup

Along with our geographical expansion, we also successfully soft-launched other Banqup platform on a single cloud tenant in 2021. This was the result of a well-executed global roll-out and implementation program for Banqup. The application is currently commercially operational in 5 countries (year-end 2021), with other markets following in 2022 (also refer to 4.3 Roll-out of Banqup).

Roll-out of Channel & Collect

After the acquisitions in the beginning of 2021, we started aligning and grouping our corporate products and eventually rebranded these into Channel & Collect. A global roll-out and implementation program for corporates has been initiated and is in execution. This program is inspired by the Banqup roll-out program but optimised with our experience with rolling out Banqup.

More details can be found in the Transactions and Integration roadmap section.

2. Highlights 2021

Consolidated key figures

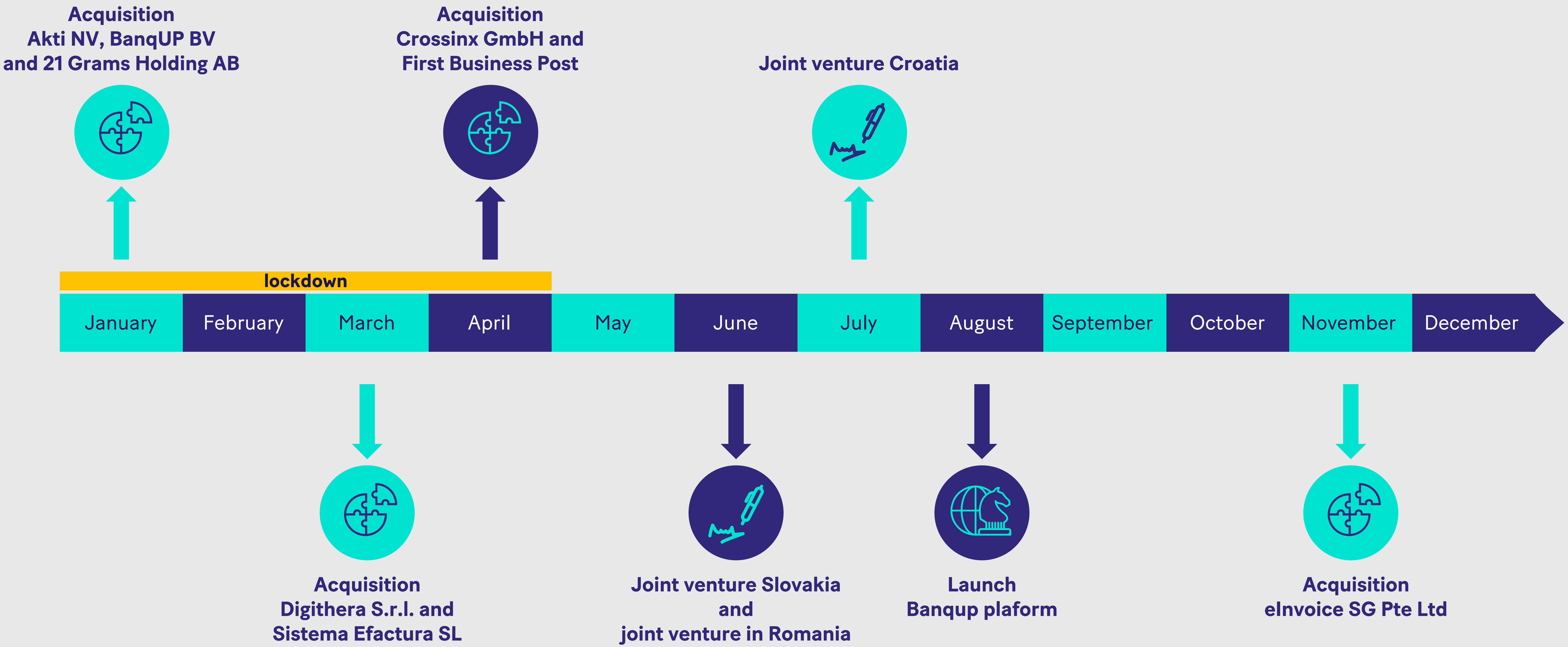
Income statement	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Group Revenue	170.533	68.928
Digital processing revenue	106.884	68.928
Postage & parcel optimization revenue	63.649	-
Recurring revenue (in % of total revenue)	92,8%	90,6%
Total gross profit	53.882	29.351
Total gross margin	31,6%	42,6%
Digital processing		
Gross profit	46.688	29.351
Gross margin	43,7%	42,6%
Organic growth	15,6%	9,9%
R&D costs (expensed and capitalized)	-33.149	-20.651
Loss from operations	-25.856	-21.003
EBITDA	-4.367	-5.985
EBITDA margin	-2,6%	-8,7%
Adjusted EBITDA	-2.712	-1.618
Adjusted EBITDA margin	-1,6%	-2,3%
Loss of the year	-25.579	-33.769

Balance sheet	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Balance sheet total	317.134	247.128
Equity	196.429	168.197
Goodwill	154.956	35.159
Other intangible assets	83.503	47.865
Cash and cash equivalents	16.970	125.924

Cash Flow Statement	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Cash flow from operational activities	4.063	-6.835
Cash flow from investment activities	-106.730	-11.802
Cash flow from financing activities	-6.281	141.535
Net increase/(Decrease) in cash flow	-108.954	122.878

Other key figures	For the year ended 31 December	
	2021	**2020**
Net Financial (Debt)/Cash *(Thousands of Euro)*	-22.922	92.084
Average number of shares	32.756.226	19.762.181
Earnings per share (Euro)	-0,80	-1,72
Total number of FTE per 31 December	1.419	854
Total number of customers	792.594	Not available
Revenue split (in thousands of Euro)		
Transaction revenue Document processing	69.643	45.222
Subscription revenue	20.841	14.464
ARPU (Euro/month)	27,9	Not available

Activity report - UPG's Milestones in 2021



Highlights from the financial report

Details of the financial results

Unifiedpost grew its revenue in FY 2021 by 147% driven by organic growth and acquisitions. The COVID 19 pandemic burdened the business of the Group in the first half of the year, specifically in UK, Belgium and Slovakia. In the second half of the year the impact from the pandemic diminished while economic activity resumed. Q4 COVID effects did no longer impact the Group's business. Unifiedpost is not directly impacted by the geopolitical crisis in Europe. The Group has no business in Ukraine and Russia and has no development centres in those countries.

Digital processing

Unifiedpost's revenue resulting from digital processing amounted to € 106,9 million in FY 2021, an increase of 55% compared to FY 2020. The growth is partially supported by the organic growth of € 10,8 million or 15,6%, and € 27,2 million or 40% is coming from 8 acquisitions realised in the course of 2021. The revenue coming from subscriptions from small and medium companies grew by 44% during the year. 88,5% of the total digital processing revenue resulted from recurring services, of which transaction revenue remains the most important. The paying customer base grew during 2021 organically by 30,4% year-on-year ('y-o-y').

The gross margin of the digital processing business increased to 43,7%, an increase of 1,1%pts y-o-y. This improvement is driven by economies of scale and a higher demand for end-to-end digital processing solutions.

Postage & parcel optimization

Following the acquisition of 21 Grams in Scandinavia, Unifiedpost added a new business line to its activities: "Postage and parcel optimisation". This lower margin activity is presented separately in our financial accounts. As this type of activity will need more digitalisation in the future, it will be a source for new digital processing customers. In H2 a couple of large new customers were onboarded.

The FY 2021 revenue for post and parcel optimisation amounted to € 63,6 million and generated a gross margin of 11,3%.

Result for the period

Both segments combined led to a gross profit of € 53,9 million on a total revenue of € 170,5 million (31,6% gross margin). Unifiedpost continues to invest in its platform and services development. During 2021, Unifiedpost spent € 33,1 million on R&D, of which 57% was capitalised. The R&D spending is equivalent to 31% of digital processing revenue. G&A expenses for the period increased by 57% y-o-y to a total of € 40,5 million. This increase was due to Unifiedpost's general expansion, including its acquisitions. Sales & Marketing expenses were up 71% y-o-y to € 24,9 million. The growth reflects Unifiedpost's commercial efforts for its European expansion to 32 countries. Unifiepdost reports an EBITDA of € -4,4 million, an improvement of € 1,6 million. The loss from operations amounted to € 25,6 million. Unifiedpost's cash and cash equivalents decreased predominantly due to the pay-outs for its acquisitions, which amounted to a total of € 82,9 million for six major and two minor acquisitions.

At the end of the period, Unifiedpost's cash and cash equivalents amounted to € 17 million, being additionally backed by an undrawn financing facility of € 20 million.

Goodwill

The goodwill amount increased from 31 December 2020 to 31 December 2021 with € 119,8 million and amounts to € 155,0 million at year-end. The main drivers for this growth are the acquisitions made in the first half of the year, in particular Crossinx € 91,9 million, 21 Grams € 18, 2 million and banqUP € 6,7 million. The other 2021 acquisitions represent a goodwill amount of € 2,8 million. These amounts were the result of purchase price allocation exercises approved by the Board and had been tested with an impairment exercise conform the principles foreseen in IFRS standards.

Intangible assets

The intangible assets increased by € 35,6 million compared to 31 December 2020. This increase is due to the acquisitions of € 31,9 million, additions (net of disposals) to other intangible assets of € 19,8 million and amortization for the year of € 16,2 million. The net book value of € 83,5 million includes the following components: brand names € 4,8 million, internally generated software € 21,1 million, acquired software € 17,1 million, customer relationships € 31,3 million and assets under construction € 9,1 million (mainly internally generated software).

Capital Increases

Unifiedpost increased its capital from € 251,5 million to € 309,2 million in 2021 and issued 3,1 million new shares. These capital increases were initiated for (i) the conversion of vendor loans related to the realised acquisitions (€ 56,6 million), (ii) the conversion of investment rights (€ 525 thousand) and (iii) the settlement of share-based payments (ESOP) (€ 532 thousand).

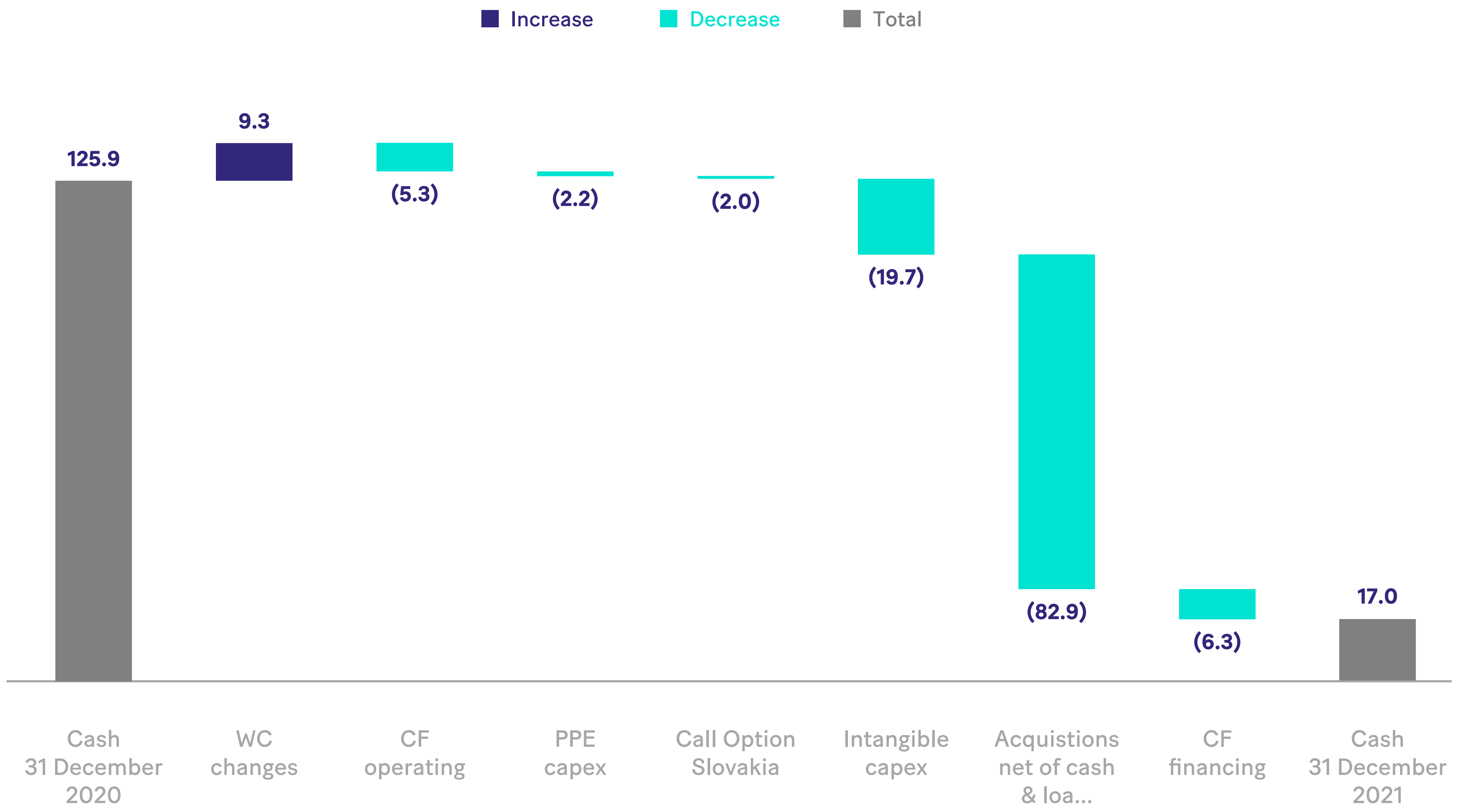
Equity evolution

Apart from the movement in share capital, following transactions/result impacting the equity evolution :

i. the conversion of vendor loans related to the realised acquisitions also impacted the other reserves (€ -2,8 million);
ii. the conversion of investments rights linked to the contribution in cash of June-July 2020 with € 525 thousand;
iii. the settlement of share-based payments (ESOP) increased the reserve for share-based payments in equity with € 243 thousand;
iv. the change in the valuation of the liabilities associated with puttable non-controlling interest amounted to an effect in equity for a total of € -2,3 million;
v. the difference in fair value of the embedded derivative contribution in cash of June-July 2020 effected the equity with € 738 thousand;
vi. the change in the other comprehensive income (€ 253 thousand); and
vii. the accumulated deficit (€ -25,6 million).

Cash flow evolution

The operational cash flow amounts to € 4,0 million, mainly thanks to the increase of the working capital (€ 9,4 million). The decrease in cash and cash equivalents mainly relates to the 2021 acquisitions (€ -82,9 million), which impacts the investing cash flow together with payments made for the purchase of intangible assets (€ -19,8 million), payments made for property, plant & equipment (€ -2,2 million) and the settlement of the call option regarding the joint venture in Slovakia (€ -2 million). The cash flow from financing activities increases due to the conversion of investment rights (€ 525 thousands) and the settlement of share-based payments (ESOP) (€ 532 thousands) on the one hand, and decreases due to repayments of loans and lease liabilities (€ -16,1 million) and proceeds of loans (€ 8,7 million) on the other hand.



Financing

To assure the roll-out of the pan-European strategy and to support the further development of the Unifiedpost platform and to support our future growth, the Company signed on 7 March 2022 a € 100 million five-year term loan facility agreement provided by Francisco Partners, a leading global investment firm that specializes in partnering with technology enabled businesses. The term loan results in a cash injection, net of commitment fees, of € 72,4 million. The loan will bear a 3% cash interest and 8% interest paid in kind. As part of that transaction, Francisco Partners obtained an equity commitment fee of 3% of the share capital of Unifiedpost, representing € 12,8 million of the share capital and the issuance of 1.082.862 new shares at 18 March 2022.

Next to this structural new term loan facility, Unifiedpost also signed a factoring agreement with the syndicate BNP Paribas Fortis Factor NV and Belfius Commercial Finance NV granting a facility of € 20 million, in order to finance the additional working capital needs of Unifiedpost.

Information about circumstances that could adversely affect the development

Unifiedpost generally expects the overall market conditions to remain favourable for the company. Nonetheless, there are certain circumstances that could possibly interfere in the daily operations and business development of Unifiedpost.

Firstly, the COVID-19 pandemic has impacted the entire economic landscape, affecting the way Unifiedpost works and the way it develops the business, as business trips were almost non-existent. Still, Unifiedpost was able to close multiple national and international partnerships and deals this year. Although the evolution of the pandemic will further determine when the conventional way of doing business will resume, the company already perfectly adapted and prepared for a continued hybrid or virtual working format. The global pandemic has had a truly positive impact on digitalisation, which at its essence is the main driver for Unifiedpost's business.

Second, the current geopolitical situation is impacting Europe and its economy. Unifiedpost has no direct exposure to Russia or Ukraine. Unifiedpost has developed an important activity in the Baltic states. In so far as the current problems do not escalate further, Unifiedpost does not experience significant negative effects of the current crisis, other than those resulting from general inflation.

A third event that could possibly adversely affect the development of the business is the delay of yet-to-be-decided regulation and/or the delay of the implementation of recently decided regulation on B2G and B2B communication and invoicing, which could slow down the roll-out of the Unifiedpost business solutions. The company strongly believes this is highly unlikely, as digitalisation is further increasing and governments want to close the VAT gap as much as possible.

Research and development

Research and development is key for Unifiedpost, as it is crucial in order to achieve product excellence and a maximum added-value for our clients. Therefore, we invest substantial time, energy and resources to ensure we have a profound understanding of our customers' needs, and we continuously innovate to deliver value-added products and services through our platform. Moreover, we are focussed on developing new functionality and further enhancing the usability, reliability, and performance of existing products. There are five focus areas where we carry out R&D: (i) platform services, (ii) identity services, (iii) payment solutions, (iv) finance & services and (v) data warehousing & analytics. We refer for further explanatory comment to section 3.4. Technology, where we elaborate more in detail on each of those areas.

Important events after the balance sheet date

Factoring

On 22 January 2022 the Group signed a new factoring agreement between Unifiedpost S.A., UP-NXT, Unifiedpost B.V., Unifiedpost S.A.R.L., 21 Grams AB, Inventive Designers and Drukkerij Leleu and the syndicate of BNP Paribas Fortis Factor N.V. and Belfius Commercial Finance N.V.

This agreement replaces all former factoring agreements and grants us a maximum credit facility of 20.000.000 EUR.

This Factoring Agreement is effective for an initial period of 2 years. Afterwards, this Factoring Agreement shall be automatically and tacitly renewed for subsequent renewal periods of 1 year.

Izola agreement

In February 2022 Unifiedpost Finance & Services SA signed a Funding Agreement of EUR 50 million with Izola Bank PLC and together with Unifiedpost Payments SA an Outsourcing Agreement with Izola Bank PLC. These agreements support the SME Invoice Finance product that will be offered to Banqup clients in Belgium and The Netherlands. Izola Bank PLC will purchase receivables offered by Banqup clients via the Banqup platform, whereby Unifiedpost Payments SA will provide the necessary KYC/AML data and Unifiedpost Finance & Services SA will provide the operational support. The agreements have an initial term up to 31 December 2023. The Group will not be liable for the collection risk.

Financing

Unifiedpost signed on 7 March 2022 a € 100 million five-year term loan facility provided by Francisco Partners, a leading global investment firm that specializes in partnering with technology-enabled businesses. As part of the transaction, Francisco Partners obtained an equity commitment fee of 3% of the share capital of Unifiedpost, representing € 12,8 million of share capital issued at 18 March 2022. The loan bears a 3% cash interest and 8% interest paid in kind, and an upfront fee of € 2,5 million. This financing round enables Unifiedpost to enhance its funding scope and flexibility. The funds raised will be used to refinance existing debt, support the Group's growth strategy, including R&D investments, working capital requirements, and fund potential future transactions to further expand its capabilities and geographical coverage. This subsequent event further supports the going concern of the group.

The Company has issued 1.082.862 new shares on 18 March 2022 following a capital increase in furtherance of the financing by Francisco Partners. Following the issuance of these new shares, the share capital has increased from € 309.219.448,52 to € 321.975.562,88 and the total number of shares amounts to 34.546.431. Each of these shares gives one voting right at the general meeting of shareholders.

Geopolitical situation

The current geopolitical situation is impacting Europe and its economy. Unifiedpost has no direct exposure to Russia or Ukraine. One of the Group subsidiaries is insourcing through a third party supplier a limited number of development services from Livv (Ukraine). Furthermore, the Group has developed an important activity in the Baltic States. In so far the current problems do not escalate further, the Group does not expect any significant negative effects of the current crisis, other than those resulting from general inflation.

Statement by senoir management in accordace with royal decree of 14 November 2017

Pursuant to article 13 § 2,3 of the Royal Decree of 14 November 2007, CEO Hans Leybaert and CFO Laurent Marcelis declare, on behalf of and for the account of Unifiedpost that, as far as is known to them :

a. the consolidated financial statements have been drawn up in accordance with the International Financial Reporting Standards (IFRS) as adopted in the European Union and that they give a true and fair view of the equity and financial situation of the Group at 31 December 2021, and of its results and cash flows for the financial year ending on that date;
b. the annual report gives a true and fair view of the development and results of the Group, as well as a description of the main risks and uncertainties with which it is confronted.

3. Strategy and value creation

> By connecting our customers with their stakeholders in one trusted network we can optimise and automate purchase and sales transactions and unlock liquidity in the process.

We believe that businesses seek to optimise the various steps in their financial value chains, with digitalisation as a key driver for that. Whereas corporates typically seek standardised, yet configurable solutions that can be integrated into their own business systems to cover their order-to-cash (O2C) and procure-to-pay (P2P) needs, SMEs seek an accessible, reliable one-stop shop solution.

By connecting our customers with their stakeholders in one trusted network we can optimise and automate purchase and sales transactions and unlock liquidity in the process.

Therefore we seek to become the leading trusted communications and payments business network in Europe. To make this happen, we went public in 2020, after almost 20 years of steady growth. The funds that became available with the IPO were used to complete several acquisitions, as set out in our buy-and-build strategy in 2020, and to grow organically.

Consequently, 2021 was a construction year in which we showed strong operational progress in multiple domains. We updated our global product offering (Banqup, Collect, Channel) and introduced Crossnet to reflect the ambitions we have, namely becoming a leading network with fit-for-purpose solutions that cover the full market spectrum, from micro-organisations to multinationals. Also, we rolled out the Banqup platform in 32 countries, taking into account the specificities of each country in terms of local e-invoicing, tax and archiving legislation and standards.

With the integrations reaching their first milestones, we are now gradually entering the next phase of growth: expanding the network and valorising the upsell potential of it.

3. Strategy and value creation

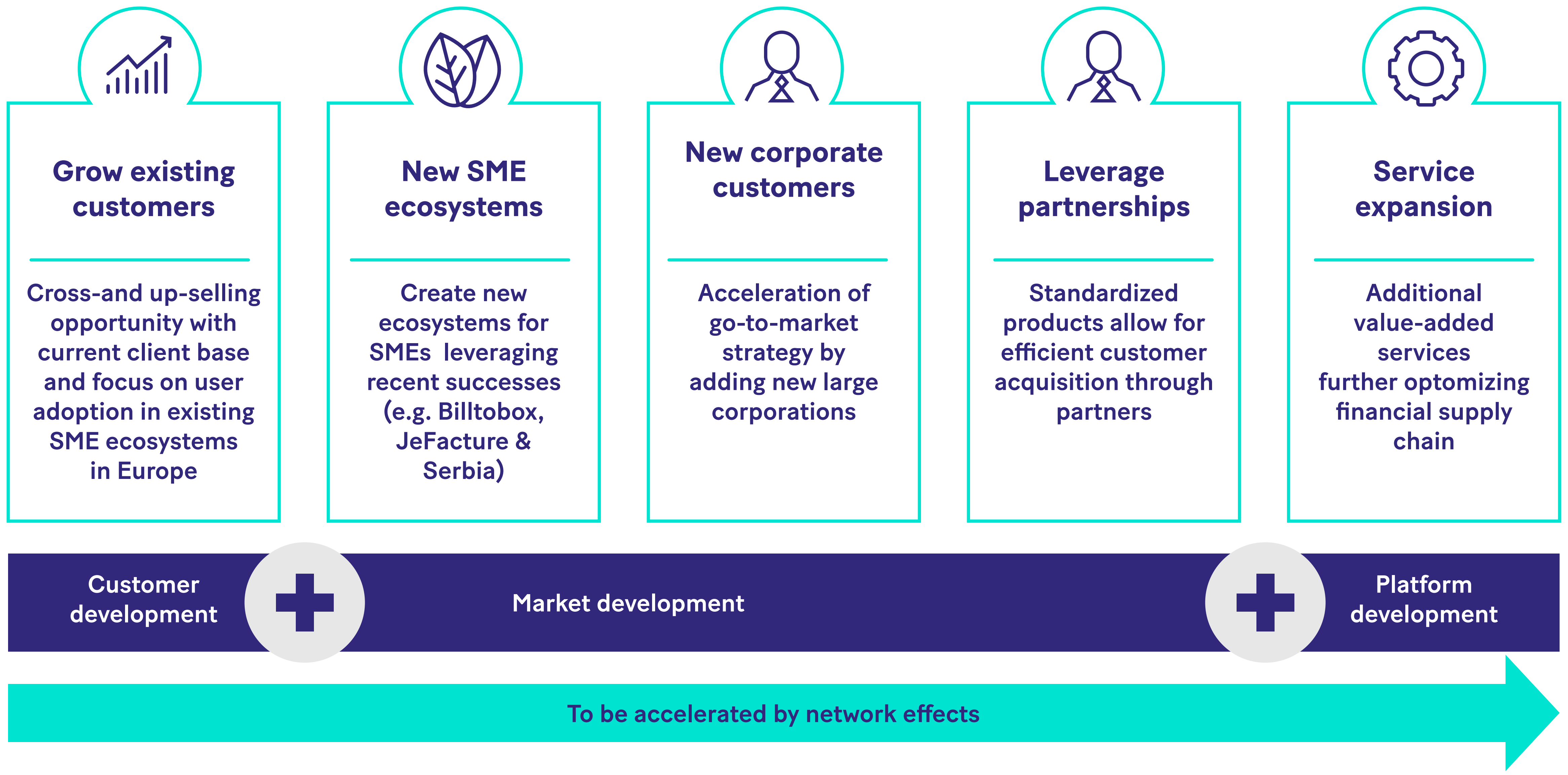
Our buy-and-build strategy defined in 2020 has been successfully executed in 2021 but has also triggered new challenges. Next to a strong focus on organic growth, we will work on our operational excellence whereby we seek economies of scale on the back of one global platform and product offering that will lead to cost synergies and margin improvements in 2022.

It also implies that existing local products will be converted step by step towards the central global platform, and that some local products will be phased out progressively. By doing so, cost savings are realised as we no longer need to support the local products or invest in further development.

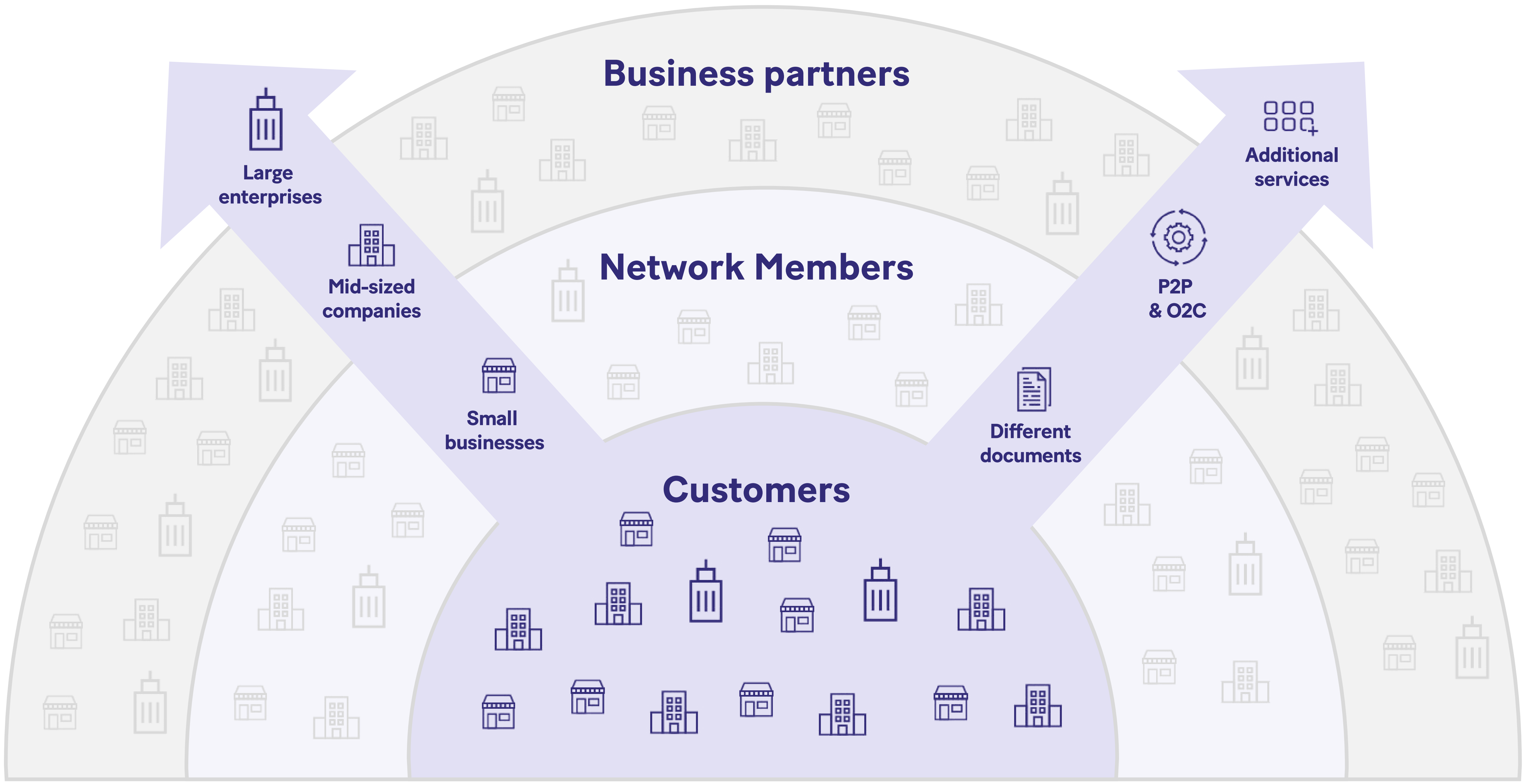
3. Strategy and value creation

We seek to grow our business organically by:

- Increasing volume through our existing customer base, including by cross- and upselling higher margin payments, identity and platform services,
- Onboarding additional business ecosystems,
- Adding more customers,
- Leveraging partnerships, and
- Expanding our service offering.



Grow Existing Customers



Within our network, many (paying) customers exchange documents and payments, but there are also a large number of network members that use a basic version of our products, often paid for by third parties (large corporations or governments, which are in fact our direct customers).

Both the network customers and the network members possess a high cross- and upsell potential, where we actively offer to extend their current revenue with additional amounts and types of documents, additional services or additional processes.

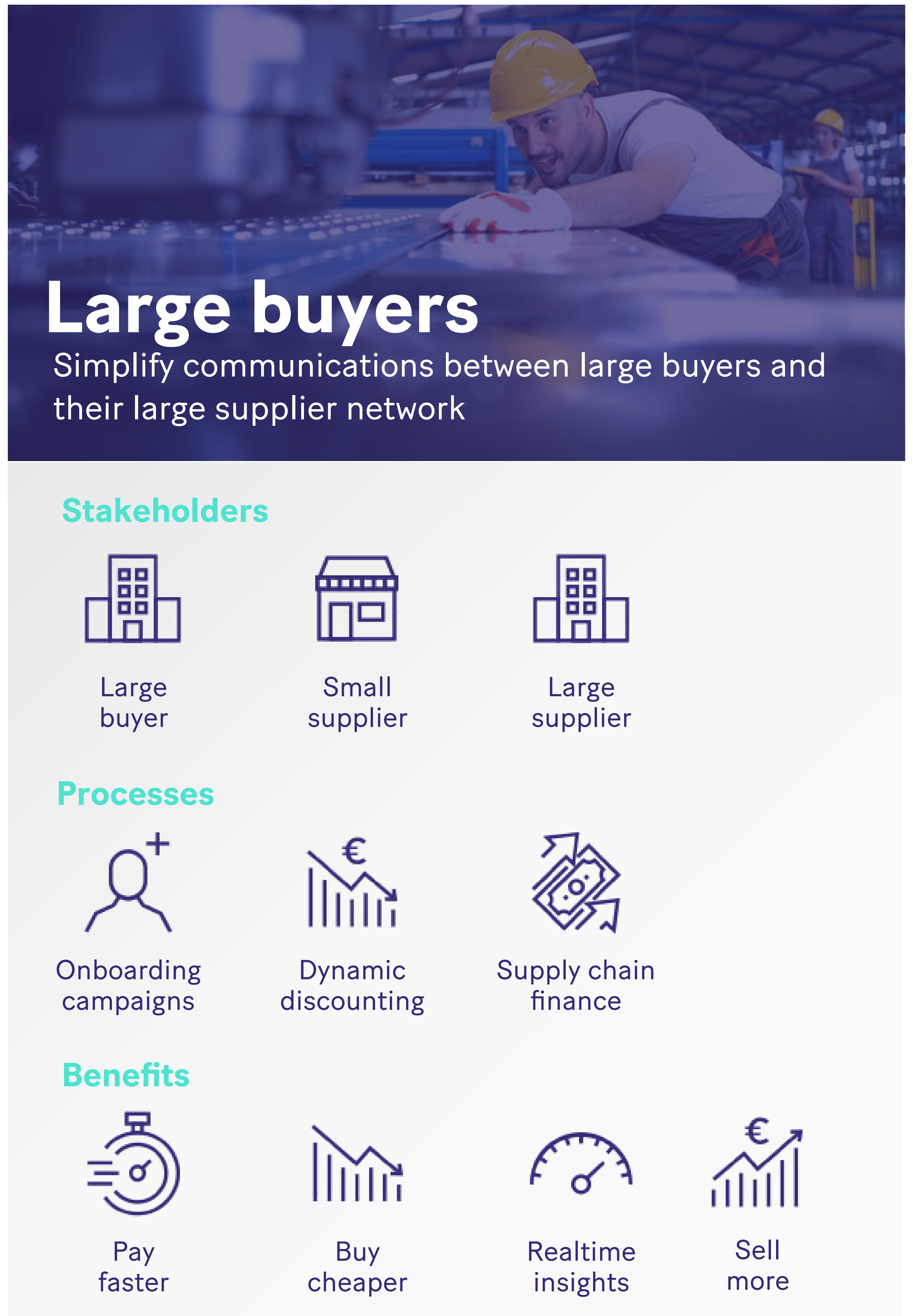
Furthermore, all products have the possibility to invite business partners. This allows our customers to invite their business partners to also join the network via invitation campaigns set up for different groups of customers or suppliers.

New Ecosystems

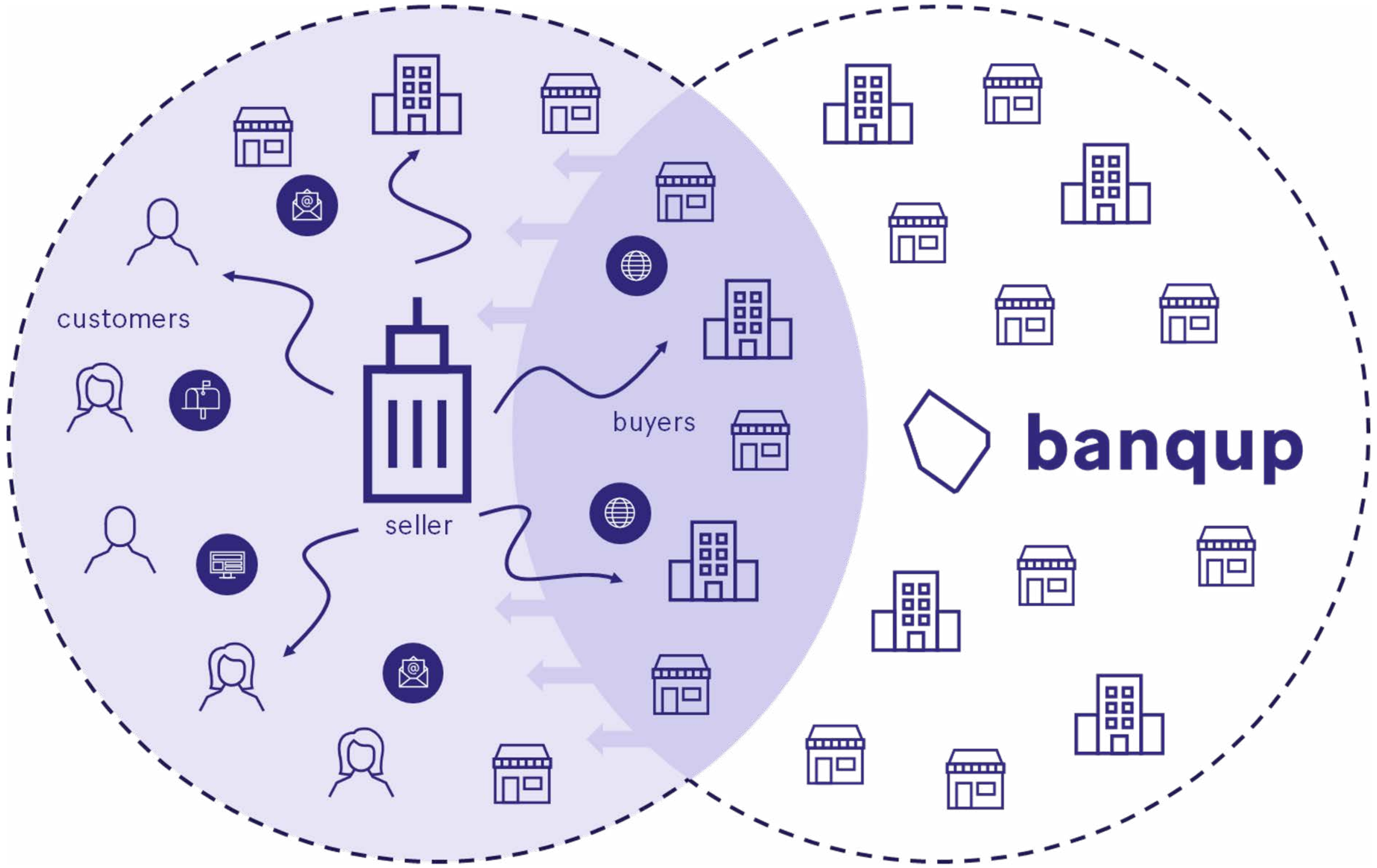
We have almost two decades of experience in building durable industry specific ecosystems that connect SMEs and large multinational companies to collaborate in financial supply chain processes. For the Dutch agricultural industry we have set up an ecosystem that connects farmers, dairy factories and accountants. Today we are setting up an ecosystem in the Dutch construction industry that has the potential to connect 4.800 large construction companies with 40.000 SMEs (mostly subcontractors) in the same sector. Driven by the construction industry association and a number of ambassadors we are making electronic invoicing the standard.

Our product portfolio is perfectly suited to cover all the needs of such ecosystems with the Channel and Collect product suite for large multinational companies and Banqup for SMEs. Particularly in these ecosystems, network effects come into play quickly, with mainly large corporations inviting their small and medium sized suppliers and customers to join them on a common platform.

To meet industry requirements, specific solutions and value-added services have been put in place. These vertical solutions allow collaborative workflows such as self-billing, dynamic discounting, dispute management and pro forma invoices. The standardisation of these flows results in optimal collaborations between the various customers in an ecosystem.



New Corporate Customers



We have a strong position in the corporate market segment, evidenced by our loyal customer base of over 2500 large corporations, including, amongst others, TotalEnergies Power and Gaz, Refinitiv, Siemens and ABB. Given that the loyalty of these customers validates our offering, and taking into account the comprehensiveness of our solution, we are well positioned to further strengthen our position in the corporate customer segment across Europe.

We will continue to market our comprehensive suite of services to large corporations. Next to fulfilling the specific needs of those corporations, we also seek for synergies with regards to the corporates' SME buyers (or suppliers). As a percentage of those SMEs are already Banqup users, collaborative workflows between Channel (or Collect) and Banqup are an obvious way to increase efficiency.

As we are convinced that corporations should look further than their own company if they want to digitally transform their business, we offer them an ambassadorship program to jointly convince their whole ecosystem, including SME customers (or suppliers) to join the digital revolution.

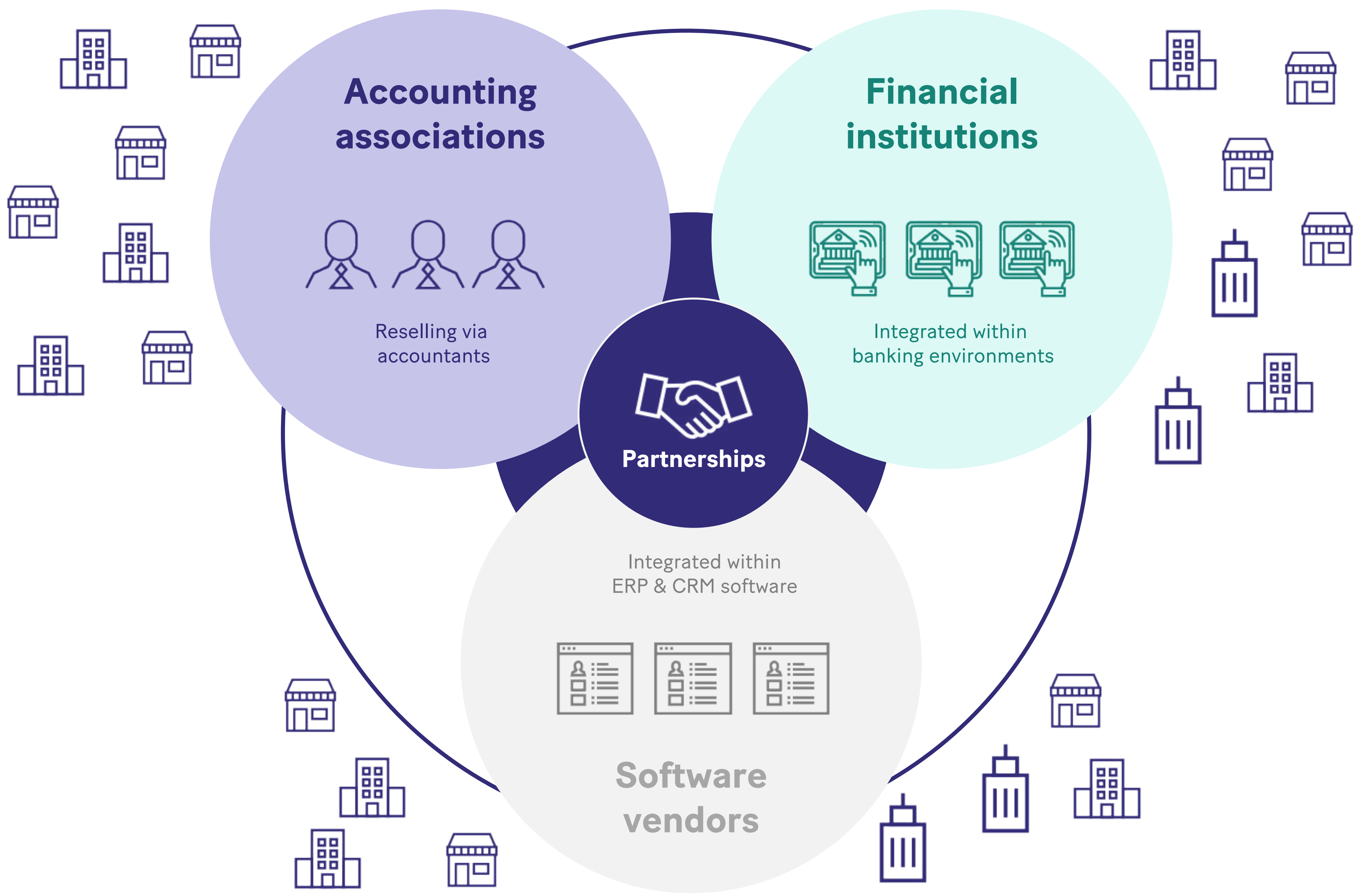
Leverage Partnerships

As we have extended our network to support companies of all sizes and as we created a comprehensive standardised product portfolio that can easily be integrated, we are in the perfect situation to engage in partnerships with accounting associations, financial institutions and software vendors. Having a strong position within a specific commercially interesting area, these partners are incentivized to onboard SMEs onto the Banqup Platform. This indirect approach via partners is an essential part of our sales strategy and will enable us to grow organically.

Through our experience in Belgium (Billtobox) and France (jefacture.com), we are well-positioned to convince additional accounting associations in other countries to start an ambassador program for Banqup.

For financial institutions, we have a proven track record of integrating our products within a banking environment, next to the existing banking functionalities to provide a consistent user experience.

Through partnerships with software vendors, we are integrated into their ERP and CRM software in a standardised manner, which allows the software vendors' customers to use our products with the click of a button.



Expand our service offering

We are dedicated to leverage the full potential of our network by offering a wide spectrum of value-added services to our customers, ranging from analytics and reporting tools for complex and fully compliant cross border payments to sales invoice financing.

We have identified dozens of potential ecosystems (via sector federations) in every country that can leverage the current comprehensive set of capabilities of the platform, even if some of those new ecosystems will inevitably require extra development efforts to achieve additional value-added services in different domains.

As network members use more services, we collect more data that can be used to further develop even more value-added services ultimately reinforcing client lock-in. This client lock-in provides strong cross & upsell opportunities as additional high-margin services can be provided within the network.

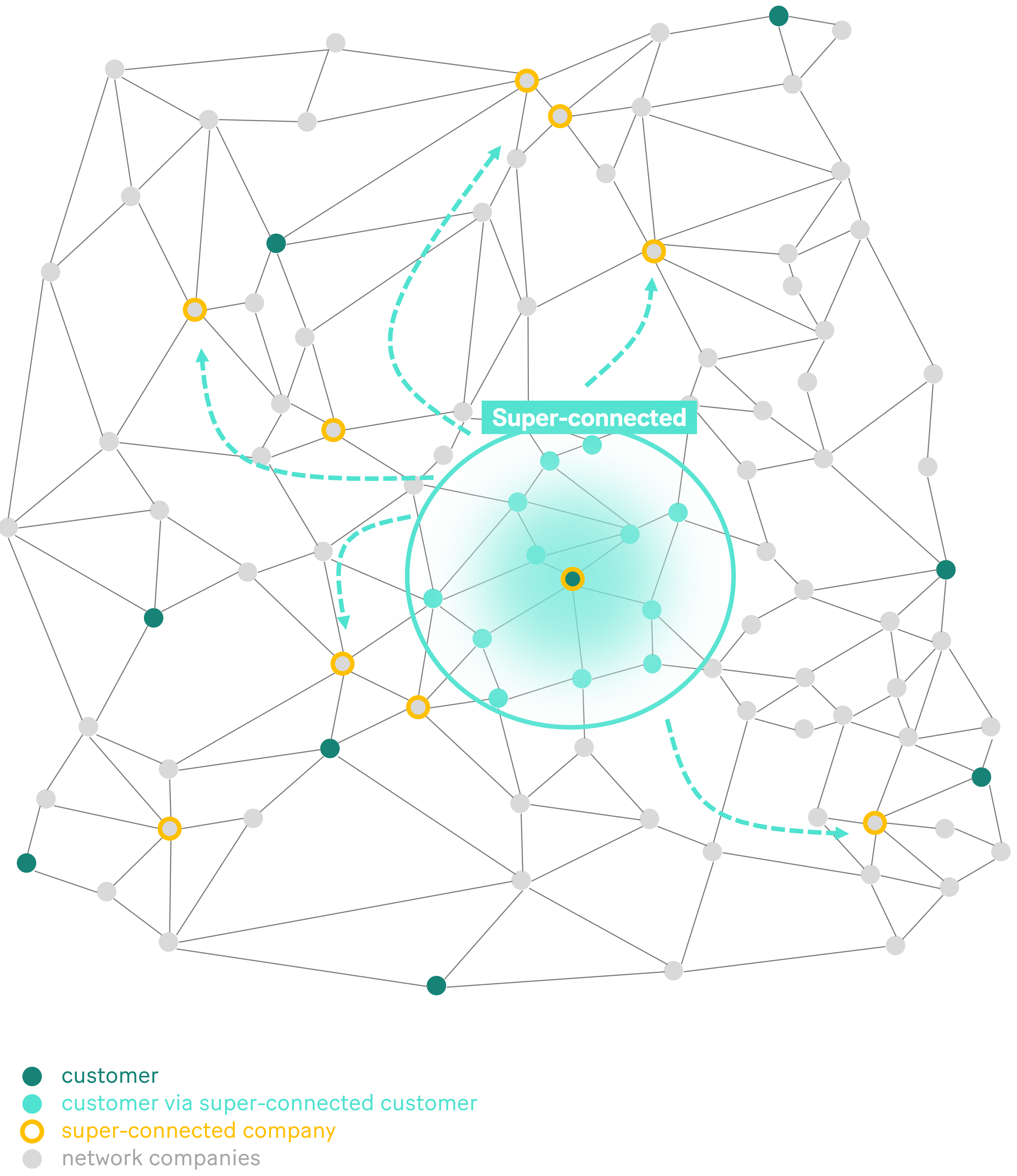
In summary, the development of additional value-added services is crucial to support our organic growth and to anchor our recurring revenue.

Network Effects

Currently, over 700.000 companies and 1,5 million users are connected to the various Unifiedpost platform solutions. As the number of users grows and a critical mass of connected customers is reached, more activities will take place on the Unifiedpost platform in the form of document and payment flows. This will enable the collection of more data, which can then be used to further develop value-added services in the different products, in turn attracting more customers.

To accelerate the network effects, we are continuously leveraging the data in the network to identify accelerator companies. Those so-called super-connected accelerator companies, either a client or not, represent a potential for future onboarding of their clients and/or suppliers on the Banqup platform and are the target of our sales efforts.

Our ultimate goal is to establish our solutions as one of the market standards in order to enjoy the full benefits of the network effects.



3. Strategy and value creation

We operate in a favourable environment, propelled by various external growth drivers.

Every company is on the lookout for **cost savings**. Our O2C and P2P solutions enable cost savings by replacing traditional invoices with electronic invoices, by lowering the days sales outstanding (DSO) and by leveraging additional discounts with early payments.

We benefit from a **strong regulatory tailwind**, with governments seeking to close the VAT gap that is estimated to be € 500 billion worldwide (2021)[1] and € 164 billion in Europe (2020)[2]. This is the most disruptive development in the global economy, with various governments making e-invoicing mandatory for both B2G as B2B business transactions.

The e-invoicing adoption in Europe varies per region. While in Italy and the Nordic countries the adoption is over 40%, Western Europe has an adoption rate that varies between 20% and 40%. Eastern Europe lags behind with an adoption rate of less than 20%[3]. This poses a huge **digitalization opportunity** for the years to come.

Sustainability is gaining more importance for companies of all sizes. We believe that digitization of documents is a significant milestone in the **ESG**-framework of numerous companies. Hence, the awareness around sustainability is a natural growth driver for Unifiedpost.

[1] VAT GAP 500 billion Worldwide (2021) https://sovos.com/content-library/vat/sovos-global-vat-compliance-trends-2021/
[2] VAT GAP 164 billion in Europe (2020) https://ec.europa.eu/commission/presscorner/detail/en/IP_20_1579
[3] B.Koch, Billentis report : The e-invoicing journey 2019-2025 figure 18

Strong regulatory tailwinds

Various governments are making e-invoicing mandatory in order to reduce VAT-gaps. In Europe, currently our main operation market, e-invoicing is also a key topic in the digital agenda and activity plans of the European Commission. Due to the many e-invoice formats used across the EU, these various formats were not interoperable and caused unnecessary complexity and high costs for businesses and public entities. In that context, Directive 2014/55/EU of the European Parliament and of the Council of 16 April 2014 on electronic invoicing in public procurement has been adopted. The deadline for EU countries to transpose this Directive into their national laws and to comply with the European standard on e-invoicing was 18 April 2020. Public authorities across the EU should now be able to process e-invoices respecting the aforementioned standard. Whilst all contracting authorities will have to accept electronic invoices that comply with the European norm, local specific rules will remain valid. In other words, the Commission's initiative will result in a norm and not in a European e-invoicing infrastructure. The latter will be supplied by service providers on the market. Although only the public sector is subject to this Directive, it paved the way to declare B2G e-invoicing as mandatory and it is expected that B2B e-invoicing will also follow that path. Indeed, as numerous companies in a given country are suppliers to the public sector, the aforementioned EU standard is predicted to be the driving force on e-invoicing. Suppliers to public-sector clients are predominantly required to provide electronic invoices with structured data.

By offering an accessible platform that facilitates e-invoicing to SMEs, we are the provider par excellence for European companies to easily comply with local and European e-invoicing legislation. This way, it taps into a market that Billentis expects will amount to € 18 billion in 2025 .

The latest European Parliament's resolution related to e-Invoicing (10 March 2022) includes recommendations to the Commission on fair and simple taxation supporting the recovery strategy. It focuses on the electronic invoicing and tax reporting as one of the main instruments to achieve a reduction of the tax gap and compliance costs without any delay and by 2022. As a result, this resolution will lead to the introduction of mandatory e-Invoicing across all European countries.

Strong regulatory tailwind with governments around the world mandating e-invoicing.

- ✓ Governments mandate electronic invoicing to increase control
- ✓ Often a phased approach is used: B2G → B2B → B2C
- ✓ Mandates start with invoices, but other documents like orders, dispatch advices and delivery notes expected to follow quickly

B2G Mandates across **Europe**
Singapore – B2G e-invoicing mandate via natiowide e-invoicing network "InvoiceNow"

Germany - B2G mandate
Italy – new fatturaPA schema

Portugal - B2G Mandate roll out

Hungary– CTC expansion + e-invoicing through XSD V3.0.

Romania- voluntary SAF-T

Greece – myData eBook reporting

Portugal - Unique Identification number and QR Code on invoices
Spain – TicketBAI in 3 provinces
Italy – cross border invoices to SDI
Italy – new archiving rules
Denmark – B2G e-orders and e-catalogues
Serbia – B2G e-invoicing mandate
Poland– voluntary CTC system
Norway - SAF-T reporting

Slovakia – B2G Mandate
Vietnam – e-invoicing mandate
Romania – mandatory SAF-T roll-out
Serbia – business is obligated to receive e-invoices – G2B mandate

Poland – expected CTC and e-invoicing mandate
Serbia – B2B e-invoicing mandate and CTC in place

France rolling out CTC and e-invoicing mandate until 2025

Q1 Q2 Q3 Q4 Q1 Q2 Q3 Q4 Q1 Q2 Q3 Q4 Q1 Q2 Q3 Q4

2020 2021 2022 2023+

3. Strategy and value creation

As the core of our state-of-the-art cloud platform is developed in-house, the intellectual property rights are vested with us. Contrary to many of our competitors, we don't rely on third party payments technology providers like Adyen, Stripe or Klarna. We have a subsidiary Unifiedpost Payments that develops our payments services and capabilities. Also for identities in a business context, we have developed our own solution, myID. This is crucial for our independence and the scalability of our business. There are five focus areas where we carry out R&D: (i) platform services (ii) identity services, (iii) payment solutions, , (iv) finance & services and (v) data warehousing & analytics.

The platform services product management teams invest considerable time and energy in understanding our current and potential customers' needs in procure-to-pay, purchase-to-cash and contract-to-sign processes. It furthermore invests a lot of effort in integrating or converting the different platforms into one operational network.

In the area of identity services, our R&D activities are mainly aimed at improving the online self-service options for our clients to enable highly secure access and transaction validation and signing capabilities, and to prepare our services for consumer / citizen applications. In addition, efforts are made in artificial intelligence, customer IT integration and locally required identity solutions.

Our payments division aims to develop its systems focussing on two axes : highly efficient transaction processing firstly, and secondly a set of functional characteristics of payments processing. The development areas include online payments, mobile payments, interbank payment accounts, open banking, online onboarding, customer due diligence, transaction screening and fraud prevention. Development efforts mainly focus on building a universal payments infrastructure that operates cross-border and through a variety of clearing networks.

Moreover, we invest significant time in the R&D of premium financial and nonfinancial services, such as invoice financing products for both sellers and buyers, an e-commerce platform for SMEs, and a variety of third-party services.

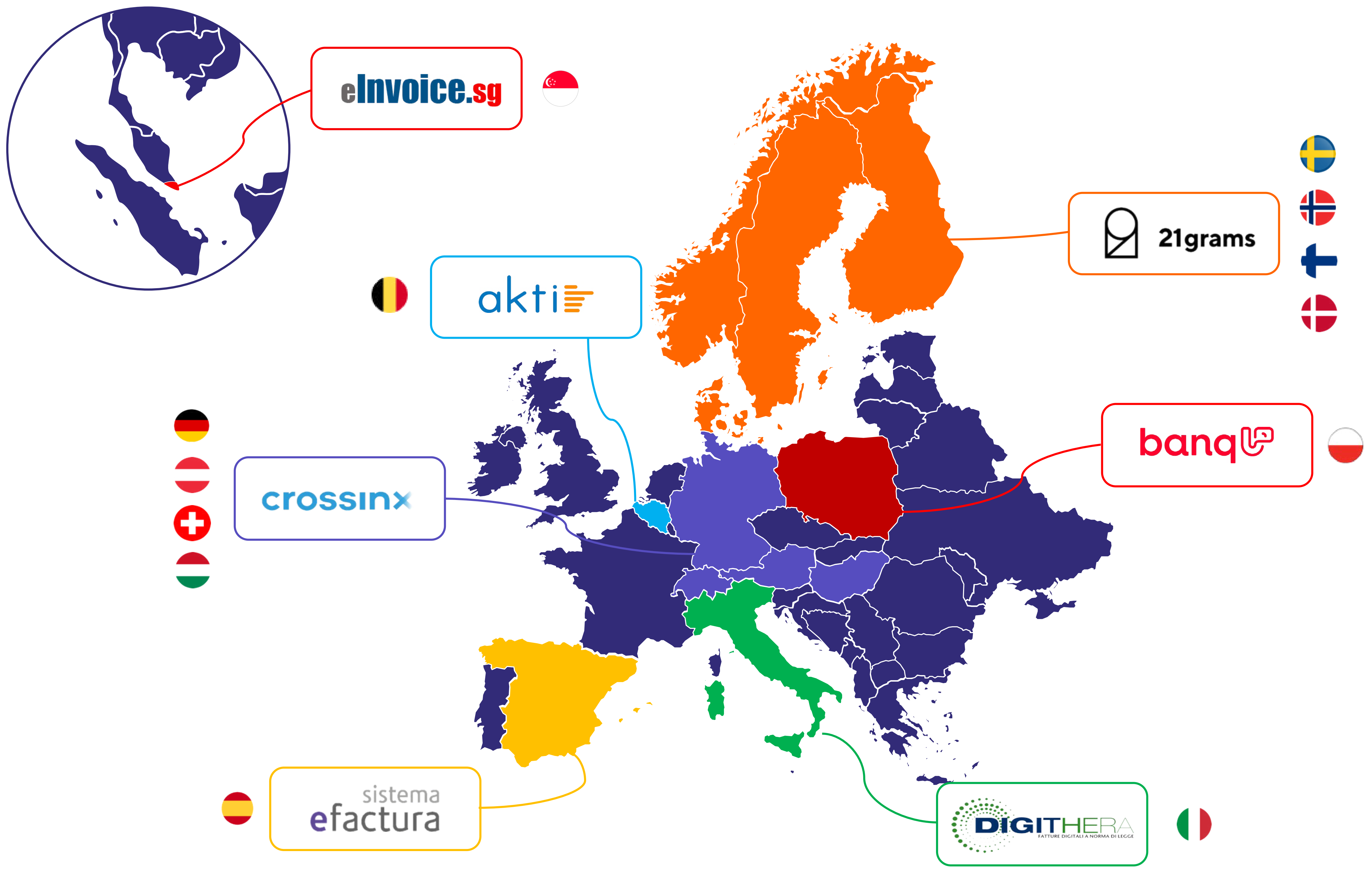
Our last R&D area is data analytics. This key project enables us to do advanced business analytics on all its data. Data is a highly valuable asset that can be monetized for commercial purposes, such as customer acquisition, retention and cross-sell opportunities, or supporting operational efficiency. By combining product, commercial, operational and financial data, within the boundaries and to the extent permitted by the applicable data privacy laws, we can distil highly advanced actionable insights, discover hidden gems in the complex data and even predict the future using artificial intelligence and machine learning techniques on this data.

All these R&D domains must be adapted to country specific systems, habits and regulations.

4. Transaction & Integration roadmap

"To realize the full potential of the acquisitions, we are combining the different technological components to one seamless end-to-end platform. This allows us to create offerings for all customer types and additional value-add services to serve customer needs."

4. Transaction & Integration roadmap



After the IPO, we announced our buy-and-build strategy that has been successfully executed in 2021. This strategy was aimed at strengthening our pan-European network in different regions and completing the product range for the one-stop shop solution.

In the context of this strategy we acquired 21 Grams, Crossinx, banqUP, AKTI, sistema efactura, Digithera, eInvoice.sg and Dicompay. In short, the integration of those acquisitions goes according to plan. Obviously the integrations come with technological, cultural and practical challenges that are closely monitored and resolved as they arise.

To realize the full potential of the acquisitions, we are combining the different technological components to one seamless end-to-end platform, working across the P2P and O2C value chains. This allows us to create offerings for all customer types and additional value-add services to serve customer needs. A tangible result of this is the updated product offering of Banqup, Collect and Channel, and the introduction of Crossnet.

Also, we are tailoring our sales approach to different customer segments with a best-in-class digital customer acquisition engine for SMEs, and an efficient high-touch sales organization targeting mid-sized and large corporate customers. This has led to two "global roll-out and implementation programs" (also known as GRIP programs), one for Banqup and one for Channel and Collect.

Finally, the successful integration of the different teams, creating a shared vision and a roadmap for synergy realizations, is crucial to make our acquisitions successful. This has been the subject of our group wide integration program.

21Grams

To accelerate the realisation of our strategy to become the leading trusted communications and payments business network across Europe, we acquired 21 Grams in January 2021. This acquisition was of great importance because of the 80 million transactions volume (across all document types), combined with the geographical expansion in the Nordics.

Volume acquisition

21 Grams has been a leading provider in the Nordic countries of mission-critical outbound mailing solutions and also provides optimised post(age) and parcel services. The company has extensive multi-channel digital and paper invoice delivery capabilities, and provides tight integration with a wide variety of ERP solutions to the whole Nordic region. The acquisition gives us access to over 800 corporate customers. Over 80 million documents are processed over the 21 Grams platform on an annual basis.

As 21 Grams is not a payment service provider, we can extend the offering in the Nordics with the Unifiedpost Payments capabilities.

Entering the Nordics

To become the leading trusted business network in Europe, it is important to be present in all major markets in Europe. With the acquisition of 21 Grams we got access to Nordic countries Sweden, Norway, Finland and Denmark, and to the roughly 1,25 million SMEs present in this market.

Integration

The financial, legal & administrative teams at Group and 21 Grams level work well together and can be considered to be integrated. The R&D team of 21 Grams has worked closely together with the Corporate Documents product unit to connect both corporate platforms to exchange data and act as one network. Further integration and optimization is not yet planned.

As 21 Grams had no specific SME solution, it was the perfect opportunity to extend their product offering for its existing corporate client base which is the ideal steppingstone to tackle the challenge of rolling out Banqup in the Nordic market.

Crossinx

In alignment with our mission, we accelerated the process of becoming the leading business network by acquiring Germany-based Crossinx in April 2021. This acquisition was of strategic importance because of the complementary technologies and offerings combined with the geographical expansion opportunity.

Complementary technologies and offerings

The combination of Crossinx and our solutions has resulted in an extensive offering for the crucial business processes of procure-to-pay (P2P) and order-to-cash (O2C), with the introduction of the Channel and Collect product suite. The joint value proposition has led to a more robust and integrated offering in comparison to other market players.

The Crossinx customer base will be leveraged especially by our payment and supply chain finance solutions, whereas our own legacy customers benefit from process automation in areas such as invoice approval, order reconciliation and worldwide tax compliance.

Entering the DACH region

With the acquisition of Crossinx we got access to the important German market, and even the full DACH region and Hungary. As the e-invoice penetration is still low in the DACH region, with adoption rates between 20-50%, it has a strong growth potential. Also, Germany is expected to grow slightly above European average at 19% CAGR. The growing standardisation and regulation in the DACH region will only accelerate that expected growth.

With this acquisition, we now have full access to the German SME market, which comprises about 3,54 million SMEs.

Synergies

The combined forces of Unifiedpost and Crossinx have unlocked 5 synergies which will help us achieve our ambitions:

- SME business expansion by leveraging the large supplier base of large buyers (Collect customers) to whom solutions (Banqup) can be sold.
- Cross-sell payment and supply chain finance solutions (of Unifiedpost) to a larger number of corporate customers giving them an all-in-one P2P solution (Collect) or O2C solution (Channel).
- Develop a mid-size offering to better serve the needs of mid-sized customers, integrating the Unifiedpost and Crossinx standalone solutions (Banqup)
- Widen the SME offering and increase the ARPU from customers through the additional solutions of Crossinx (combining Banqup with Channel or Collect in specific use cases)
- Create extended corporate offering by combining Crossinx and Unifiedpost technology and accelerate the corporate sales in Europe leveraging our geographic presence (Collect and Channel).

Integration

All R&D teams involved in the development of the corporate offering have been centralised in a new Corporate Documents product unit that consists of teams that originated from both Crossinx and Unifiedpost. The product management leadership team consists of both companies to create one shared vision and roadmap to create one joint solution.

The corporate platforms of both Crossinx and Unifiedpost are now connected to exchange data and act as one network. Further integration and optimization is a significant part of the roadmap.

Other acquisitions

banqUP

The acquisition of banqUP allowed us to extend our PSD2 network connectivity to approximately 100 banks across Europe. The Banqup platform and development team are integrated in our Payments & Identity product unit. A split-off of the local country team has been created, and staffed to support the Banqup platform launch in Poland.

AKTI

AKTI acts as a functional extension of the Banqup platform in the field of order management, stock management and e-commerce. The sales activity and the customers of AKTI are fully transferred and integrated in the Belgian sales entity. The AKTI platform and development team are integrated in our SME Documents product unit.

Sistema eFactura

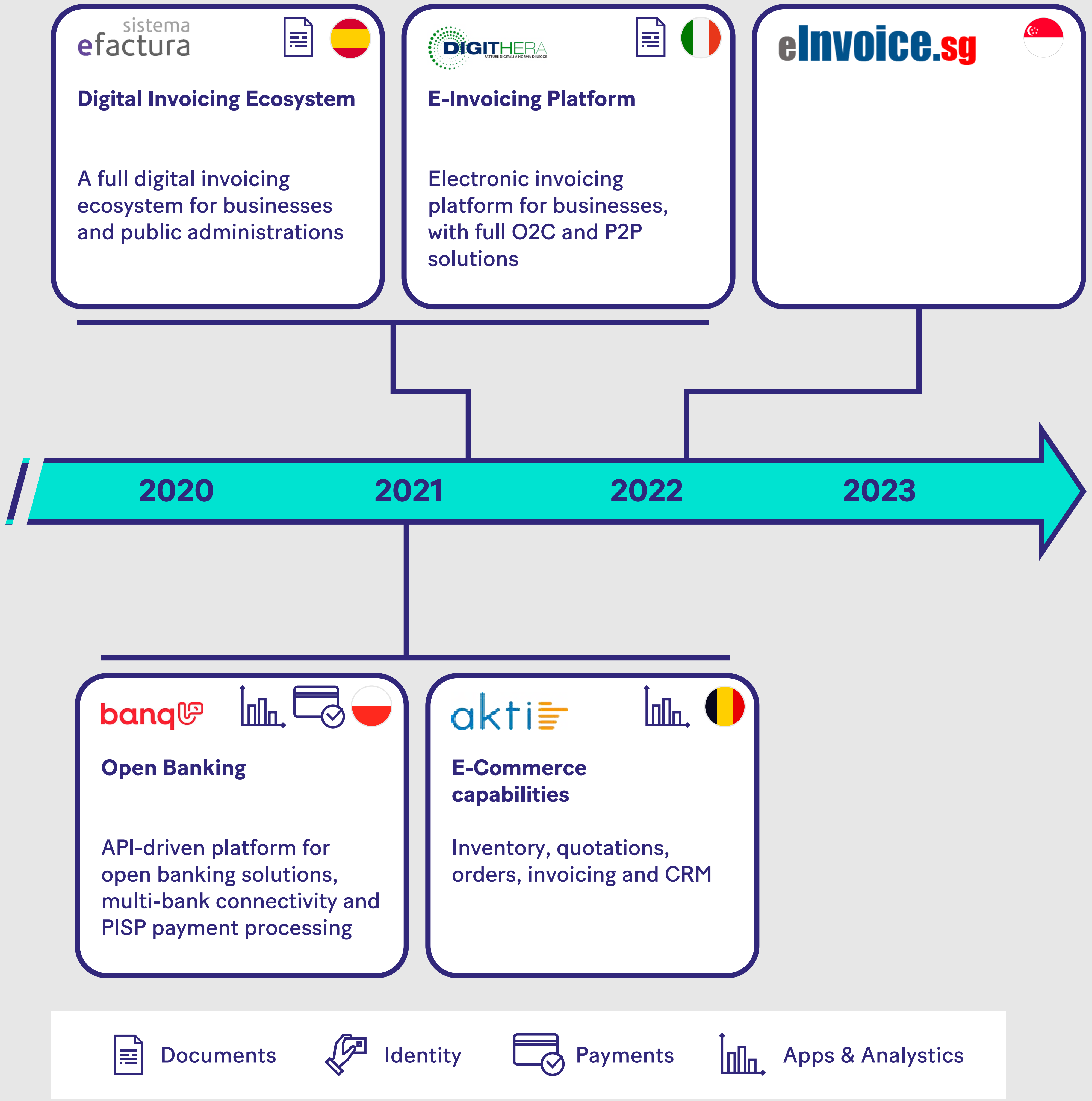
With the acquisition of Sistema eFactura, Unifiedpost enters the Spanish market, which is full of opportunities. The experienced local team is strengthened and will focus on launching the Banqup platform and consolidating our order-to-cash and purchase-to-pay solutions for existing and new customers.

Digithera

By acquiring Digithera, we gained access to the Italian market. Italy is an interesting market as it is Europe's leading country fighting the VAT-gap with a clearance model for e-invoicing compliance reporting. The local team has been strengthened, mainly to support the roll-out of the Banqup platform. The integration of the Digithera platform is ongoing.

eInvoice.sg

By acquiring eInvoice.sg, a small company in Singapore with 6.000 PEPPOL accounts, we gained access to the Singapore market.



4. Transaction & Integration roadmap

	akti	banqup	21 Grams	sistema efactura	DIGITHERA	crossinx
HR & Organization	100%	100%	75%	100%	100%	75%
Marketing	100%	100%	75%	100%	75%	75%
IT OPS	100%	75%	75%	100%	50%	25%
Product	100%	100%	100%	75%	75%	50%
Sales & Clients	100%	100%	100%	100%	100%	75%
Tooling	100%	100%	75%	100%	100%	50%

In the field of acquisitions, the integration process is a crucial step in ensuring that these acquisitions can be considered successful. We distinguished 6 different integration aspects, namely HR & Organisation, Marketing, IT OPS, Product, Sales & Clients and finally Tooling.

Especially for the HR & Organisation aspect we made rapid progress thanks to the fact that all acquisitions were in Europe.

A greater challenge, is the full integration of 21 Grams and Crossinx, due to the size of these two acquired organisations. The integration trajectory started in 2021 will continue throughout 2022.

Refer to diagram above for a full overview of the integration status per area and company.

Group Wide Integration Program

A group-wide integration program has been established to create one unified company. The goal of this integration program is to build a new common company culture and to align Unifiedpost's long-term strategy.

The COVID-19 pandemic and the various measures to address this per country made it challenging to execute the program in full, but good progress was made throughout 2021.

To start the integration of the different acquisitions we have organised small events where we brought colleagues together from different countries, taking into account the COVID-19 health measures and guidelines. Events like The Marketing Days, The Product Management Days and The Finance Days are essential as they bring colleagues together.

The next step was to bring together a larger group of people with different skills and backgrounds together to learn and to get to know each other. Unfortunately, we had to cancel our Unifiedpost Conference event in December 2021 which would have welcomed approximately 400 colleagues, due to increased COVID-19 measures throughout Europe. It has been rescheduled for May 2022.

4. Transaction & Integration roadmap

The platform is commercially operational in 5 countries: Belgium, the Netherlands, Luxemburg, France and Serbia. Furthermore, as indicated in the table above, a further launch in the respective countries is foreseen in 2022.

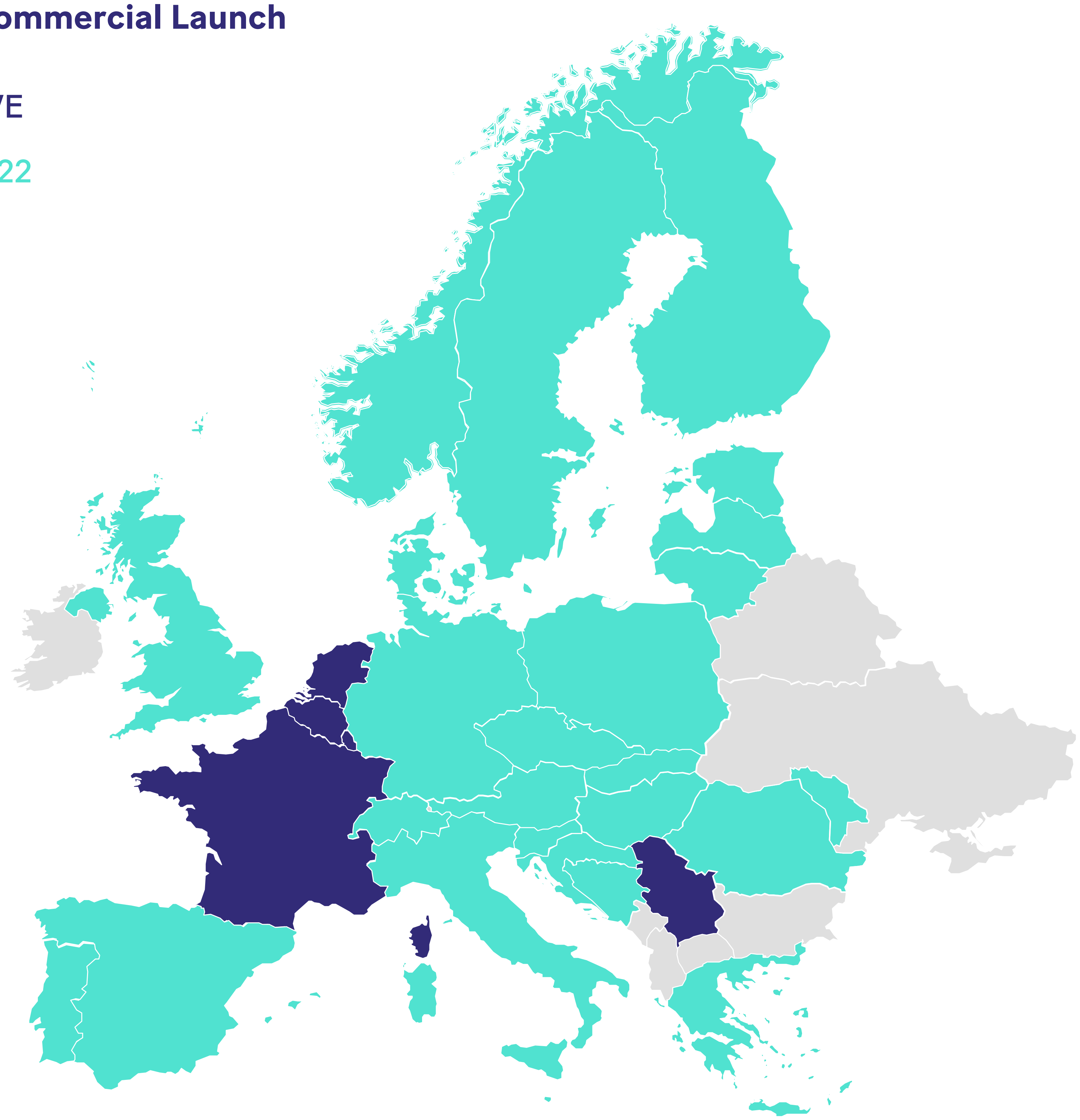
In 2021, we worked hard to extend the Banqup platform further and to create one global Banqup platform. Over 40 ERP, CRM and accounting software solutions are now connected to the network.

To realise the roll-out of Banqup each country has set up a dedicated team, including sales and marketing, service and project management. To further strengthen our competitive advantage, we are continuously adding functionalities to the Banqup platform. Payment functionalities are expected to be added in all countries in 2022. Furthermore Banqup will be extended with a financing offering, tailored for local country. This will enable Banqup clients to receive financing for their receivables in order to offer flexibility regarding their cash position.

Full/Commercial Launch

LIVE

2022



Spain

Estonia, Latvia, Lithuania

Slovakia, Czech Republic

Sweden, Poland

Greece

UK, Italy

Hungary

Germany, Austria, Switzerland

Vietnam, Singapore

4. Transaction & Integration roadmap

After the acquisitions in the beginning of 2021, we started aligning and grouping our corporate products, and eventually rebranded these into Channel & Collect. In July, we established a team to prepare these corporate products for our international roll-out. First, we focused on ensuring that our corporate products, Channel & Collect, are compliant with all relevant regulations. Furthermore, country specific requirements were then identified and implemented.

As the roots of this product suite can be found in the Crossinx range of products, we were already commercially active in the market in Germany and Switzerland. Other target countries were clustered into two waves depending on criteria such as market readiness, resources, competition, language and e invoicing regulations.

The first roll-out wave of Channel and Collect consisted of France, Austria and Hungary, and was initiated in the third quarter of 2021. The second wave will start at the end of the second quarter of 2022 for Spain, the United Kingdom, Poland, the Netherlands, Belgium, Luxembourg and Romania. The roll-out of Channel and Collect for the remaining countries will be planned in the future.

GRIP Coporates rollout Collect & Channel current situation and forecast

Collect & Channel implemented in:

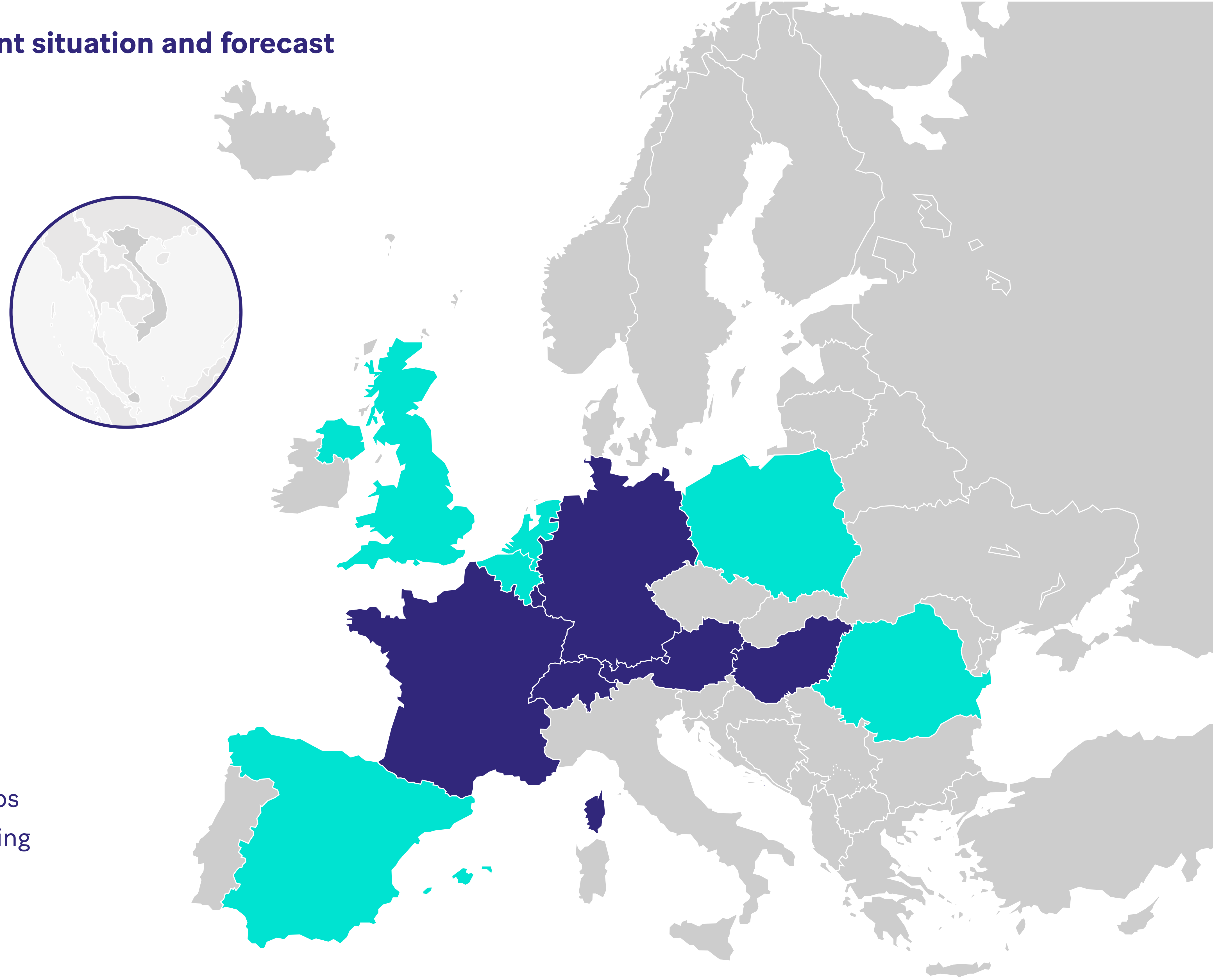
- France
- Austria
- Singapore
- Hungary

Implementation forecast for end of Q2

- Spain
- Poland
- United Kingdom
- The Netherlands
- Belgium
- Luxemburg
- Romania

Support packages for local rollout

- Product matrix, pricing, service description
- Contract templates, target Group, training for sales reps
- Marketing material, flyers, presentation, online marketing



■ Wave 1
■ Wave 2

5. ESG: realisations and objectives

> As a technological innovator we strive to reduce the carbon footprint by creating a paperless and digital world for our customers and partners. Equally we aim to be a large global employer where people are eager to work, develop their skills and achieve an optimal work-life balance.

At Unifiedpost, we recognize and are aware that ESG is playing an important role in our corporate performance. We consider that sustainable development is part of our corporate DNA.

Indeed, one of our major focus points is facilitating e-invoicing and reducing the complexity of making and receiving payments for our customers. As such we help companies to shift from a paper world to an electronic way of doing business. Not only can environmental improvements be achieved by using less paper, but this will also cut off energy costs from the transportation of invoices.

Also, we became a public listed company in 2020 and exceeded the threshold of employing more than 1.000 people worldwide.

These milestones increased our awareness even more on the importance of strengthening our governance policies, environmental conscience and the attraction and retention of talent. We want to use our abilities to unleash talents in our company to resolve complexities, overcome problems and foster sustainable solutions helping both our customers and the planet.

We are convinced that by having put in place a clear ESG policy and operating framework we will achieve our ultimate goal to act towards sustainable outcomes for the environment, our people and our customers. Moreover, we will meet the information needs of our stakeholders such as investors, current and future employees and customers and partners, as they increasingly value the ESG dimension of our (way of doing) business.

We have put together an ambitious and robust ESG roadmap detailing the journey we want to take as a company for the coming years. Our commitment to sustainability is grounded in strategic priorities from the UN sustainable development goals (UN SDG).

In short, in 2022 we aim to further build and improve on our ESG framework, and on maintaining our inclusive and talent-focused company culture worldwide.

5. ESG: realisations and objectives

We are fundamentally committed to a mission of sustainability at a corporate, cultural and policy level. Our ambition is to expand a sustainable pan-European business connectivity network together with our employees, customers, partners and other stakeholders in order to improve (cost) efficiency and speed within this network, and to further reduce the carbon footprint. Our core business supports large and small companies to generate economic benefits in an environmental responsible manner as we aim to dematerialize documents and processes and simplify the making and receiving of payments. Moreover, as a technological innovator, we hold ourselves accountable for unifying our business communities and serving our customer's needs, so that they can thrive whilst still allowing them to comply with their legal obligations. This results in a reduction of time spend on administrative matters and follow up on incoming and outgoing payments. Equally, we aim to be a large global employer where people are eager to work, develop their skills and achieve an optimal work-life balance. Diversity in gender, age and nationality is embedded into our company governance and a given in our workforce. This allows our people to maximize their potential and ensures that we can offer a high-quality network to our business community.

In short, we aim to maximize the impact we have by focusing on a twofold dimension of our sustainability drive: as a facilitator of economic sustainable growth, and as an employer.

5. ESG: realisations and objectives

In view of our core business and with human capital as our most important asset, creating sustainability is a natural extension of the way we do business. We deliver value for our employees, clients, partners and stakeholders by investing in financial and human resources in ways that address social, environmental and economic needs.

Our approach consists of:

- Delivering innovative products and services resulting in enabling commerce and helping business grow;
- Upholding the highest standards of corporate governance and integrity;
- Promoting a culture that fosters inclusion, diversity and trust;
- Safeguarding our clients' privacy and data;
- Supporting actions for climate change and low carbon future.

5. ESG: realisations and objectives

Our ESG approach is intrinsically linked and intertwined with our corporate values:

TEAM UP

We work together in one company where everyone is valued, considered and takes responsibility. We are an important part of the value chain and aspire towards win-win solutions. We actively listen to our customers and create the best solution for their needs.

BUILD TRUST

We are open, honest and supportive to each other. We recognize great results, right efforts and inspire by leading by example. We build long-term relationships with customers and partners. We keep our promises. We value integrity and act in a sustainable way.

INNOVATE

We continuously develop ourselves and share our best practices and ideas with each other. We are one step ahead of the market demands and trends. We create new innovative solutions and processes for our customer, partners and ourselves.

5. ESG: realisations and objectives

The awareness of our responsibility that we have towards our global society and the impact we can have as a company and employer is growing every day. This awareness has been instrumental in developing our ESG framework. In this, we were guided by the United Nations' Sustainable Development Goals (SDGs). This framework allows us to contribute in achieving a better and more sustainable future for everyone. With all stakeholders in mind, we want to continuously maximize our impact via effective policy management and profound leadership.

Unifiedpost ESG Framework

Environmental

As it is our core business to create a sustainable financial ecosystem across borders, digitalization and innovation are key for our company and its growth strategy.

We are the first pan-European business connectivity network which facilitates all companies to streamline their business by improving efficiency, speed and costs within this network. This allows our customers and partners to create value without having to deal with the administrative burden and follow up on incoming and outgoing payments.

Easy online payments facilities and less physical documents means less paper and a positive impact on mobility because of less document transportation.

Within our procurement management, sustainable goals will be taken into account when it comes to purchasing of goods and facility management.

- Increasing number of saved trees due to the use of electronic documents and online payment facilities
- Targets in the energy use of data centers
- Percentage of our revenue invested in R&D
- Constitute a #TeamGreen at Unifiedpost

Social

Unifiedpost instils a culture of respect and empathy for its employees and the community at large. We believe that diversity and inclusion strategies are the catalyst for success and innovation in the workplace.

We encourage flexible working and maximalization of work-life balance. Health and wellbeing, both physical and financial, are at the forefront of our HR policies, designed to help employees meet their own specific needs

Whistle-blowing channels and other employee related policies are put in place to provide a strong compliance framework to all our employees.

- Report and commit to improving diversity figures at all company levels
- Equal pay for equal work: Unifiedpost employs a fair pay practice which ensures that salaries are market competitive for the same/similar jobs, qualifications and experience
- Employee feedback survey
- Engage colleagues in sustainability
- Organization and reporting on employee and leadership training
- Flexible work and caretaking initiatives

Governance

Strong governance, integrity and ethical business practices are Unifiedpost's key ingredients to achieve its goal for long-term value creation for shareholders and driving sustainability

The code of conduct assists the Board in the exercise of its responsibilities and to promote the effective functioning of the Board and its committees. The Board's goal is to oversee the direct management in building long-term value for our customers, partners and shareholders.

Due to the nature of our business, we are inherently exposed to information security threats. We have established and maintain an extensive information security program, to reasonably ensure confidentiality, integrity, availability and security of our systems.

As a fundamental human right, privacy is embedded in all our business processes, day-to-day operations, products, and services. All our staff is made aware of the risks inherent to the processing of personal data and both general and specific trainings are organized for our staff. When developing our products and services, we aim to embed the principles of privacy by design were possible. Vendors and partners are thoroughly screened and vetted.

- Report on composition of the board
- Whistleblowing procedure available to customers/partners and employees
- Implementing privacy by design in the core of our products and services
- Procurement management framework with sustainability goals for our partners
- Further development of our centralized data protection office to ensure an equal level of data protection for our customers and partners
- Risk management by refining our risk management framework and improving our three lines of defence
- Further development of the Compliance function to identify, detect and monitor risks

5. ESG: realisations and objectives

In order to monitor the progress within our organisation, we have put in place an ESG Committee. This Committee consists of at least one independent member of the Board of Directors, two Executive Committee members and several members of the operational management (of which HR). This Committee assembles quarterly and is responsible for:

- Develop a long term roadmap for Unifiedpost's ESG goals;
- Drive the implementation of the ESG policy and the set KPI's/OKR;
- Monitor and gather information on the progress made;
- Reporting to the Board and externally towards investors and stakeholders by making it part of Unifiedpost's annual reports.

5. ESG: realisations and objectives

Since our listing on Euronext Brussels in September 2020 and after acquiring several companies in 2021, we now pursue a solid ESG group reporting. This reporting will be based on a solid reporting framework with auditable KPI's covering all of our global subsidiaries and take into account our 2022 – 2026 roadmap. This framework will be fine-tuned and launched within our group in 2022.

In 2021 we concentrated on

- Diversity of staff and board;
- Reduction of the carbon footprint for our partners and customers;
- Privacy and security.

Diversity of staff and board

We are committed to workplace diversity. For long we have recognized the benefits arising from staff and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

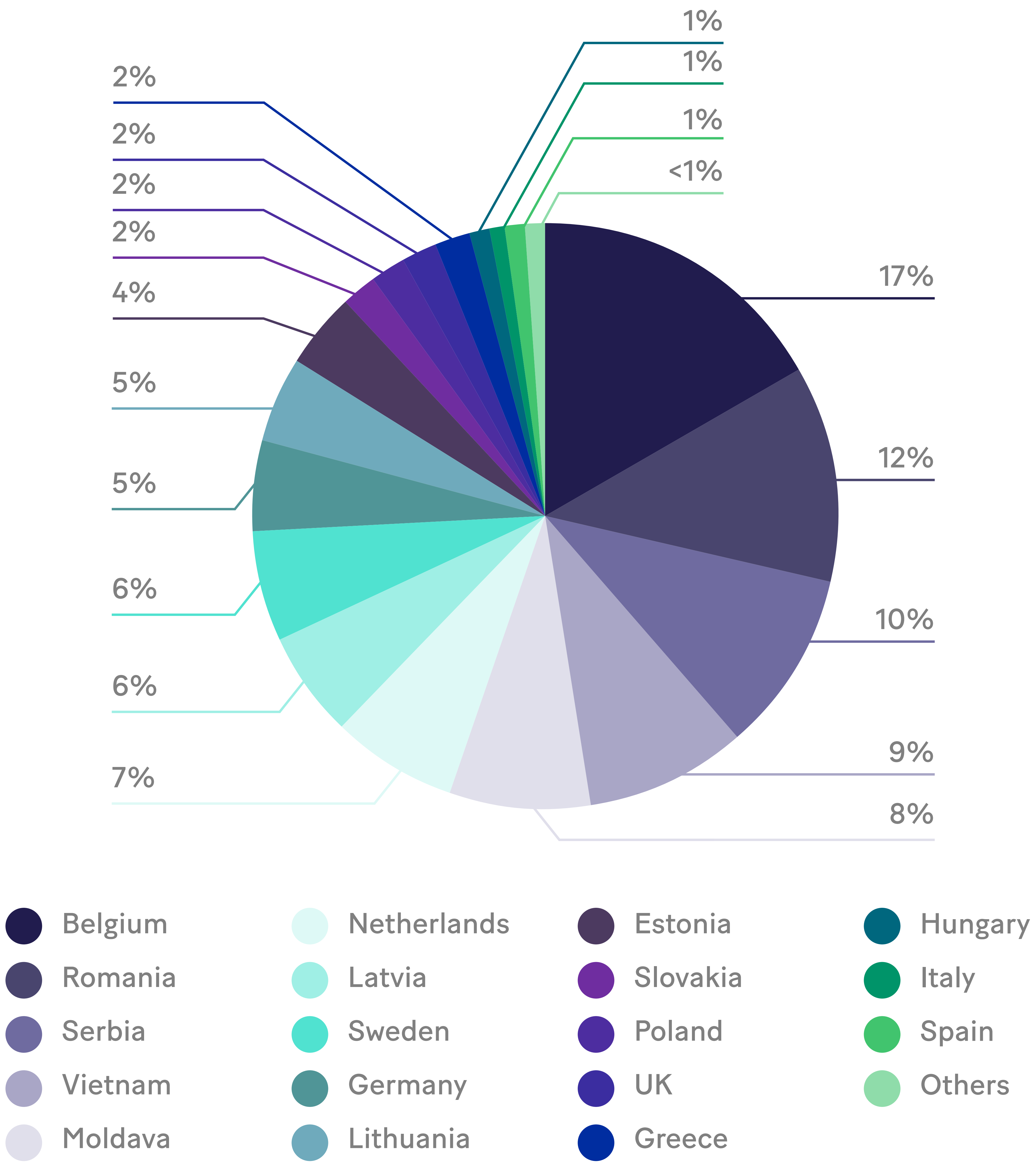
Staff key figures

In 2021 we have acquired a number of companies. These acquisitions resulted in an increase of our collaborators by 53% compared to 2020. The number of different nationalities has risen from 25 to 35 whilst we were able to slightly increase the number of female collaborators.

We recognize that there is a somewhat higher turnover rate. This is mainly due to COVID19 and some optimizations following various acquisitions.

Geographical spread

FTEs per country (01/01/2022)



Employee satisfaction survey 2021

In 2021 we conducted an employee satisfaction survey in which 82% of our collaborators participated. Of those participants, 84% felt cared for by either their direct manager and/or their colleagues, and there was an overall satisfaction level of 78%.

Our employees were especially motivated by:

- The promotion of teamwork and our culture;
- Flexible working times and working places;
- Our care for their wellbeing;
- The fact that we are quality minded and strive to innovate and improve business.

The survey also did show that there was still room for progress. Our people indeed indicated that our internal communication can improve, and that we should focus more on training and career opportunities. We are committed to improve ourselves in these areas over the coming years.

Corporate governance

To be truly effective, a board requires a diversity of people, skills and views to make smart decisions with lasting impact, and to avoid 'group thinking'.

Our Board of Directors consists of people with strong personalities with backgrounds in diverse sectors. We have consciously decided to attract a significant number of female directors as we are convinced that gender diversity on our board supports balanced strategic thinking, improves operational and financial performances, raises our reputation and investor confidence, and increases customer and employee satisfaction.

For more info on our Board of Directors, see Chapter 6.2 of this annual report.

Over the following years we will continue to commit ourselves to ensure that diversity is a fundamental part of our Board of Directors and corporate governance.

Reduction of the carbon footprint

We have processed over 500 million electronic documents for our customers and partners. By creating a paperless world we have saved more than 26.000 thousand trees which equals about 40 to 50 hectare of forest .

By constantly expanding our business connectivity network we are confident that this number will only grow over the next years.

Respect and awareness of our customers data

Processing of data is a key element of our services. We fully recognize the value that such data has for our customers and partners. Therefor we consider it key to respect our customer's data.

Beginning 2021 we have started to set up our group data protection office to ensure that we can adhere to the same high standards throughout the group. This centralized data protection office supports all of our local entities when processing personal data. Even though we are also active in countries outside the EER, we have opted to adhere to the standards set by the EU's general data protection regulation.

Since the start our data protection office has focused on increased awareness by giving both general and specific trainings on privacy related topics. This resulted in an increased collaboration between the data protection office and our sales/product and support teams.

End of 2021 our data protection office has conducted a privacy maturity assessment for each of the various entities of our group, to identify potential gaps. Whilst the overall outcome was positive, we see still see some room for growth, especially for the smaller entities. In this respect we will work to improve and refine our roles and responsibilities matrix and create group policies on how to deal with e.g. requests from our customers and partners or how to deal with (potential) data breaches.

Other initiatives

When HR Management and supporting the environment intersect...

Unifiedpost Group raised € 20,000 for WWF

As an employer, we encountered quite some new challenges during the last two years. Not only were people working from home due to COVID, we also doubled our staff to more than 1.400 FTE, so we welcomed (virtually) a lot of new people into our organization.

As we want to maximize the impact we have with Unifiedpost on our human capital and the social environment we live in, management decided to pose a fun challenge to all employees.

The aim was to motivate our employees to be active (to sport, to go outside …) for improving their mental health, to do something good for the environment and the climate, and to unite the newly merged employees into "One Unifiedpost", by setting a united goal across all countries.

Our employees, who work in 30 different countries all over the world, completed the challenge together: to walk around the world once, the entire 40.000 km. We reached this goal in three months. Unifiedpost donated € 20.000 to WWF.

With our donation, we have supported two specific projects:

- Protect the tiger habitat across the borders of Thailand and Myanmar;
- The green heart of Europe.

Encouraging colleagues

In addition to this sporting challenge, it was also important for us that the fun was not neglected and that we could motivate each other as a team. For this reason, we used an app where we not only entered our (daily) progress, but could also upload and share pictures: kayaking in Lithuania, golfing in Singapore, jogging on the beach in Estonia, bike riding in Belgium, hiking in Romania or gardening at home. Everyone networked with each other and got an insight into how all of us were doing.

More info: https://www.unifiedpost.com/en/news/articles/unifiedpost-group-raised-20000-euro-for-wwf

Our 2022- 2026 roadmap

Over the next few years we want to make the following ESG commitments:

- Continuously minimize the environmental impact and carbon footprint for ourselves and our customers and partners.
- Ensure a well-being and a diverse culture for our employees.
- Nurture diversity to continuously improve employee skills and company attractiveness.
- Improve ethical behaviour by providing training and robust compliance and privacy programs.
- Promote a sustainable development mindset, to motivate employee throughout our organization
- Select and engage with suppliers based on recognized ESG standards.
- Consolidate our ESG position by engaging with influential projects positioning ourselves as a trusted and knowledgeable partner.

For each of those commitments we have defined targets and supporting KPI's for 2022 – 2026. These targets and KPI's can be found in our full ESG report on our webpage: www.unifiedpost.com. Each of our targets is directly aligned with the UN Sustainable Development Goals. This reaffirms our commitment to the UN Global Compact and its objectives.

6. Corporate governance statement

6. Corporate governance statement

Unifiedpost is committed to a high standard of corporate governance and relies on the Belgian Code on corporate governance of 9 May 2019 (the Corporate Governance Code) as a reference code. The Corporate Governance Code can be found on the website of the Belgian Corporate Governance Committee (www.corporategovernancecommittee.be) and is based on a 'comply or explain' approach.

Unifiedpost believes that for the 2021 financial year, it satisfies all principles and provisions from the Belgian Corporate Governance Code 2020. Indeed, as stated in our annual report of last year, we have installed a group internal audit function and have put an approved remuneration policy in place.

The Board adopted a Corporate Governance Charter in September 2020, as required by the Corporate Governance Code (the Corporate Governance Charter). This Corporate Governance Charter is updated regularly and was most recently revised in February 2021. It is available for download on the investor relations section of our corporate website https://www.unifiedpost.com/en/investor-relations/corporate-governance. Future changes to the Charter will also be published on the corporate website.

6. Corporate governance statement

Mandate of the Board

The Board of Directors is vested with the power to perform all acts that are necessary or useful for the realization of Unifiedpost's purpose, except to the extent otherwise provided for by law or the articles of association for the Shareholders' Meeting or other corporate bodies.

In particular, the Board of Directors is responsible for:

- defining the general policy and strategy of Unifiedpost and its subsidiaries;
- deciding on all major strategic, financial and operational matters of Unifiedpost;
- overseeing the management by the CEO and other members of the Management Committee; and
- all other matters reserved to and obligations imposed (including disclosure obligations) on the Board of Directors by law or the articles of association.

The Board acts as a collegial body but can delegate its competencies for special and specific matters to an authorized representative, even if this person is not a Shareholder or a director.

Functioning of the Board of Directors

The Board of Directors is convened by the chairman or the CEO every three months or whenever the interest of Unifiedpost so requires, or at the request of two directors. In principle, the Board of Directors will at least meet five times a year. Under the lead of its chairman, the Board will regularly evaluate its scope, composition and performance and those of its Committees, as well as its interaction with the executive management.

Composition

Pursuant to the articles of association and the Corporate Governance Charter, the Board of Directors must comprise at least six members (it is currently composed out of 9 members). Currently, the CEO is the only executive member of the Board.

The directors of Unifiedpost are appointed by the Shareholders' Meeting. However, in accordance with the BCCA, if the mandate of a director becomes vacant due to his or her death or voluntary resignation, the remaining directors have the right to appoint temporarily a new director to fill the vacancy until the first Shareholders' Meeting after the mandate became vacant. The new director completes the term of the director whose mandate became vacant.

Although the term of office of directors under Belgian law is limited to six years (renewable), the Corporate Governance Code recommends that it be limited to four years. This being said, the articles of associations of Unifiedpost provide that directors can be appointed for a term of office for a maximum (renewable) term of six years. However, the Board has decided, based on feedback it received on the occasion of the annual Shareholder's Meeting, to adhere to the Corporate Governance Code and limit the term of office to four years for all new appointments after the annual Shareholders' Meeting.

As a rule the directors are appointed for a maximum period of three consecutive terms. However, in the interest of Unifiedpost and in order to avoid losing the contribution of directors who have been able to develop over a period of time, an increasing insight into Unifiedpost, its strategy and its operations, the Board of Directors may grant exceptions to this policy provided that the reasons for the exceptions are explained during the Shareholders' Meeting dealing with the approval of the appointment of the directors.

The appointment and renewal of directors is based on a recommendation of the Remuneration and Nomination Committee to the Board of Directors and is subject to approval by the Shareholders during the Shareholders' Meeting.

On 31 December 2021, the Board of Directors comprised 9 members:

- 1 executive Director;
- 8 non-executive directors, 5 of which are independent in the sense of the Article 7:87, §1 of the BCCA (see table below);
- Gender diversity is respected at Board level with 33% directors of the female gender.

Name	Position	Start of first term	Start of current term	End of current term	Business address
Sofias BV (permanently represented by Hans Leybaert)	Executive Director CEO)	27/12/2006	31/08/2020	19 May 2026	O.-L. Vrouwstraat 8, 3054 Oud-Heverlee, Belgium
FPIM – SFPI NV (permanently represented by Leon Cappaert)	Non-Executive Director	22/07/2020	31/08/2020	19 May 2026	Louizalaan 32, 1050 Brussels, Belgium
AS Partners BV (permanently represented by Stefan Yee)	Non-Executive Director (Chairman)	29/12/2014	31/08/2020	19 May 2026	Molenstraat 10, 3220 Hoegaarden, Belgium
Joost Uwents	Independent Director	23/09/2020	23/09/2020	19 May 2026	Hillarestraat 4A, 9160 Lokeren, Belgium
RISUS Sports BV (permanently represented by Katrien Meire)	Independent Director	26/05/2021	26/05/2021	19 May 2026	Paul Parmentierlaan 49 bus 4.2, 8300 Knokke-Heist, Belgium
Fovea BV (permanently represented by Katya Degrieck)	Independent Director	23/09/2020	23/09/2020	19 May 2026	Avenue Fond'Roy 103, 1180 Brussels, Belgium
Angeline (Marie-Ange) Marx	Independent Director	23/09/2020	23/09/2020	19 May 2026	Rue Joseph Stallaert 19, 1050 Brussels, Belgium
SophArth BV (permanently represented by Philippe De Backer)	Independent Director	18/05/2021	18/05/2021	18 May 2027	Spechtenlaan 15, 2950 Kapellen, Belgium
First Performance AG (permanently represented by Michael Kleindl)	Non-Executive Director	21/12/2021	21/12/2021	19 May 2026	Loorenhalde 40, 8053 Zürich, Switzerland

The Board features a broad range of expertise from different operational fields:

Hans Leybaert is the founder and Chief Executive Officer of Unifiedpost. Hans started of his career as an analyst programmer for CSC, an IT-integrator company and was subsequently promoted to project manager where he was in charge of larger projects for Belgian corporate customers. In 1997 he became an account manager at Baan, a Dutch software company, where he was responsible for all large accounts of Baan Belgium. This experience was followed by a partner position at Axias Belgium, where Hans overlooked general, sales and program management. In 2002 he founded the Unifiedpost Group.

Stefan Yee has more than 30 years of experience in audit, corporate law, mergers and acquisitions, corporate finance, investment banking and private equity with companies as KPMG, Linklaters, the Flemish investment bank Lessius, the Belgian Corporation for International Investment (SBI/BMI), Beluga and as the founder and CEO of PE Group, a Belgian privately held general private equity firm.

He is and has been an investor and/or board member of several listed and private companies such as, amongst others, Beluga, Docpharma, Encare group (Mensura), AXI, The Reference, Alro Holdings, Loomans Group, United Brands, Capco, AED Rent, Uteron Pharma, Faseas International (Spacewell), HD Partners (Dekabo group), AED Rent, Unifiedpost, NRG New Generation, Imcyse, Axiles, Bionics and Hyloris Pharmaceuticals. Stefan holds Masters degrees in Law and Business Administration from the Universities of Brussels (VUB and ULB Solvay Business School) and the University of Chicago Law School (as a BAEF Fellow).

Joost Uwents is the CEO of Warehouses De Pauw, a public company which specializes in the logistics industry and semi-industrial real-estate. He is currently an independent member to the board of directors of Xior Student Housing. Before his career at WDP, Joost started as an account manager for the Generale Bank. He obtained a master's degree as a business engineer from the KU Leuven and subsequently did an MBA at Vlerick Business School.

Katrien Meire started her career as a EU Competition lawyer in a magic circle law firm, before becoming CEO and Director of two English football clubs, namely Charlton Athletic and later on Sheffield Wednesday, as well as COO of football club Club Brugge NV. She also served as a council member for two years at the English Football Association. Katrien obtained a master's degree in Law from KU Leuven and a LLM in Competition Law from University College of London.

Katya Degrieck is a senior Executive at Google, where she is head of the Publishers Revenue and News for Northern Europe departments. She started her career as a management consultant at Andersen Consulting and has since then been active in the media industry for over 25 years, including several executive positions at Bertelsmann and Corelio (now Mediahuis). Katya is also an independent director of the publishing company Lannoo Group and Smartphoto, where she is a member of the remuneration committee and audit committee. Katya holds a master's degree in business engineering and an MBA from the University of Brussels Solvay Business School.

Angeline (Marie-Ange) Marx is the COO of Keytrade Bank Belgium (a branch of Arkea Direct Bank) and a board member of Keytrade Bank Luxembourg. After an initial career as a lawyer with De Backer & Associés in Brussels, she joined Keytrade Bank in 1999 as managing director of Keytrade Bank Luxembourg and group compliance officer, before being promoted to the COO function in 2007. Marie-Ange is also a board member of Europay Belgium and member of Euroclear's market advisory committee. She obtained master's degrees in law from both the University of Brussels and the College of Europe in Bruges.

Leon Cappaert is an investment manager at FPIM, the Belgian Federal Holding and Investment Company, where he is responsible for investments in technology and new energy. Leon has over 20 years of experience in asset management and private equity. Before joining FPIM, he worked as an analyst and fund manager at KBC Asset Management. Later he joined Korys, the family office of the Colruyt Group, as an investment director. Leon is a certified chartered financial analyst and obtained a master's degree as a commercial engineer from the University of Antwerp.

Philippe De Backer holds several Masters degrees in Biotechnology and earned a doctorate from Ghent University in 2009. In 2012 he received an MBA from Solvay Business School. After some years of working in the world of business, he made his political debut in 2011 as Member of the European Parliament. In 2016, he became Secretary of State for Social Fraud, Privacy and the North Sea. In 2018 he was promoted to Minister, gaining responsibility for Digital Agenda, Telecom, Postal Services and Administrative Simplification and this until the end of the legislature in October 2020.

Michael Kleindl is an experienced business angel and venture capital investor, serial entrepreneur and successful founder of a multitude of digital businesses during the last 20 years, including some early Food-Tech investments. Michael holds a University degree from the European Business School in Germany and his track record includes two IPOs and numerous exits of portfolio companies' to prestigious buyers such as Amazon, Axel Springer, Deutsche Post DHL, Eventbrite and Just Eat.

SophArth BV (Philippe De Backer) was appointed as independent director by the annual Shareholders' Meeting of 18 May 2021. A cooptation of two initial independent directors, i.e. Katrien Meire and Jinvest BV (permanently represented by Jürgen Ingels) took place on 26 May 2021 and 21 December 2021 respectively. RISUS Sports BV was coopted in replacement of Katrien Meire and First Performance AG was coopted in replacement of Jinvest BV. First Performance AG, represented by Michael Kleindl, served as board observer as approved by the Board on 15 April 2021. Mr Kleindl is the former chairman of Crossinx AG and managing partner of Collateral Good Ventures, a green fund bringing added value to the table given his broad experience in the digital economy.

The Secretary of the Board is Marleen Mouton, Unifiepdost' Secretary General. The role and responsibilities of the Secretary are set out in the CGC.

In accordance with article 16 of the articles of association of Unifiedpost and article 7:88 of the BCCA Jinvest BV, permanently represented by Mr Jurgen Ingels, has resigned as a board member on 18 December 2021, and has been replaced by co-optation by First Performance AG, permanently represented by Mr Michael Kleindl. This decision was approved by the Board of Directors on 21 December 2021 and will need to be ratified by the annual Shareholders' meeting of 17 May 2022.

We explicitly want to thank Mr Ingels for his valuable contribution of expertise, support and guidance, which has undoubtfully contributed to the growth of Unifiedpost.

Independent Directors

According to Article 7:87, §1 of the BCCA, a director can only be considered independent if he or she does not have a relationship with Unifiedpost or with a significant Shareholder of Unifiedpost that would compromise his or her independence. If the director is a legal entity, his or her independence must be assessed on the basis of both the legal entity and his or her permanent representative.

The Corporate Governance Code sets out a number of criteria, as reflected below, to determine the "independence" of the director concerned. In case all "independence criteria" have been met, the director concerned shall be presumed to be independent until proven otherwise.

The decision relating to the election of an independent director has to state the criteria on the basis of which he or she is (not) considered independent. In case the Board of Directors would submit the appointment of an independent director who does not meet the aforementioned criteria to the Shareholders' Meeting, it shall explain the reasons why it assumes that the candidate is in fact independent. This means that the "independence criteria" in the Corporate Governance Code should be regarded as (recommended) good practice (i.e. deviation is possible on the basis of a so-called "comply- or-explain" basis), rather than a formal legal requirement.

In considering a director's independence, also the criteria set out in Unifiedpost's Corporate Governance Charter will be taken into account.

The Board of Directors considers that it has 5 independent directors as indicated above under 6.2.

Diversity within the Board of Directors

For the Board of Directors, the legal requirements applicable in Belgium in terms of gender diversity have been followed and have been integrated into the Board recruitment and nomination process. When replacements or appointments for the Board are considered, Unifiedpost systematically takes into account how it will enhance gender diversity of the Board.

Activity report

The Board of Directors met 10 times for its regular meetings during the 2021 business year. Because of the COVID-19 pandemic, all meetings were held by videoconference calls, which is allowed by Belgian law and by the articles of association of Unifiedpost. The attendance rate of its members for these meetings was 100%. On top of its regular meetings, the Board also met for ad hoc videoconference calls to decide on specific projects such as the acquisition of Crossinx AG. The Board once used the unanimous written procedure, as organized by law, for the approval of a specific matter. Furthermore there were also informal board sessions to discuss the way of working and products of Unifiedpost and its strategy.

The main topics that were discussed and decided were:

- Operating and financial reporting (process);
- Budget;
- Acquisition strategy and overview of its implementation by the management team;
- Long-term ambition and strategy;
- Performance and business development of Unifiedpost;
- ESG strategy of Unifiedpost;
- Integration of the acquired companies i.e., 21 Grams, Digithera, Systema e-factura and Crossinx AG;
- Remuneration.

There were no transactions or contractual relationships in 2021 between Unifiedpost, including its affiliated companies, and any board member, giving rise to conflicts of interest, save for those mentioned under section 6.7.

Committees

The Board of Directors has established three board committees which are responsible for assisting the Board of Directors and making recommendations in specific fields: the Audit Committee (in accordance with Article 7:99 of the BCCA and Provision 4.10 to 4.16 of the Corporate Governance Code), the Remuneration and Nomination Committee (in accordance with Article 7:100 of the BCCA and Provision 4.17 to 4.23 of the Corporate Governance Code) and the Management Committee. The terms of reference of these Board committees are primarily set out in the Corporate Governance Charter.

Audit Committee

The Audit Committee advises the Board of Directors on accounting, audit and internal control matters. It also reports regularly to the Board of Directors on the exercise of its duties, identifying any matters where it considers that action or improvement is needed and making recommendations as regards the steps to be taken. The Audit Committee has been set up by the Board in accordance with the BCCA, the Corporate Governance Code and the Corporate Governance Charter.

The Audit Committee consists of at least three members appointed for a term not exceeding that of their Board of Directors membership, all being non-executive directors and a majority of them being independent directors. The chairman of the Audit Committee shall be designated by the Audit Committee but shall not be the chairman of the Board of Directors. No executive director (including the CEO) shall be a member of the Audit Committee.

The following directors are part of the Audit Committee: Joost Uwents (Chairman), Angeline (Marie-Ange) Marx and Stefan Yee. Jurgen Ingels was a member of the Audit Committee as long as he was a member of the Board, i.e. until 18 December 2021.

As required by the BCCA, Joost Uwents, chairman of the Audit Committee possesses the appropriate expertise and experience in this field. Reference is made to his biography in the 'Board of Directors' section above.

The Audit Committee met 4 times in 2021 and were held by videoconference call because of the COVID-19 pandemic. The external auditor attended 3 times all or part of these committee meetings.

The Audit Committee meetings were also attended by Laurent Marcelis, CFO, Koen De Brabander (Operational Finance Director since January 2021) and Marleen Mouton who acts as secretary of the Audit Committee. The meetings were also attended by other management members, by the Head of Internal Audit or members of staff depending on the topic.

The Committee monitored, discussed and made recommendations with respect to the operating and financial reporting process, complex accounting matters, the functioning of the financial department and financial communication to the market (non-exhaustive). Specific attention was given to the internal audit and its effectiveness given the newly established function of Head of Internal Audit as of July 2021.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee advises the Board of Directors principally on matters regarding the remuneration and nomination of directors and the Management Committee.

The Remuneration and Nomination Committee also reports regularly to the Board of Directors on the exercise of its duties, identifying any matters where it considers that action or improvement is needed and making recommendations as regards to the steps to be taken.

The Remuneration and Nomination Committee shall consist of at least three members, all being non-executive directors and a majority of them being independent directors. The Chairman of the Remuneration and Nomination Committee shall be designated by the Board of Directors and shall be either the chairperson of the Board of Directors or another non-executive director.

The following directors are part of the Remuneration and Nomination Committee: Stefan Yee (Chairman), Katrien Meire and Katya Degrieck.

During 2021, the Remuneration and Nomination Committee met 3 times, due to the COVID-19 pandemic, by video conference call. The committee was attended by Marleen Mouton acting as Secretary of the committee and, when remuneration was concerned, Laurent Marcelis (CFO).

The Remuneration and Nomination Committee proposed to have a market study on the remuneration of CEO's and management of listed companies and made recommendations on the basis thereof to the Board on the remuneration of the CEO. It reviewed and submitted to Board approval the remuneration report and policy 2020 (for its submission to and subsequent adaptation by the AGM of 2021), the short-term and long-term incentives to be granted to the management (including the CEO) and the performance criteria to which these grants were linked, as well as the Group LTI plans conditions. Furthermore, the committee also made relevant recommendations related to the ESG vision and strategy of Unifiedpost which resulted in the ESG roadmap as set out under section 5.6.5.

The Remuneration and Nomination Committee also has been closely following up on corporate governance matters and made recommendations for a board assessment to be held in 2022.

6. Corporate governance statement

The Management Committee is composed of the CEO, Hans Leybaert, who chairs the Management Committee and the other members of the Management Committee. Such other members are appointed and removed by the Board of Directors upon advice of the CEO and the Remuneration and Nomination Committee.

The Management Committee exercises the duties assigned to it by the Board of Directors, in close consultation with the CEO. These duties comprise at least the duties as referred to in Article 2.19 of the Corporate Governance Code. It operates under the ultimate supervision of the Board of Directors and does not constitute an executive board within the meaning of Article 7:104 of the BCCA ("directieraad"/ "conseil de direction"). The Management Committee is an informal executive committee within the meaning of Article 3:6, §3 of the BCCA.

The composition of the Management Committee reflects the ways of working of the group and is aimed at fostering agility, cross collaboration and the transversal dimension of the organization.

The Management Committee met on a regular basis with an average of 2 to 4 days a month in 2021.

There were no transactions or contractual relationships in 2021 between Unifiedpost, including its affiliates, and a member of the Management Committee.

The functioning, competences and authority of the Management Committee are further described in the Corporate Governance Charter.

The Management Committee consists of the following members:

Name	Position	Business Address
Hans Leybaert	Executive Director (CEO)	O.-L. Vrouwstraat 8, 3054 Oud-Heverlee, Belgium
Laurent Marcelis	Chief Financial Officer	Muntstraat 2 bus 203, 2800 Mechelen, Belgium
Hans Jacobs	Chief Commercial Officer	Duffelsesteenweg 44, 2860 Sint-Katelijne-Waver, Belgium
Tom Van Acker	Chief Operational Officer	Hekkestraat 13, 9200 Dendermonde, Belgium
Marcus Laube	Chief Sales Officer	Fuchshohl 98, 60431 Frankfurt/Main, Germany
Marleen Mouton	Chief Legal and Compliance Officer	Kastanjelaan 6, 9250 Waasmunster, Belgium

Hans Leybaert: for the biography of Hans Leybaert, please see section 6.2 - Board of Directors.

Laurent Marcelis has 26 years of experience in consulting, financial services and management. He is an experienced chief financial officer with a demonstrated history of working in the information technology and services industry with a background in financial services, business process improvement and strategy. Before joining Unifiedpost in 2006 he gained experience as a financial services consultant at Coopers&Lybrand / PwC, and in management functions at Interpolis / Rabobank. In 2006 he started as chief operational officer of Unifiedpost, followed by several management functions and directorship at Unifiedpost. After having left Unifiedpost in 2014 for a management function at Belfius Bank, he returned in 2016 to become the chief financial officer of Unifiedpost.

Hans Jacobs is Unifiedpost's chief commercial officer and has 24 years of experience in marketing, sales and business development in the financial industry with BNP Paribas Fortis SA/NV and ING Belgium SA/NV. During this period, he held, among others, functions such as sales & marketing director and directorship of BNP Paribas Fortis Factor NV for 10 years. In 2017 he joined Unifiedpost as chief commercial officer. Hans graduated from the Catholic University of Leuven as commercial engineer (applied economics) and holds a Master in Treasury Management from the Antwerp Management School.

Tom Van Acker has more than 20 years of international experience in consulting, IT & operations and general management, within both the technology & outsourcing services industry (at Electronic Data Systems) and the financial services industry (at Fortis, ABN Amro and BNP Paribas). Furthermore, Tom has been a member of the BNP Paribas Global retail banking IT management team and of the senior management community of BNP Paribas Group. He has been a board member of several commercial and receivables finance companies in Denmark, Sweden, Italy, France, Turkey, the UK and Germany. Tom holds a Master degree of Business Engineering from the Catholic University of Leuven (KUL).

Marcus Laube joined Unifiedpost in April 2021 as chief sales officer. With over 20 years' experience, he is a pioneer of e-Invoicing and B2B digitization. Previously he was the founder and CEO of Crossinx and held senior positions at TietoEnator and Lufthansa. As Co-Chair, he is leading the European e-Invoicing Service Provider Association (EESPA).

Marleen Mouton joined Unifiedpost in January 2021 to further develop Unifiedpost's legal and compliance department and strengthen the corporate governance framework. Marleen is a seasoned lawyer with over 20 years' experience in banking and finance, corporate law and regulatory financial service and has a law degree from the KULeuven and an LL.M degree from the University of Pennsylvania School of Law.

In the five years preceding the date of the Unifiedpost Group Prospectus, the members of the Management Committee have held the following main directorships or memberships of administrative, management or supervisory bodies and/or partnerships apart from mandates in Unifiedpost or its subsidiaries:

Member	Current Mandates	Mandates over the past 5 years
Laurent Marcelis	BNP Paribas Fortis NV (Customer Advisory Board)	N/A
Hans Jacobs	Kīlauea Management Consulting BV	N/A
Tom Van Acker	Aprilis BV (Manager)	N/A

Chief Executive Officer

The CEO is responsible for the daily management of Unifiedpost. He may be granted additional well-defined powers by the Board of Directors. He has direct operational responsibility for Unifiedpost and oversees the organization and daily management of subsidiaries, affiliates and joint ventures. The CEO is responsible for the execution and management of the outcome of all Board decisions.

The CEO leads and chairs the Management Committee, which reports to him, within the framework established by the Board of Directors and under its ultimate supervision. The CEO is appointed and removed by the Board of Directors and reports directly to it.

6. Corporate governance statement

Remuneration report

Our remuneration offering is designed to ensure a fair, well balanced and competitive remuneration practice in order to attract, develop, engage and retain talented people who can help us reach our long term sustainable performance by successfully navigating in an increasingly complex and dynamic fintech environment. Our priority is to reflect, in our remuneration, the cultural foundation shared by all our colleagues as stated in our company values of 'innovation', 'building trust' and 'teaming up', to help drive the value that we aim to create for all our stakeholders and foster a safe working environment for our people. We also want to align our remuneration with our company values of 'innovation', 'building trust' and 'teaming up'.

In this report we look back at 2021 and reflect on how we have progressed on our executive remuneration recommendation.

AGM and Stakeholder Engagement

As mentioned in the introduction to the Corporate Governance Statement, we have, in our first year as a listed company, engaged with our investors, involved parties and with proxy advisors to understand their specific priorities and to solicit their feedback on our policy evolution. While we were pleased with most outcomes, we do understand that we will need to continuously strive for improvement and increase of transparency in acknowledgement of this feedback. In this remuneration report we will hence provide more information on certain topics as stated here below. Our Remuneration and Nomination Committee and the Board of Directors regularly discusses how the remuneration policy aligns with comparable market practices, wider remuneration standards, including ESG and policies within Unifiedpost

The remuneration policy was reviewed and validated by the Remuneration and Nomination Committee and, upon recommendation of the Remuneration and Nomination Committee approved by the Board of Directors on 15 April 2021. The policy was adopted during the General Meeting of Shareholders on 18 May 2021 and became effective as of 1st January 2021.

To ensure we remain aligned to competitive market levels, we performed a benchmark review of our CEO remuneration. We have seen that our CEO's remuneration was lagging behind market peer levels. The increased remuneration as of 1 January 2021 corresponds to a level closer to the median of our peer group (i.e. relevant peer median data, adjusted to Unifiedpost's revenue size).

Application of Remuneration Policy - 2021 remuneration outcomes

Board of Directors

The remuneration of the non-executive members of the Board of Directors was decided by the Shareholders' Meeting dated 31 August 2020 and, has, till date remained unchanged:

- Director fee for independent directors: annual fee of € 20.000;
- Additional fee for Audit Committee membership: annual fee of € 7.500; and
- Additional fee for Remuneration and Nomination Committee membership: annual fee of € 5.000; and
- Additional fee applicable to the chairman of the Board of Directors: annual fee of € 10.000

In 2021, Unifiedpost paid a total of € 240.000 remuneration to the directors (exclusive Sofias BV) as mentioned in the table below:

Name	Function	Remuneration *(in euro)*	Costs *(in euro)*
AS Partners BV, represented by Stefan Yee	Non-executive and chairman	42.500	-
Jinvest BV, represented by Jurgen Ingels	Non-executive until 17/12/2021	27.500	-
Sofias BV, represented by Hans Leybaert*	Executive	-	-
Joost Uwents	Independent	27.500	-
Risus Sports BV, represented by Katrien Meire	Independent	25.000	-
Fovea BV, represented by Katya Degrieck	Independent	25.000	-
Angeline (Marie-Ange) Marx	Independent	27.500	-
FPIM-SFPI NV, represented by Leon Cappaert	Non-executive	20.000	-
Sopharth BV, represented by Philippe De Backer	Independent	20.000	-
First Performance AG, represented by Michael Kleindl**	Non-executive	25.000	-

** The remuneration package of the executive director, CEO, Sofias is detail in the below paragraph*

*** First Performance AG was remunerated for consulting services amounting to € 25.000; its directorship will, as of 2022, be included in these fees.*

The CEO is not remunerated for his directors' mandate. In order to ensure the independence of the Board of Directors in its supervisory function over the Management Committee, the remuneration system for the non-executive directors does not contain any performance-related components nor pension schemes. It takes into account the responsibilities and the commitment of the Board members to develop the Company and is intended to attract and retain individuals who have the necessary experience and competencies for this role. No attendance fees are granted.

CEO and Management

Our pay decisions for the CEO and the Management Team considered the following factors:

- Linked to the Company's strategic and long term goals.
- Mix of mainly corporate KPI's, complemented with a number of individual KPI's.
- Mix of financial and non-financial KPI's.
- Mix of short and long term KPI's.
- Sustainability KPI's linked to the company's Environmental Social Governance ("ESG") strategy.
- Our remuneration philosophy.

Our remuneration structure for the executive directors and members of the Management Committee consists of an annual fixed cash amount and a variable remuneration. The latter consists of a short-term variable remuneration component which is settled in a cash bonus and a long-term variable component that consists of the grant of share options, taking the form of subscription rights or warrants under Belgian law. This warrant plan has been put in place on 29 October 2021 and has, till date, not yet been used.

As stated above, members of the Management Committee who are also executive director, which currently is only the case for the CEO, do not receive a separate remuneration for their membership of the Board of Directors.

In accordance with the remuneration policy, the total cash remuneration of the CEO consists of a 75% fixed remuneration and a 25% short-term variable component, the latter of which is linked to 85% company objectives and 15% individual objectives. In addition, the CEO is eligible for the grant of warrants as mentioned above. As of January 2022, similar remuneration principles shall be substantially applied to the other members of the Management Committee with a step-up in 2022 and 2023 towards variable remuneration, gradually in order to spread the cost of implementation thereof. Management agreements will also be adjusted in this respect.

The company and individual objectives are established annually by the Board upon the recommendation of the Remuneration and Nomination Committee and shall include a combination of several pre-determined and objectively measured financial and non-financial key performance indicators (**KPI's**).

CEO remuneration

In 2021, our CEO received following compensation in his executive function as president of the Management Committee:

CEO	in €
Base remuneration	391.420
Short-term variable remuneration	-
Long-term variable remuneration	-
Pension	-
Extra-legal remuneration	-
Reimbursement of costs	-

As of 1 January 2021, our CEO's yearly remuneration components were as follows:

- The fixed remuneration was increased, in line with the benchmarking study performed, from € 198 thousand to € 360 thousand.
- The variable remuneration component of maximum € 120 thousand in function of achieved KPI's and no bonus will be rewarded if the target remains below 85%.

The specific KPI's include the following:

- (Over)achieving the approved budgeted Consolidated Gross Profit within the budgeted Gross Profit margin
- (Over)achieving the approved budgeted Consolidated Operational Result
- (Over)achieving 20% Organic Recurring Revenue growth
- (Over)achieving 45% Gross Profit Margin on Digital Processing Revenue
- (Over)achieving 30% organic growth of SMEs on the UPG platform
- Contribution to increase the visibility and corporate image of the company towards investors

During 2021, a one-off bonus of € 50 thousand was rewarded to our CEO and CFO (as set out under conflicts of interest- 6.7.2 below) for exceptional work done during more than two years in preparing the IPO. The Board believed unanimously that these one-off bonuses have been well-deserved given the outstanding and continuous work performed in preparing and launching the IPO in September 2020.

As requested by Belgian company law, Unifiedpost reports the pay ratio of the CEO remuneration versus the lowest FTE remuneration in its legal entity. The 2021 pay ratio amounts to 9,9 at cost to the company.

Management Committee remuneration

The remuneration of the other members of the Management Committee for the year 2021 was as follows:

Other members of the Management Committee	Aprilis BV	Marcelis BV	Kilauea Management Consulting BV	Marleen Mouton BV	Marcus Laube*
In euro					
Base remuneration	270.075	250.000	222.666	250.000	187.790
Short-term variable remuneration	-	50.000	-	-	-
Long-term variable remuneration	-	-	-	-	-
Pension	-	-	-	-	-
Extra-legal remuneration	-	-	-	-	-
Reimbursement of costs	-	-	-	-	-

' Member of the Management Committee as of April 2021*

As stated above and in accordance with the Remuneration Policy, the members of the Management Committee will be rewarded along the same principals used for the CEO remuneration as of January 2022. The total cash remuneration of the members of the Management team will consist of a 75% fixed remuneration and a 25% short-term variable component, the latter of which is linked to 60% company objectives and 40% individual objectives. The individual objectives will include KPI's such as leadership, specific goals for the departments they run as well as ESG objectives.

The Management Committee, including the CEO do not benefit from contributions in a pension scheme, nor do they have extra-legal arrangements through an individual or group insurance paid by the Company, or receive any other fringe benefits.

Termination provisions

Hans Leybaert, CEO

The service agreement of Hans Leybaert, for the performance of daily management services as CEO was entered into for an indefinite term by Sofias BV, the Belgian management company of Hans Leybaert.

Other than in the case of termination in certain events of breach of contract, the CEO is entitled to a notice period of 12 months or a termination fee equal to the fixed fee of a notice period of 12 months. The CEO is subject to a non-competition clause for a period of up to one year from the date of termination or resignation restricting his ability to work for competitors.

Laurent Marcelis, CFO

The service agreement of Laurent Marcelis, for the performance of his services as CFO was entered into for an indefinite term was entered into for an indefinite term by Marcelis BV, the Belgian management company of Laurent Marcelis.

Other than in the case of termination in certain events of breach of contract, the CFO is entitled to a notice period of 12 months or a termination fee equal to the fixed fee of a notice period of 12 months. The CFO is subject to a non-competition clause for a period of up to one year from the date of termination or resignation restricting his ability to work for competitors.

Marleen Mouton, CLO/CCO

The service agreement of Marleen Mouton, for the performance of her services as CLO/CCO was entered into for an indefinite term was entered into for an indefinite term by Marleen Mouton BV, the Belgian management company of Marleen Mouton.

Other than in the case of termination in certain events of breach of contract, the agreement may be terminated by the Company or by the CLO by serving a notice of 6 months after the first year of the agreement or a termination fee equal to the fixed fee of a notice period of 6 months. The CLO is subject to a non-competition clause for a period of up to one year from the date of termination or resignation restricting her ability to work for competitors.

Tom Van Acker, COO

The service agreement Tom Van Acker, for the performance of its services as COO was entered into for an indefinite term by Aprilis BV, the Belgian management company of Tom Van Acker.

Other than in the case of termination in certain events of breach of contract, the COO is entitled to a notice period of 12 months or a termination fee equal to the fixed fee of a notice period of 12 months. The COO is subject to a non-competition clause for a period of up to one year from the date of termination or resignation restricting his ability to work for competitors

Hans Jacobs, CCO

The service agreement of Hans Jacobs, for the performance of its services as CCO was entered into for an indefinite term by Kilauea Management Consulting BV, the Belgian management company of Hans Jacobs .

Other than in the case of termination in certain events of breach of contract, the CCO is entitled to a notice period of 1 month and a termination fee equal to the fixed fee of a notice period of 9 months. The CCO is subject to a non-competition clause for a period of up to one year from the date of termination or resignation restricting his ability to work for competitors.

Marcus Laube, CSO

The service agreement of Marcus Laube, for the performance of his services as CSO was entered into for an indefinite term.

Other than in the case of termination in certain events of breach of the agreement, the agreement may be terminated by the Company or by the CSO by serving a notice of 4 months or a termination fee equal to the fixed fee of a notice period of 4 months. The CSO is subject to a non-competition clause for a period of up to one year from the date of termination or resignation restricting his ability to work for competitors.

Adjustments and claw-back

The variable remuneration is not subject to a claw-back by the company.

Annual change in remuneration

The Group has detailed remuneration data of all group companies including average FTEs and total remuneration paid to all staff (payroll and contractors) since 2019.

- For the year 2020 the Group had a total staff cost of € 43.815 thousand or an average per FTE of € 55,5 thousand (790 FTE's).
- For the year 2021 the Group had a total staff cost of € 71.841 thousand or an average per FTE of € 54,8 thousand (1,312 FTE's)

The group has not yet a 5 year overview of the annual change in average remuneration of company's employees other than the directors, the members of the management board. The above average figures are impacted by the regional expansion of the group. In general the group applies an annual indexation policy and this in function of the evolution of the life expectancy in a specific region. In addition, increases are granted in function of the performance and the defined career path.

Employees are in principle remunerated based on fix gross salary and thus the component of variable remuneration is irrelevant except for sales people whereby in general a maximum of one month of variable salary can be earned based on performance (sales) targets.

Remuneration policy – Looking Forward

As we progress on the integration of sustainability in our corporate culture and business strategy, we are increasingly embedding collective sustainability measures resulting from our ESG assessment into the variable remuneration of our Executive Committee members and CEO as this will become an intrinsic part of our performance.

Our aim in this journey is to do this progressively, with robust KPIs to be further developed as we gain insights and experience on how we can precisely measure these. As from 2022 we are planning the first steps on the basis of our ESG Roadmap.

6. Corporate governance statement

Our overall approach to Risk Management

We are operating in a rapidly evolving environment which inherently brings along certain risks.

Given that context and following the strong business growth in the past year, we have adopted a three lines of defense model to properly identify and manage those risks. This model reflects the segregation between:

- The first line, i.e. our business who owns and manages the risk;
- The second line, i.e. our controlling, risk and compliance teams who define Unifiedpost wide risks and policy framework and monitors adherence thereto;
- The third line, i.e. our independent internal audit who provides cross-discipline independent audit services to cover all areas of our business.

This governance model will be further refined in 2022, to ensure consistency between various pre-existing initiatives to manage our risks across Unifiedpost (company-wide risk heatmaps that were monitored already, various IT risk and security initiatives based on corresponding IT policies, HR policies tackling topical risks and increasing risk awareness, compliance assessments including but not limited to data privacy, ...). Also, pre-existing ISAE3402 business process assurance assessments as well as ISO27000 Information Security assessments (both covering parts of our businesses) will be integrated in the overall risk management approach.

Further in this chapter we summarize the most important risks Unifiedpost currently faces (derived from the existing risk management initiatives), as well as our response to each of these. The risks described below are not the only ones we are facing, additional risks and uncertainties, that we are not aware of or that we deem immaterial, may also become important factors that may adversely impact our business.

Top risk themes and Unifiedpost's response

We have classified the main risks to Unifiedpost under four broader risk themes: strategic, financial, operational (including information technology) and compliance risks.

Strategic risks

Increasing competition in the different regions where Unifiedpost is active could impact our business model.

Unifiedpost offers services in a variety of countries, in each of which we may face new/established competitors with similar service offerings. In addition, new and rapidly changing technology may facilitate further entrance of competitors.

These and other competitive factors could lower our potential to grow market share, to increase revenue, and to maintain/increase customer renewals and prices. Our effort to grow the business may thus prove costlier that we expect, and we may not be able to grow the business sufficiently to offset our increasing operating expenses.

Whilst the competitive pressure is real, we are convinced that Unifiedpost's overall service offering cannot be matched easily by local players and our local market presence allows us to identify local trends early on so that we can react accordingly. Unifiedpost is also open to local partnerships where deemed appropriate to serve customer needs.

Failure to integrate / convert new acquisitions into Unifiedpost central platform

Unfiedpost has made multiple acquisitions in 2020 and 2021 (also refer to chapter 2.1.1), and the integration program is still ongoing (organization, products, platforms and support environments). Our further expansion includes the further roll-out of the Banqup and Crossnet offering to multiple countries, as well as a broadening of our payment services (with dependencies on the speed of regulatory approvals and access to local service providers).

Late or unsuccessful integrations may require us to maintain multiple solutions for longer (increased direct operating expense), and also affect the scalability of our offering (missed opportunities). Specifically, for Banqup / Crossnet and Payment services, we may face delays in achieving growth in revenue or realization of cost savings.

In order to reduce the integration and expansion risks, throughout the programs we pay strong attention to build future-proof and centralized solutions which can be maintained, supported and scaled up efficiently. We also ensure that the client impact of migrations is limited as part of our client relationship management, which to date has resulted in high retention rates for our corporate customers.

All programs are subject to very strict status follow-up.

Macro-economic circumstances may negatively impact the appetite to invest in the new economy drivers such as digitalisation

We intrinsically face potential macro-economic changes and volatility in some of the markets our customers operate in. Furthermore, there is uncertainty over the further course of the Covid pandemic (even if this also provides us with tailwind, thanks to increased attention for digitalization of business processes), as well as over the political and security situation in (Eastern) Europe.

In case one or more adverse scenarios become reality, it will result in reduced demand for our services and products, which will negatively impact our business model or could delay our growth strategy.

Whilst we cannot control the economic and political circumstances as such, we do believe that through our presence in multiple countries, and our continuous effort to develop and integrate sustainable and scalable products and services, we are not unduly exposed to individual adverse events.

Specifically regarding the geopolitical and security situation, Unifiedpost is not directly impacted by the crisis in Europe. Unifiedpost has no business in Ukraine and Russia and has no development centres in those countries.

Financial risks

Unifiedpost has a history of operating losses and Unifiedpost may not achieve profitability in future

As a result of (amongst others) its buy-and-build strategy, which is paramount to Unifiedpost's business plan and a building block of its strategic vision, Unifiedpost reported operating losses, negative operating cash flows and an accumulated deficit.

In the course of 2021, Unifiedpost incurred substantial operating expenses mainly resulting from its acquisition strategy and pan-European growth strategy. Furthermore, achieving profitability will depend on the realization of the assumptions included in Unifiedpost's business plan and is subject to the ability of Unifiedpost to sustain and further improve its current growth rate. Currently Unifiedpost cannot assure that it will achieve profitability within the expected time frame. If Unifiedpost achieves profitability in the future, it may not be able to sustain profitability in subsequent periods. Failure to become and remain profitable may impair Unifiedpost's ability to sustain operations and adversely affect its ability to raise capital and to execute its business plan. If Unifiedpost is unable to generate positive cash flow within a reasonable period, it may be unable to pursue its business plan or continue operation, in which case potential investors may lose some or all of their investment.

Unifiedpost believes that the probability of occurrence of this risk is medium. If materialized, the negative impact of this risk on Unifiedpost's ability to meet its current obligations, continue to grow, execute its business plan or respond to business challenges would be severe.

Unifiedpost may fail to raise funds to meet its cash needs in a timely manner

In the past, Unifiedpost has funded its buy-and-build strategy through a mix of equity, equity linked and debt financings. The private placement in September 2020 at the Euronext stock exchange enabled the funding for an accelerated acquisitive growth track. To respond to new business opportunities and in order to be able to execute the strategy of product harmonisation and of rolling out our group offerings towards 32 countries, Unifiedpost got access to additional funding (see loan Francisco Partners). This financing agreement does allow Unifiedpost to keep track with its ambitious growth pace.

This type of debt financing does also involve restrictive covenants relating to Unifiedpost's capital-raising activities and other financial and operational matters, which may make it more difficult for Unifiedpost to obtain additional capital and to pursue business opportunities in the future. We are confident that this funding is a necessary next step in the further development. In case Unifiedpost would not be capable to attract timely additional funds, it could adversely affect its financial position and it may have an impact on the roll of out of its future plans and ambitions.

Volatile currency markets may impact Unifiedpost results adversely

Unifiedpost operates across several countries, with its major operations in the Eurozone. It operates in each country predominately in the local currencies, respectively the Euro, the Romanian Lei (RON) and, the Vietnamese Don (VND) for its development centres in Romania and Vietnam, the British Pound (GBP) for the acquired Unifiedpost Ltd operations, the Serbian Dinar (RSD) for Fitek Balkan, the Swedish Krona (SEK), Norwegian Krona (NOK) and Danish Krone (DKK) for the acquired 21 Grams activities and the Singapore Dollar for its activities in Singapore.

Volatile currency markets in one of the countries where Unifiedpost is operating in, and not sufficiently benefiting from local hedges in these currencies may adversely impact the financial results of Unifiedpost. Unifiedpost continuously monitor its liquidity and financial risk position.

Operational risks

Failure in offering an available and reliable platform to host our product portfolio

Through the offering of our products and services we obtain, process and share large amounts of data related to invoices and payment transactions. Reliability and availability of our platforms and underlying infrastructure is therefore essential. This is even more so the case for 2022 and beyond where we expect a significant growth in the number of users, data and transactions processed.

Frequent unavailability or a failure to have reliable solutions would result in a significant impact on our organization as it would harm our reputation, result in the payment of damages, or may drive customers to our competitors. Moreover, if such issues would occur within our Payments division, this could attract the attention of our financial supervisors and may lead to fines and penalties, and ultimately to the loss of our regulatory license.

Unifiedpost applies a range of risk mitigation measures to maintain high product availability and reliability, including :

- Ongoing attention for business continuity, and avoiding single points of failure in set-up of platforms and designing processes;
- Use of trusted third party infrastructure where appropriate;
- Permanent systems performance and availability monitoring.

Risk from failure of our cybersecurity (and information security in general) procedures

Due to the nature of our business, we are inherently exposed to information security threats. Unifiedpost conducts a yearly threat assessment considering multiple scenarios, and identified the following as the most important ones:

- Web application hacking: Unifiedpost uses numerous web applications which might contain vulnerabilities that have not been detected yet, and could be abused by hackers to steal or alter data, fraudulent activity (e.g. financial fraud) or render the application unavailable.
- Advanced hacking attack: an advanced and targeted attack could compromise Unifiedpost infrastructure.
- General cybercrime: activity relying on social engineering and/or malware might succeed in stealing information or funds from Unifiedpost, due to insufficient staff awareness and end-point security controls.
- Internal errors: employees, especially those with privileged access rights, may unintentionally disclose/alter sensitive data or render information systems unavailable, due to inappropriate access restrictions or insufficient controls on the end-point system or applications.
- Internal fraud: an employee could leverage their access to Unifiedpost's systems and facilities to earn financial gains, by stealing data or funds.

Significant information security breaches could lead to direct and indirect financial impacts, in addition to the amplification of the risk around availability and reliability of our products (reputational and other impacts).

Unifiedpost has established an extensive information security program, to reasonably ensure confidentiality, integrity, availability and security of our systems (mix of preventive, detective and continuous monitoring practices, including the yearly cyber threat assessment itself). The entire security approach is underpinned by policies and procedures, and for selected products and entities it is also formalized by obtaining ISO27000 certifications. Other risk reduction initiatives include an information security training and awareness program and a broad penetration testing schedule, findings of which can then be responded to quickly and effectively.

Risk of not being successful in rolling-out the Banqup and Crossnet platform in an efficient and timely manner in the fast-digitalising markets in Europe

Further roll-out of the Banqup product (for the SME market) on a large scale in multiple countries entails organizational and technical challenges in addition to the overall strategic and commercial risks highlighted earlier. In each country a sales function and local operational support teams need to be expanded, and we need to guarantee compliance with country-specific laws and regulations. Other challenges include the potential need for some degree of local customization of the product (in addition to local language versions that were prepared as part of the roll-out programme).

Next to that we need to continue onboarding new large customers on our Crossnet platform, in order to strengthen the interaction between the different networks. Due to local regulatory requirements, in some countries the markets are more demanding. Should we fail to respond timely on these needs from industry, we may impact our growth model in an adverse way.

Whilst we are confident in our technical and organizational capabilities, the challenges could lead to roll-out delays in individual countries, in turn resulting in additional costs and lost opportunities.

Apart for the strategic roll-out roadmap (also refer to chapter 4 Transaction & Integration roadmap), we have also defined standardized target local organizations and common support tools supported by Unifiedpost, so that the impact of local challenges are minimized to the degree possible.

Risk of not being able to attract new customers or convert trial customers into paying customers

To realise our growth strategy and thus to increase our revenue from subscriptions we should onboard new customers and convert them from trial users into paying ones, and to upgrade them into higher value-added service offerings at premium fees. As service offerings or customer expectations may evolve and competitors may introduce different products with other features, our ability to grow our business may be impacted. In case we are unsuccessful in attracting, converting and upscaling of customers, we may fail to grow our revenue figures and we may fail to increase our gross margin level.

Unifiedpost is closely monitoring the budgeted growth models in order to manage potential shortfalls on short notice.

Risk of not being successful in hiring people or maintain a high retention policy of our talented staff

Our future success depends on our capacity to hire and retain talent. We are competing for talent with a broad variety of companies in various countries.

The loss of our talent or our failure to attract new talent may have a significant impact on the roll out and further development of our products and services. A failure to retain our talent may ultimately also lead to the loss of valuable knowledge about our organisation and our products and services, and create potential operational risks towards running our 'day-to-day' operations.

Unifiedpost has a multi-faceted approach to reducing the staffing and skills risks, including :

- Competitive wage and benefits packages, tailored per location (also, thanks to our international presence we have the ability to attract talent from a broader population),
- Development opportunities,
- Continuous improvement of internal HR processes.

Collaboration with and high reliance on third parties has an increased risk on quality of service

Our solutions often require the use of third party vendors, service providers and partners (e.g., accounting and ERP packages).

This collaboration model inherently brings multiple operational risks for Unifiedpost: availability of services and products, information security, privacy and business continuity. Dealing with third parties that do not meet our quality criteria or which do not perform conform our quality standards, may have an impact on our product branding. Bad performance could negatively impact our growth strategy.

In order to reasonably reduce the risks related to outsourced activities, Unifiedpost has established procedures for up-front information security and privacy assessments for new suppliers and partners as well as an outsourcing policy for IT partners and suppliers to the Payment division (including ongoing monitoring of existing suppliers). These policies and procedures will be further rolled out across Unifiedpost in 2022. Also, early 2022 a centralized Group Procurement function was established, with among its objectives to further standardize onboarding and vetting practices for suppliers.

Compliance risks

Unifiedpost may fail to comply with overall regulatory compliance rules

Our Payment division is headquartered in Belgium and is subject to the supervision of the National Bank of Belgium. With local branches in multiple countries, we need to comply with additional local laws, regulations and binding guidelines from national regulators, which may impact customer onboarding practices and how the payment services are offered precisely. Whilst our payment division is the one most obviously subject to formal regulation, Unifiedpost as a whole also has to comply with regulatory expectations (whistleblowing, prevention of insider trading, ...), all in the context of an evolving regulatory landscape.

Failure to comply with Belgian and international laws, regulations and guidelines may lead to potential fines, and ultimately the loss of our license for payment services.

In order to contain these regulatory risks, we continuously monitor the existing laws and regulations and scan the regulatory landscape for changes which could have an impact on our regulatory obligations. Where necessary, we use specialised outside counsel to verify our proposed solution and implementation of our regulatory framework.

Unifiedpost may fail to comply with the data protection and data privacy rules

We are subject to various data protection laws and regulations, such as GDPR, UK GDPR and Swiss Federal Act of Data Protection, ... (each of which is also subject to evolutions and changing interpretations).

A failure to comply with privacy laws would have a direct reputational impact, and may also lead to proceedings against us or our customers, and to potential fines.

Unifiedpost has established a centralized Data Protection Office that performs compliance monitoring, data subject request handling, potential data breach handling, training and awareness campaigns, etc. for all of its group entities. In addition the Data Protection Office provides assistance on new product development and continuous monitors and advised on the existing regulatory landscape and upcoming changes to privacy laws.

Financial risk Management

The Group is exposed to a variety of financial risks. The Board has overall responsibility for the determination of the Group's risk management objectives and policies, and whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's management.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

Credit risk

Credit risk relates to the risk that a counterparty will fail to fulfil its contractual obligations with the result that the Group would suffer a loss. The Group is mainly exposed to credit risk from credit sales. It is the Group's policy, implemented locally, to assess the credit risk of new customers before entering contracts, taking into account their financial position, past experience and other factors. For higher risk clients future credit sales are made only with approval of the Group's management. The Group monitors on a monthly basis the ageing of its trade receivables. Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of "A" are accepted. (we refer to disclosure in financial section 5.30.2.1.)

Market risk

Market risk arises from the Group's use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), in foreign exchange rates (currency risk) or in other market factors (another price risk). (we refer to disclosure in financial section 5.30.2.2.)

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Management reviews cash flow forecasts on a regular basis to determine whether the Group has sufficient funds available to meet future working capital requirements and to take advantage of business opportunities.). (we refer to disclosure in financial section 5.30.2.3.).

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of the following gearing ratio: Net debt divided by Total 'equity',

Internal controls on financial reporting

As part of its responsibilities, Unifiedpost's Management Committee has established an internal control system to ensure, among other objectives, accurate financial reporting.

Applying overall risk management principles to the preparation of financial statements primarily involves the identification and evaluation of:

1. Significant financial reporting data and their purpose;
2. Potential risks to the attainment of financial statement objectives/assertions (existence, accuracy, valuation, completeness, rights and obligations, and presentation and disclosure);
3. Control mechanisms and their effectiveness.

Financial reporting objectives include (i) ensuring financial statements comply with IFRS ; (ii) ensuring that the information presented in financial results is both transparent and accurate; (iii) using accounting principles appropriate to the sector and the company's transactions; (iv) providing reasonable assurance over the reliability of financial reporting and the preparation and fair presentation of published financial statements.

6. Corporate governance statement

The Board approved Unifiedpost's dealing code in accordance with the EU Market Abuse Regulation EU 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse. The Dealing Code restricts transactions of Unifiedpost securities by members of the Board and the Management Committee, senior management and certain other persons during closed and prohibited periods. The Dealing Code also contains rules concerning the disclosure of intended and executed transactions by leading managers and their closely associated persons through a notification to Unifiedpost and to the FSMA. The Chief Legal Counsel is the Compliance Officer for the purposes of the Unifiedpost dealing code. The dealing code can be found as exhibit I of the Corporate Governance Charter. It is available for download on the investor relations section of our corporate website https://www.unifiedpost.com/en/investor-relations/corporate-governance.

6. Corporate governance statement

Articles 7:96 and 7:97 of the Belgian Companies Code provides for a special procedure if a director of Unifiedpost, save for certain exempted decisions or transactions, directly or indirectly has a personal financial interest that conflicts with a decision or transaction that falls within the Board of Directors' powers. The director concerned must inform the other directors before any decision of the Board of Directors is taken and the statutory auditor must also be notified. In this context, (i) the director thus conflicted may not participate in the deliberation or vote on the conflicting decision or transaction, (ii) the Board of Directors has to describe the nature of the decision giving rise to the conflict of interest and the patrimonial consequences thereof for Unifiedpost in the minutes of the Board of Directors, and (iii) the part of such minutes has to be included in the annual report of Unifiedpost. In this respect, the special procedure with respect to conflicts of interest as set forth above has been applied two times until the date of this report.

Board of directors' meeting – 20 January 2021

At the occasion of a Board of Directors' meeting on 20 January 2021 (by written resolutions), prior to the Board of Directors taking any decision, the following declaration has been made by Jinvest BV as director of Unifiedpost:

Mr. Jurgen Ingels has declared, on behalf of his management company Jinvest BV, that he - in his capacity as permanent representative of Jinvest BV - had a potential conflict of interest with respect to the decision by Unifiedpost to enter into a placement agreement with Joh. Berenberg, Gossler & Co KG (the "Placement Agreement"). More specifically, Smartfin Capital NV (a company in which Mr. Ingels holds approximately 4% of the shares) intended to sell 1.403.580 shares of Unifiedpost. For that reason, Smartfin Capital NV would become a party to the Placement Agreement to which Unifiedpost would also be a party.

Although Smartfin Capital NV was not a member of the group of the selling shareholders who has authorized Unifiedpost to act on its behalf with respect to an accelerated bookbuild offering, and although Unifiedpost (i) would not be entitled to any of the proceeds resulting from the transaction, (ii) would not bear any costs related to the transaction (as these will be deducted from the selling shareholders' proceeds), and (iii) only had rights but not obligations to indemnify other parties under the template placement agreement (on which the final Placement Agreement will be based), the Board of Directors considered it prudent to assume a potential conflict of interest existed between Unifiedpost and Mr. Ingels (in his capacity as permanent representative of Jinvest BV).

In this respect, Mr. Ingels has declared, on behalf of his management company Jinvest BV, that he – in his capacity as permanent representative of Jinvest BV - had a potential conflict of patrimonial interest vis-à-vis Unifiedpost, as Smartfin Capital NV (a company in which Mr. Ingels holds approximately 4% of the shares), pursuant to the Placement Agreement, would make certain representations and warranties and could be held to indemnify and hold harmless Unifiedpost (and the sole bookrunners) from and against (amongst others) any claims or losses which directly or indirectly arise out of or are based on any breach or alleged breach by Smartfin Capital NV of any of its obligations, or of any of its representations, warranties or undertakings or other agreements set out in the Placement Agreement.

To the extent Unifiedpost would suffer certain losses arising from or in connection with the transaction, it would therefore be in Mr. Ingels' interest (in his capacity as shareholder of Smartfin Capital NV) that Smartfin Capital NV's obligations to indemnify Unifiedpost are limited to the largest extent possible, whereas it would be in Unifiedpost's best interest to seek indemnification from Smartfin Capital NV to the largest extent possible. As a result thereof, a potential conflict of interest existed between Unifiedpost and Mr. Ingels (in his capacity as shareholder of Smartfin Capital NV).

Therefore, the Board of Directors deemed it appropriate that Jinvest BV's approval of the relevant items on the agenda of the written resolutions - in respect of which Mr. Ingels (in his capacity as permanent representative of Jinvest BV) had a conflict of interest - was not taken into account. Such decisions and all related decisions in the context thereof are taken unanimously by all non-conflicted members of the Board of Directors.

The Board of Directors (for the avoidance of doubt, excluding Jinvest BV) resolved that the Placement Agreement would need to be entered into by Unifiedpost, acting as the selling shareholders' representative, in order to put in place the agreements and arrangements governing the coordinated transfer between the selling shareholders, Smartfin Capital NV and the sole bookrunners.

Furthermore, the Board of Directors (for the avoidance of doubt, excluding Jinvest BV) resolved that Unifiedpost would enter into the Placement Agreement, under the condition that (i) the sole purpose of Unifiedpost's inclusion as a party thereunder is to provide a limited set of representations and warranties, and (ii) the Placement Agreement is based on, and does not in any material respect deviate from, the template placement agreement.

Board of Directors' meeting – 17 March 2021

At the occasion of a Board of Directors' meeting on 17 March 2021, prior to the Board of Directors taking any decision, the following declaration has been made by Sofias BV as director of Unifiedpost:

Hans Leybaert (as permanent representative of Sofias BV) has declared that he, as a director of Unifiedpost, could possibly be considered to have a direct or indirect conflicting interest of a proprietary nature in relation to certain agenda items, more specifically with respect to (i) the approval of the increase of the remuneration of Hans Leybaert in his capacity as CEO of Unifiedpost, as proposed by the remuneration committee and (ii) the approval of the granting of a bonus to Hans Leybaert and Laurent Marcelis in connection with the completion of the IPO of Unifiedpost, as proposed by the remuneration committee.

Hans Leybaert (as permanent representative of Sofias BV) further explained the above-mentioned conflict of interest as follows:

Hans Leybaert (as permanent representative of Sofias BV) has declared that he is the beneficiary of (i) the increase of the remuneration in his capacity as CEO and (ii) (together with Laurent Marcelis) the bonus in connection with the completion of the IPO of Unifiedpost. Consequently, Hans Leybaert (as permanent representative of Sofias BV) could possibly be deemed to have an interest of a proprietary nature that could conflict with the proprietary interest of Unifiedpost within the context of the approval by Unifiedpost of the increase of the remuneration and the granting of the bonus.

Such conflict of interest falls within the scope of Article 7:96 of the Belgian Code on Companies and Associations pursuant to which (i) the statement by the director as well as his explanation with regard to the nature of the aforementioned conflict of interest must be recorded in the minutes of the Board of Directors that must deliberate and decide on such item on the agenda and (ii) the director having the conflict of interest may not participate in the deliberations with regard to the decision in respect of which he has a conflict of interest and the other directors must take the decision or carry out the transaction. In accordance with article 7:96 of the Belgian Code on Companies and Associations, Hans Leybaert (as permanent representative of Sofias BV) did not participate in the deliberations and did not decide on the approval by Unifiedpost of the increase of the remuneration and the granting of the bonus.

With respect to the approval of the increase of the remuneration of Hans Leybaert in his capacity as CEO of Unifiedpost, the Board of Directors (with the exception of Sofias BV) decided that the increase of the remuneration of Hans Leybaert was in the interest of Unifiedpost as it is the aim of Unifiedpost to offer a well-balanced remuneration tailored to the specific needs of Unifiedpost and aligned with individual and company performances for its executives. Furthermore, it is in the interest of Unifiedpost to bring the remuneration of the CEO in line with market practices for stock quoted companies, as based on a benchmarking study performed by PwC as commissioned by Unifiedpost's remuneration and nomination committee. The Board of Directors (with the exception of Sofias BV) decided to approve the increase of the remuneration of Hans Leybaert in his capacity as CEO, as proposed by the remuneration committee, which will amount to a 75% base annual remuneration of € 360.000 and a 25% maximum annual cash bonus of € 120.000.

With respect to the approval of the granting of a bonus to Hans Leybaert and Laurent Marcelis in connection with the completion of the IPO of Unifiedpost, the Board of Directors (with the exception of Sofias BV) decided that the granting of a bonus to Hans Leybaert and Laurent Marcelis in connection with the completion of the IPO of Unifiedpost was in the interest of Unifiedpost as it was a one-off bonus for exceptional efforts and work performed with an outstanding outcome and result for Unifiedpost over a period of 2,5 years.

The Board of Directors (with the exception of Sofias BV) decided to approve the granting of a bonus to Hans Leybaert and Laurent Marcelis in connection with the completion of the IPO of Unifiedpost, as proposed by the remuneration committee, which amounts to € 50.000 for each.

6. Corporate governance statement

The Shareholders' Meeting

Unifiedpost's annual general Shareholders' Meeting will take place on 17 May 2022.

The annual Shareholders' Meeting is held on the third Tuesday of May each year at 7 p.m. If such day is a legal public holiday in Belgium, the meeting shall take place at the same hour on the preceding business day. The Shareholders' Meeting takes place at the registered office of Unifiedpost.

The other Shareholders' Meetings shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than the registered office.

The annual, special and extraordinary Shareholders' Meetings may be convened by the Board of Directors or by the Statutory Auditor and must be convened within three weeks after the request of Shareholders representing one-tenth of the Share Capital, with at least the agenda items proposed by the concerned Shareholders.

Voting Rights

- Each Shareholder is entitled to one vote per Share at the Shareholders' Meeting. Unifiedpost's major Shareholders do not have different voting rights compared to the other Shareholders.
- Voting rights may be suspended in relation to Shares:
- which were not fully paid up, notwithstanding the request thereto of the Board of Directors;
- to which more than one person is entitled, except in the event a single representative is appointed for the exercise of the voting right;
- which entitle their holder to voting rights above the threshold of 5% or any multiple of 5%, of the total number of voting rights attached to the outstanding financial instruments of Unifiedposton the date of the relevant Shareholders' Meeting, except in the event where the relevant Shareholder has notified Unifiedpostand the FSMA at least 20 days prior to the date of the Shareholders' Meeting on which it wishes to vote of its shareholding reaching or exceeding the thresholds above;
- which are being held by Unifiedpostor by a direct subsidiary of Unifiedpost; and
- of which the voting right was suspended by a competent court or the FSMA.

Notices Convening the Shareholders' Meeting

Holders of registered Shares must receive written notice of the Shareholders' Meeting at least 30 days prior to the meeting. In case the holder(s) of registered Shares, convertible bonds, subscription rights or of a certificate issued with the cooperation of Unifiedpost, have communicated their e-mail address to Unifiedpost in accordance with Article 2:32 BCCA, they will receive written notice of the Shareholder's Meeting on the communicated e-mail address. If such e-mail address had not been communicated, the written notice of the Shareholder's Meeting shall be delivered by regular mail.

Unifiedpost must also publish a notice of the meeting in the Belgian Official Gazette, in a newspaper with national distribution (except for those annual Shareholders' Meetings which take place at the location, place, day and hour indicated in the articles of association and whose agenda is limited to the approval of the annual accounts, the annual reports of the Board of Directors and the Statutory Auditor, discharge to be granted to the directors and Statutory Auditor, the remuneration report and termination provisions) and in media that can be reasonably considered having effective distribution among the public in the EEA and that is swiftly accessible and in a non-discriminatory manner. The notices are published at least 30 days prior to the Shareholders' Meeting. If a new convocation is required for lack of quorum and the date of the second Shareholders' Meeting was mentioned in the first notice, then, in the absence of new agenda items, notices are published at least 17 days in advance of that second Shareholders' Meeting.

As from the publication of the notice, Unifiedpost shall make the information required by law available on Unifiedpost's website (https://www.unifiedpost.com/investor-relations) for a period of five years after the relevant Shareholders' Meeting.

Formalities to attend a Shareholders' Meeting

Unifiedpost has not added in its articles of association additional thresholds on top of those set forth in the Transparency Law.

A shareholder wishing to attend and participate in the Shareholders' Meeting must:

- have the ownership of its Shares recorded in its name, as of midnight Central European Time, on the fourteenth calendar day preceding the date of the meeting (the "record date"), either through registration in the Shareholders' register in the case of registered Shares or through book-entry in the accounts of an authorized account holder or clearing institution in the case of dematerialized Shares; and
- notify Unifiedpost (or the person designated by Unifiedpost) by returning confirmation of its intention to participate in the Shareholders' Meeting via Unifiedpost's e-mail address or the specific e-mail address mentioned in the notice convening the Shareholders' Meeting, at the latest on the sixth calendar day preceding the day of the Shareholders' Meeting. In addition, the holders of dematerialized Shares must, at the latest on the same day, provide Unifiedpost (or the person designated by Unifiedpost) or arrange for Unifiedpost (or the person designated by Unifiedpost) to be provided,

with an original certificate issued by the certified accountholder or clearing institution certifying the number of Shares owned on the record date by the relevant Shareholder and for which it has notified its intention to participate in the meeting.

Holders of profit-sharing certificates, non-voting Shares, bonds, subscription rights or other securities issued by Unifiedpost, as well as holders of certificates issued with the cooperation of Unifiedpost and representing securities issued by the latter, may participate in the Shareholders' Meeting insofar as the law or the articles of association entitles them to do so and, as the case may be, gives them the right to participate in voting. If they propose to participate, such holders are subject to the same formalities concerning admission and access and forms and filing of proxies, as those imposed on Shareholders.

Voting by Proxy

Any Shareholder with the right to vote may either personally participate in the Shareholders' Meeting or give a proxy to another person, who need not be a Shareholder, to represent him or her at the Shareholders' Meeting. A Shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by Unifiedpost. The signed original paper or electronic form must be received by Unifiedpost at the latest on the sixth calendar day preceding the day of the meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirements.

Remote voting in relation to the Shareholders' Meeting

The notice convening the meeting may allow Shareholders to vote remotely in relation to the Shareholders' Meeting, by sending a paper form or, if specifically allowed in the notice convening the meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). These forms shall be made available by Unifiedpost. The original signed paper form must be received by Unifiedpost at the latest on the sixth calendar day preceding the date of the Shareholders' Meeting. Voting through the signed electronic form may occur until the last calendar day before the Shareholders' Meeting.

Unifiedpost may also organize a remote vote in relation to the Shareholders' Meeting through other electronic communication methods, such as, among others, through one or several websites. Unifiedpost shall specify the practical terms of any such remote vote in the convening notice.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the admission formalities.

Right to request items to be added to the agenda and to ask questions at the Shareholders' Meeting.

One or more Shareholders who together hold at least 3% of the Share Capital may request for items to be added to the agenda of any convened Shareholders' Meeting and submit proposals for resolutions with regard to existing agenda items or new items to be added to the agenda, provided that (i) they prove ownership of such shareholding as of the date of their request and record their Shares representing such shareholding on the record date; and (ii) the additional items on the agenda and/or proposed resolutions have been received in writing by Unifiedpost at the latest on the twenty-second day preceding the date of the relevant Shareholders' Meeting. The shareholding must be proven by a certificate evidencing the registration of the relevant Shares in the share register of Unifiedpost or by a certificate issued by the certified accountholder or clearing institution certifying the book-entry of the relevant number of dematerialized Shares in the name of the relevant Shareholder(s).

As the case may be, Unifiedpost shall publish a revised agenda of the Shareholders' Meeting, at the latest on the fifteenth day preceding the Shareholders' Meeting. The right to request that items be added to the agenda or that proposed resolutions in relation to existing agenda items be submitted does not apply in case of a second Shareholders' Meeting that must be convened because the quorum was not obtained during the first Shareholders' Meeting.

Within the limits of Article 7:139 of the BCCA, the directors and the Statutory Auditor shall answer, during the Shareholders' Meeting, the questions raised by Shareholders. Shareholders can ask questions either during the meeting or prior to the meeting (in writing or electronic form), provided that Unifiedpost receives the written question at the latest on the sixth day preceding the Shareholders' Meeting.

Quorum and Majorities

In general, there is no attendance quorum requirement for a general Shareholders' Meeting, except as provided for by law in relation to certain decisions. Decisions are taken by a majority of the votes cast, except where the law or the articles of association provide for a special majority.

Matters involving special legal quorum and majority requirements include, among others, amendments to the articles of association, issues of new Shares, convertible bonds or subscription rights and decisions regarding mergers and demergers, which require at least 50% of the Share Capital to be present or represented and a majority of at least 75% of the votes cast. Furthermore any changes to the corporate purpose or any conversion of legal form of Unifiedpost require at least 50% of the Share Capital to be present or validly represented and a majority of at least 80% of the votes cast. If the quorum is not reached, a second Shareholders' Meeting may be convened at which no quorum shall apply. The special majority requirements, however, remain applicable.

Shareholder structure

On 31 December 2021, there were 33.463.569 shares in issue.

All shares are ordinary shares and confer equal rights. Each share entitles its holder to one vote at the general meeting and the shares represent the denominator for the purpose of transparency notifications, as set forth hereafter.

In accordance with the conditions, terms and modalities stipulated in articles 6 to 13 of the Law of 2 May 2007 and the Royal Decree of 14 February 2008 on the disclosure of important shareholdings (the "Transparency Law"), every natural or legal person must notify Unifiedpost and the FSMA of the number and percentage of existing voting rights that it holds directly or indirectly, when the number of voting rights reaches, exceeds or falls below 5%, 10%, 15%, 20%, etc., each per 5% bracket, of the total of the existing voting rights. The articles of association of Unifiedpost do not provide for additional notification thresholds. Transparency declarations are published on Unifiedpost's website.

The following table shows the shareholder structure on 31 December 2021 based on the notifications made to Unifiedpost and the Belgian Financial Services and Markets Authority ("FSMA") by the shareholder listed below in accordance with article 6 of the Belgian law of 2 May 2007 on the notification of significant shareholdings:

Name	Number of shares	% of voting rights
Sofias BV (Hans Leybaert)[1]	3.904.970	12,84%
Capital Research and Management Company[2]	2.000.000	6,58%
Swedbank Robur Fonder AB[3]	1.847.989	5,98%
NN Group N.V.[4]	3.530.000	10,55%

The major shareholders, to the extent known to Unifiedpost, are published and updated on Unifiedpost's website. Furthermore, none of the major shareholders have, to the extent known to Unifiedpost, special voting rights or control rights.

For information related to the history of the shareholder structure and capital, reference is made to the Prospectus. It is available for download on the investor relations section of our corporate website https://www.unifiedpost.com/en/investor-relations/publications.

Authorised capital

The extraordinary general meeting of 31 August 2020 has authorised the Board of Directors to issue new shares within the framework of the authorised capital and to increase the capital of Unifiedpost, in one or more times, up to a maximum (cumulative) amount of € 242.343.298,24.

This authorisation is granted for a period of 5 years as from the date of publication in the Annexes to the Belgian Official Gazette of the finalisation of the authorisation granted on 31 August 2020.

On 8 January, 24 March, and 9 April 2021 the Board of Directors made use of this authorisation for a total amount of € 56.619.880,28.

Moreover, four exercises of subscription rights took place in 2021. The capital of Unifiedpost was increased as follows:

- On 8 January 2021with € 659.605;
- On 24 March 2021 with € 591.210,97;
- On 9 April 2021 with € 56.625,00;
- On 29 October 2021with € 30.805,58;.

This amounted to a total capital of € 309.219.448,52.

On 31 December 2021, the Board of Directors is still authorized to issue new shares within the framework of the authorized capital and to increase the capital of Unifiedpost, in one or more instalments, up to a maximum amount (cumulative) of € 234.458.025,47. After 31 December 2021 and up until the date of this report, the Board of Directors has used this authorization on 18 March 2022 for a total amount of € 12.756.114,36.

1 *Based on the transparency notification dd. 24/09/2020.*
2 *Based on the transparency notification dd. 28/09/2020, which has been done by The Capital Group Companies, Inc. on behalf of its subsidiaries Capital Research and Management Company.*
3 *Based on the transparency notification dd. 26/01/2021, which has been done by Swedbank Robur Fonder AB.*
4 *Based on the transparency notifications dd. 06/10/2021 (5%) and 23/12/2021 (10.55%), which has been done by NN Group N.V.*

Dividend policy

The dividend policy of Unifiedpost is the result of a yearly balancing of (i) return to shareholders and (ii) availability of free cash flow to finance growth opportunities. This may result in Unifiedpost deciding at any given time not to propose to pay out any dividend. Unifiedpost reports its financial results on a half-yearly and yearly basis.

Holders of subscription rights

On 31 December 2021, the following subscription rights issued by Unifiedpost were outstanding:

- 100.000 "key man subscription rights", with an exercise price of € 18,30 (the "**Key Man Subscription Rights**"), issued by Unifiedpost on 5 October 2015, all allocated to Sofias BV, and each Key Man Subscription Right entitling the holder of such Key Man Subscription Right to ten (10) shares of Unifiedpost. The Key Man Subscription Rights can be exercised in whole or in part, at the sole discretion of Sofias BV at any relevant time, taking into account the expiration date thereof, being 5 October 2025;
- 35.250 "employee subscription rights", with an exercise price which has been determined by the Board of Directors of Unifiedpost (the "**ESOP Subscription Rights**"), issued by Unifiedpost in the context of an employee subscription right (stock option) plan on 5 October 2015 and each ESOP Subscription Right entitling the holder of such ESOP Subscription Right to ten (10) shares of Unifiedpost. During the term of the ESOP Subscription Rights, being ten (10) years as of 5 October 2015, vested ESOP Subscription Rights can be exercised at any time and, as the case may be, in case of a capital increase in cash in accordance with article 7:71 of the Belgian Companies Code. The Board of Directors of Unifiedpost can decide, at its discretion, to foresee additional exercise periods. At the date of this report, 1.000 ESOP Subscription Rights have currently not been allocated; and
- 20.646 "investment subscription rights", with an exercise price of € 100,00 (the "**Investment Subscription Rights**"), issued by Unifiedpost in the context of a bond conversion and capital increase on on 26 June 2020 and 17 July 2020 and each Investment Subscription Right entitling the holder of such Investment Subscription Right to ten (10) shares of Unifiedpost. The Investment Subscription Rights have a term of twenty-four (24) months and can be exercised at the sole discretion of their holder at any time during these twenty-four (24) months.
- 500.000 "**Stock Option Warrants**" issued by Unifiedpost on 29 October 2021 (the "Stock Option Warrants"), allowing each to subscribe to one new ordinary share, and, subject to the condition precedent of the grant, acceptance and exercise of subscription rights and has increased the capital up to a maximum sum equivalent to the multiplication of the number of Stock Option Warrants subscription rights exercised by the exercise price of the Stock Option Warrants subscription rights,

6. Corporate governance statement

and this by the issuance of a maximum of 500.000 new shares. The beneficiaries of the subscription rights are members of the personnel of Unifiedpost within the meaning of article 1:27 of the Companies and Associations Code. None of these Stock Option Warrants have been granted yet

As explained in section 6.2.4, our Board of Directors is currently 33% female, as we have thoroughly invested in a specific gender related search.

Moreover, we are committed to make our broader workforce diverse and create equal opportunities regardless of gender, race or cultural background given the nature of our operations. While no formal diversity targets have yet been set, we have made steps in the right direction. Indeed, Unifiedpost employees have diverse backgrounds across all age groups, from our identified 'future leaders' through to those with deep domain expertise, and are gender diverse with an increasing number of women in management roles.

6. Corporate governance statement

Article 34 of the Royal Decree of 14 November 2007 on the obligations of issuers of securities which have been admitted to trading on a regulated market, requires that listed companies disclose certain items that may have an impact in the event of a takeover bid:

Capital structure

A comprehensive overview of our capital structure as at 31 December 2021 can be found in the "Capital Structure" section of this Corporate Governance Statement.

Restrictions on transfers of securities

The Company's articles of association do not impose any restrictions on the transfer of shares. Furthermore, the Company is not aware of any such restrictions imposed by Belgian law except in the framework of the Market Abuse Regulation.

Holders of securities with special control rights

There are no holders of securities with special control rights other than the nomination rights set out below

Employee share plans where control rights are not exercised directly by the employees

The Company has not set up employee share plans where control rights over the shares are not exercised directly by the employees.

Restriction on voting rights

The articles of association of the Company do not contain any restrictions on the exercise of voting rights by the shareholders, provided that the shareholders concerned comply with all formalities to be admitted to the Shareholders' Meeting.

Shareholder agreements

Unifiedpost is not aware of any shareholder agreement which includes, or could lead to, a restriction on the transfer of its shares or exercise of voting rights related to its shares.

6. Corporate governance statement

The stand-alone and consolidated financial statements, articles of association, annual reports and other information that is disclosed for the benefit of the shareholders are available free of charge at Unifiedpost's registered office. The Articles of Association can be accessed on the corporate website (www.unifiedpost.com) in the section entitled "Investor relations".

6. Corporate governance statement

The audit of the stand-alone financial statements of the Company is entrusted to the Statutory Auditor which is appointed at the Shareholders' Meeting, for renewable terms of three years. The Shareholders' Meeting determines the remuneration of the Statutory Auditor.

The Company's current Statutory Auditor is BDO Bedrijfsrevisoren CVBA BV/BDO Réviseurs d'Entreprises SCRL, having its registered office at Corporate Village, Da Vincilaan 9 box E.6, 1930 Zaventem, Belgium, represented by Ms. Ellen Lombaerts.

BDO is a member of the Institute of certified Auditors (Instituut van de Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises) (membership number B00023).

BDO has been appointed for a term of three years by the Company's extraordinary Shareholders' Meeting held on 30 April 2019 so that its mandate will expire at the annual Shareholders' Meeting that will be asked to approve the stand-alone annual accounts and the consolidated accounts for the financial year ended on 31 December 2021. In years past, the Company has not had any disputes or material disagreements with BDO.

Article 3:71 of the BCCA and Article 24 of the Law of 7 December 2016 on the organization of the profession of and the public supervision over auditors limit the liability of auditors of listed companies to € 12,0 million for, respectively, tasks concerning the legal audit of annual account within the meaning of Article 3:55 of the BCCA and other tasks reserved to auditors of listed companies by Belgian law or in accordance with Belgian law, except for liability resulting from the auditor's fraud or other deliberate breach of duty.

UNIFIEDPOST GROUP SA

Consolidated financial statements as of and for the years ended 31 December 2021 and 2020

1. Consolidated statement of profit or loss and other comprehensive income

		For the year ended 31 December	
Thousands of Euro, except per share data	Notes	**2021**	**2020**
Digital processing revenues	5.7	106.884	68.928
Digital processing cost of services	5.8	(60.196)	(39.577)
Digital processing gross profit		**46.688**	**29.351**
Postage & Parcel optimisation revenues		63.649	-
Postage & Parcel optimisation cost of services		(56.455)	-
Postage & Parcel optimisation gross profit		**7.194**	**-**
Research and development expenses	5.8	(14.221)	(10.505)
General and administrative expenses	5.8	(40.473)	(25.753)
Selling and marketing expenses	5.8	(24.880)	(14.542)
Other income / (expenses)	5.10	(164)	446
Profit / (loss) from operations		**(25.856)**	**(21.003)**
Change in the fair value of financial liabilities	5.30.1	2.477	(5.343)
Financial income		22	102
Financial expenses	5.11	(2.027)	(6.602)
Share of profit / (loss) of associates & joint ventures		-	(51)
Profit / (loss) before tax		**(25.384)**	**(32.897)**
Income tax	5.12	(195)	(872)
PROFIT / (LOSS) FOR THE YEAR		**(25.579)**	**(33.769)**
Other comprehensive income / (loss):		**253**	**(541)**
Items that will not be reclassified to profit or loss, net of tax:			
Remeasurements of defined benefit pension obligations	5.21, 5.27	109	(33)
Items that will or may be reclassified to profit or loss, net of tax:			
Exchange gains / (losses) arising on translation of foreign operations	5.21	144	(508)
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR		**(25.326)**	**(34.310)**
Profit / (loss) is attributable to:			
Owners of the parent		(26.130)	(33.992)
Non-controlling interests		551	223
Total comprehensive income / (loss) is attributable to:			
Owners of the parent		(25.878)	(34.533)
Non-controlling interests		552	223
Earnings per share attributable to the equity holders of the parent, adjusted in both period for the stock split by 10 of 31 August 2020:			
Basic	5.13	(0,80)	(1,72)
Diluted	5.13	(0,80)	(1,72)

The notes form an integral part of these financial statements.

2. Consolidated statement of financial position

		At 31 December	
Thousands of Euro	Notes	**2021**	**2020**
ASSETS			
Goodwill	5.14	154.956	35.159
Other intangible assets	5.15	83.503	47.865
Property and equipment	5.16	8.004	6.778
Right-of-use-assets	5.17	10.793	8.101
Non-current contract costs	5.7	945	857
Deferred tax assets	5.12	310	205
Other non-current assets		989	586
Non-current assets		**259.500**	**99.551**
Inventories		560	507
Trade and other receivables	5.18	34.826	17.718
Contract assets	5.7	853	374
Contract costs	5.7	2.042	1.320
Current tax assets		33	124
Prepaid expenses	5.19	2.350	1.610
Cash and cash equivalents	5.20	16.970	125.924
Current assets		**57.634**	**147.577**
TOTAL ASSETS		**317.134**	**247.128**
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital	5.21	309.220	251.543
Costs related to equity issuance		(15.926)	(15.926)
Share premium reserve	5.21	492	492
Accumulated deficit		(101.332)	(73.818)
Reserve for share-based payments	5.21, 5.33	1.545	1.767
Other reserve	5.21	2.529	4.395
Cumulative translation adjustment reserve		(376)	(520)
Equity attributable to equity holders of the parent		**196.152**	**167.933**
Non-controlling interests		277	264
Total shareholders' equity		**196.429**	**168.197**
Non-current loans and borrowings	5.22	8.868	19.867 (*)
Liabilities associated with puttable non-controlling interests	5.23	1.200	1.788
Non-current lease liabilities	5.25	6.861	5.087
Non-current contract liabilities	5.7	3.623	2.389
Retirement benefit obligations	5.27	175	262
Deferred tax liabilities	5.12	8.702	2.912
Non-current liabilities		**29.429**	**32.305**
Derivative financial instruments	5.30	535	3.750
Current loans and borrowings	5.22	23.318	6.265 (*)
Current liabilities associated with puttable non-controlling interests	5.23	7.080	6.178
Current lease liabilities	5.25	3.818	2.970
Trade and other payables	5.26	42.651	16.553
Contract liabilities	5.7	13.035	10.211
Current income tax liabilities		839	699
Current liabilities		**91.276**	**46.626**
TOTAL EQUITY AND LIABILITIES		**317.134**	**247.128**

(*) 543 thousand bank borrowings have been reclassed from current to non-current loans and borrowings in the 31 December 2020 statement of financial position.

The notes form an integral part of these financial statements.

3. Consolidated statement of changes in equity

Thousands of Euro	Notes	Share capital	Costs related to equity issuance	Share premium reserve	Accumulated deficit	Share based payments	Other reserves	Cumulative translation adjustment reserve	Non-controlling interests	Total equity
Balance At 1 January 2020		**20.744**	**(389)**	**492**	**(40.420)**	**1.552**	**(1.173)**	**(4)**	**-**	**(19.198)**
Profit/(Loss) for the year		-	-	-	(33.992)	-	-	-	223	(33.769)
Other comprehensive income / (loss)	5.21	-	-	-	(33)	-	-	(508)		(541)
Total comprehensive profit/ (loss) for the year		**-**	**-**	**-**	**(34.025)**	**-**	**-**	**(508)**	**223**	**(34.310)**
Non-controlling interests on acquisition of subsidiary		-	-	-	-	-	-	-	2.711	2.711
Put option written over non-controlling interests	5.23	-	-	-	627	-	(3.923)	-	(2.670)	(5.966)
Share-based-payments	5.33	-	-	-	-	215	-	-	-	215
Issuance of shares for cash	5.21	10.408	(25)	-	-	-	(782)	-	-	9.601
Issuance of shares upon conversion of convertible bonds	5.21	45.391	-	-	-	-	10.273	-	-	55.664
Private placement and subsequent listing		175.000	(15.512)	-	-	-	-	-	-	159.488
Other		-	-	-	-	-	-	(8)	-	(8)
Balance At 31 December 2020		**251.543**	**(15.926)**	**492**	**(73.818)**	**1.767**	**4.395**	**(520)**	**264**	**168.197**

Thousands of Euro	Notes	Share capital	Costs related to equity issuance	Share premium reserve	Accumulated deficit	Share based payments	Other reserves	Cumulative translation adjustment reserve	Non-controlling interests	Total equity
Balance At 1 January 2021		**251.543**	**(15.926)**	**492**	**(73.818)**	**1.767**	**4.395**	**(520)**	**264**	**168.197**
Result for the period		-	-	-	(26.130)	-	-	-	551	(25.579)
Other comprehensive income / (loss)		-	-	-	109	-	-	144	-	253
Total comprehensive loss for the period		**-**	**-**	**-**	**(26.021)**	**-**	**-**	**144**	**551**	**(25.326)**
Difference in FV embedded derivative contribution in cash of June -July 2020		-	-	-	-	-	738	-	-	738
Conversion of investment rights linked to contribution in cash of June-July 2020		525	-	-	-	-	-	-	-	525
Share-based payments		-	-	-	-	243	-	-	-	243
Share-based payments - conversions		-	-	-	-	(465)	465	-	-	-
Issuance of shares from contribution in kind of vendor loan of 2021 acquisitions		56.620	-	-	-	-	(2.812)	-	-	53.808
Settlement of share-based payments (ESOP)		532	-	-	-	-	-	-	-	532
Put option JV Romania		-	-	-	-	-	(1.000)	-	-	(1.000)
Curent year profit AND OCI of NCI with put option		-	-	-	-	-	539	-	(506)	33
Changes in carrying value of liabilities associated with puttable NCI		-	-	-	-	-	(424)	-	-	(424)
True up of liabilities associated with puttable NCI and unwind of other reserve due to exercise of linked call option (JV Slovakia)		-	-	-	(1.486)	-	1.274	-	-	(212)
Valuation put option JV Croatia		-	-	-	-	-	(647)	-	(33)	(680)
Other		-	-	-	(7)	-	1	-	1	(5)
Balance as At 31 December 2021		**309.220**	**(15.926)**	**492**	**(101.332)**	**1.545**	**2.529**	**(376)**	**277**	**196.429**

The notes form an integral part of these financial statements.

4. Consolidated statement of cash flows

		For the year ended 31 December	
Thousands of Euro	Notes	**2021**	**2020**
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) for the year		**(25.579)**	**(33.769)**
Adjustments for:			
- Amortisation and impairment of intangible fixed assets	5.15	16.206	11.019
- Depreciation and impairment of property, plant & equipment	5.16	1.241	861
- Depreciation of right-of-use-assets	5.17	4.044	3.138
- Impairment of trade receivables		(25)	71
- Financial income		(22)	(102)
- Financial expenses	5.11	2.027	6.602
- Share of (profit) / loss of joint ventures		-	51
- Loss on disposal of associates	5.10	-	126
- Gain on disposal of fixed assets	5.10	(17)	(66)
- Gain from remeasurement of previously held interest upon assuming control over a subsidiary	5.6.2	-	(465)
- Contingent consideration	5.10	250	-
- Share-based payment expense	5.33	243	215
- Income tax expense / (income)	5.12	195	872
- Fair value change of financial asset	5.30	-	-
- Fair value change of derivative	5.30	(2.477)	5.343
Subtotal		**(3.914)**	**(6.104)**
Changes in Working Capital			
(Increase)/decrease in trade receivables and contract assets & costs		(6.727)	(4.552)
(Increase)/decrease in other current and non-current receivables		(958)	(229)
(Increase)/decrease in Inventories		(41)	(41)
Increase/(decrease) in trade and other liabilities		17.095	4.472
Cash generated from/ (used in) operations		**5.455**	**(6.454)**
Income taxes paid		(1.392)	(381)
Net cash provided by / (used in) operating activities		**4.063**	**(6.835)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments made for acquisition of subsidiaries; net of cash acquired	5.6	(82.903)	1.121
Settlement of the Fitek Slovakia put option		(2.000)	
Payments made for purchase of property, plant & equipment	5.16	(2.166)	(2.398)
Proceeds from the disposals of property, plant & equipment		55	223
Payments made for purchase of intangibles and development expenses	5.15	(19.792)	(10.672)
Proceeds from the disposals of intangibles and development expenses	5.15	56	73
Proceeds from sale of financial assets at fair value through profit or loss		-	-
Proceeds from sale of subsidiaries, net of cash disposed		-	(112)
Upfront payments made for leases		-	(38)
Interest received		20	1
Dividend payments received from joint ventures		-	-
Net cash provided by / (used in) investing activities		**(106.730)**	**(11.802)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Issue of ordinary shares (private placement and subsequent listing)	5.21	-	175.000
Issue of ordinary shares (other)	5.21	525	10.408
Costs related to equity issuance		-	(15.537)
Exercise price ESOP		532	-
Dividends paid to non-controlling interests		-	(14)
Proceeds from loans and borrowings	5.24	8.725	5.836
Repayments of loans and borrowings	5.24	(10.510)	(29.115)
Interest paid on loans, borrowings and leasings		(1.206)	(1.584)
Repayment of lease liabilities	5.25	(4.347)	(3.459)
Net cash provided by/ (used in) financing activities		**(6.281)**	**141.535**
Effect of exchange rate changes		(6)	(20)
Net increase/(decrease) in cash & cash equivalents		**(108.954)**	**122.878**
Cash and cash equivalents at beginning of period	5.20	125.924	3.046
Cash and cash equivalents at end of period	5.20	16.970	125.924

5. Notes to the consolidated financial statements

5.1 General

Unifiedpost Group SA (the "Company") is a Belgian fintech company providing a complete technology portfolio for document processing, identity management, payment services, added value financial services and post and parcel optimisation activities. Unifiedpost Group SA is a limited liability company with its registered office at Avenue Reine Astrid 92, 1310 La Hulpe. The consolidated financial statements of Unifiedpost Group SA as of 31 December 2021 and 2020 (the "Consolidated Financial Statements") comprise Unifiedpost Group SA and its subsidiaries together "the Group" as outlined in note 5.29. These Consolidated Financial Statements were authorised for issue by the Board of Directors on 13 April 2022.

5.2 Basis of preparation

The consolidated financial statements of the Group for the two years ended 31 December 2021 and 2020 were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union ("EU-IFRS"). The Group adopted IFRS since 1 January 2017.

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out in note 5.36.

The accounting standards applied in the consolidated financial statements for the year ended 31 December 2021 are consistent with those used to prepare the consolidated financial statements for the year ended 31 December 2020.

The Group has not early adopted any other Standard, interpretation or amendment that have been issued but is not yet effective.

Standards and interpretations effective for the annual period beginning on or after 1 January 2021

- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2
- Amendment to IFRS 16 Leases: COVID-19-Related Rent Concessions (applicable for annual periods beginning on or after 1 June 2020)
- Amendments to IFRS 4 Insurance Contracts – Extension of the Temporary Exemption from Applying IFRS 9 to 1 January 2023 (applicable for annual periods beginning on or after 1 January 2021)

These amendments do not have a significant impact on the group's financial statements.

Standards and interpretations published, but not yet effective for the annual period beginning on 1 January 2021

- Amendment to IFRS 16 Leases: COVID-19-Related Rent Concessions beyond 30 June 2021 (applicable for annual periods beginning on or after 1April 2021)
- Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use (applicable for annual periods beginning on or after 1 January 2022)
- Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts — Cost of Fulfilling a Contract (applicable for annual periods beginning on or after 1 January 2022)
- Amendments to IFRS 3 Business Combinations: Reference to the Conceptual Framework (applicable for annual periods beginning on or after 1 January 2022)
- Annual Improvements to IFRS Standards 2018–2020 (applicable for annual periods beginning on or after 1 January 2022)
- IFRS 17 Insurance Contracts (applicable for annual periods beginning on or after 1 January 2023)
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting

Policies (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the assets and liabilities that have been acquired as part of a business combination which have been initially recognised at fair value and certain financial instruments which are measured at fair value, as described in note 5.30.1.

The Consolidated Financial Statements are presented in thousands of Euro and all "currency" values are rounded to the nearest thousands, except where otherwise indicated.

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies. The areas where significant judgment and estimates have been made in preparing the financial statements and their effect are disclosed in note 5.4.

5.3 Significant changes in the accounting policies

For some 2021 business combinations, different useful lifetimes were used for intangible assets compared to previous business combinations. The updated table of estimated useful lives is as follows:

Intangible asset	Estimated useful life
Internally generated software	5 years
Acquired software	3 – 5 years
Customer relationships	5 – 15 years
Trade names	5 – 10 years

5.4 Significant accounting estimates and judgements

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continuously evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The judgements in accounting policies that are important for the presentation of the Financial Statements are addressed in the following note:

Going concern – At 31 December 2021, the Group has € 22,9 million net debt. Net debt has been defined as cash and cash equivalents - investments minus interest bearing financial debts (bank borrowings) minus lease liabilities. After 31 December 2021 Unifiedpost Group obtained a commitment to a new credit facility for a total amount of € 100 million (€ 84,7 million net of commitment fees) and received cash injection from a capital increase of € 12,8 million. These cash inflows enable to repay the existing facility with current bank partners in the amount of € 18,1 million and provides sufficient cash to implement the future investment plan at the planned rate.

The estimation of uncertainties that are important for the presentation of the financial statements are addressed in the following notes:

- Valuation of intangible assets acquired in business combinations – inputs used in the valuation models for acquisition-related intangibles based on the following methodologies: the multi-period excess earnings method, replacement cost method, and the relief from royalty method, for customer relationships, developed technology, and tradenames, respectively (see note 5.6.3);
- Amortisation of customer relations – the useful life of customer relations has been estimated at 5-15 years. The useful life and the related accounting method are reviewed annually;

- Amortisation of trade names – the useful life of brand names has been estimated at 5-10 years. The useful life and the related accounting method are reviewed annually;
- Impairment testing of goodwill and non-financial assets – Estimate of future cash flows when determining the recoverable value of cash generating units including goodwill and determination of the discount rate to apply to those future cash flows (see note 5.14);
- Development expenses –Estimate about whether the conditions to capitalize development expenses in line with IAS38 are being met and more specifically whether there will be sufficient future economic benefits generated by the capitalized development expenses. Furthermore an important element of estimate is linked to the determination of the useful life of each of the internally developed intangibles assets (see note 5.8);
- Deferred tax – Estimate of timing and amount of future taxable profits against which unused tax losses can be utilised; and
- Fair value measurement – Fair value measurement of the contingent considerations, the anti-dilution clauses derivative as well as the liabilities associated with puttable non-controlling interest, are all categorised as a level 3 in the fair value hierarchy of IFRS 13 Fair Value Measurement (see note 5.30.1).
- Derivative financial instruments – For the valuation of the anti-dilution rights, an estimate was made to assess the portion of subscription right holders that would exercise their rights before expiry date.

5.5 Significant events and transactions

2021 Acquisitions

In 2021, the Group successfully completed 6 acquisitions. In addition, 2 minor acquisitions were completed in November 2021. On 8 January 2021, Unifiedpost Group SA completed 3 acquisitions of 100% of the shares of 21 Grams Holding AB, Akti NV and BanqUP BV. On 19 March 2021, Unifiedpost Group SA announced 2 acquisitions of 100% of the shares of Digithera S.r.l. and Sistema Efactura SL.

On 12 April 2021, Unifiedpost Group SA announced the acquisition of 100% of the shares of Crossinx GmbH. Prior to the acquisition, on 26 March 2021, Crossinx had concluded an agreement for the purchase of all shares in First Business Post in Hungary. In November 2021, the group acquired 2 small companies, eInvoice SG Pte Ltd in Singapore and Crossinx Dicompay GmbH.

In addition to the 8 acquisitions listed above, The Group acquired on 7 June 2021 the remaining 49% shares of Fitek Slovakia through exercising the call option.

COVID-19 pandemic

In 2020, the group was negatively impacted by COVID-19, mainly in transactional revenue. An estimated revenue of € 2,5-3 million was lost by the reduction of economic activity. Project revenue was slightly impacted due to postponed projects by the lockdowns.

For 2021, there are no indications that the Group's revenue was negatively impacted due to COVID-19. While the Group is recovering quite well from the Covid-impact incurred over last year in the more traditional paper-related segment of our business, we do note that some migration projects from paper to digital were postponed to the second half of the year impacting some of our operations temporarily.

5.6 Business combinations during the period

5.6.1 Summary of acquisitions

The Group has made following acquisitions during the previous and current reporting period:

Thousands of Euro				
Acquisitions	**Principal activity**	**Date of acquisition**	**Proportion of shares acquired**	**Consideration transferred**
Fitek Balkan d.o.o.	Financial process automation	11/02/2020	51%	6.964
Tehnobiro d.o.o.	Financial process automation	3/07/2020	51%	340
21 Grams Holding AB	Mailing Solutions	8/01/2021	100%	40.427
BanqUP BV	Payment Solutions	8/01/2021	100%	7.380
Akti NV	E-commerce Solutions	8/01/2021	100%	1.488
Sistema Efactura SL	Financial process automation	18/03/2021	100%	1.934
Digithera S.r.l.	Financial process automation	24/03/2021	100%	1.549
Crossinx GmbH	Financial process automation	9/04/2021	100%	93.821
eInvoice	Financial process automation	03/11/2021	100%	119
Crossinx Dicompay	Dormant company	10/11/2021	100%	25

2021 Acquisitions

The 2021 and 2020 acquisitions are aligned with the Group's focused buy-and-build strategy and are intended to create and further expand a one-stop-shop service offering including the solutions of the acquired business, in existing markets as well as the acquired businesses' new local markets.

Akti

On 8 January 2021, the Company acquired 100% of the shares in Akti NV. Akti is a Belgian cloud company which provides SMEs with commerce and e-commerce solutions, including order management and invoice processing. The consideration transferred for the business combination amounts to a total of € 1,5 million of which € 0,2 million is a deferred payment. The remaining amount of the consideration is a € 1,3 million vendor loan received from the sellers which has been converted in capital subsequently. The fair value of the 54.651 shares issued as part of the vendor loan conversion (€ 1,3 million) was based on the published share price on 8 January 2021 of € 23,495 per share.

BanqUP

On 8 January 2021, the Company acquired 100% of the shares in BanqUP BV. The company has operational activities in Belgium and Poland. The consideration transferred for the business combination amounts to a total of € 7,4 million, including € 3,9 million vendor loans received from the sellers which have been converted in capital and a deferred payment of € 1,4 million. The remaining amount of the consideration has been paid in cash. The fair value of the 165.301 shares issued as part of the vendor loan conversion (€ 3,9 million) was based on the published share price on 8 January 2021 of € 23,495 per share.

21 Grams

On 8 January 2021, the Company acquired 100% of the shares in 21 Grams. 21 Grams (21 Grams Holding AB), with its headquarters in Stockholm and operations in Sweden, Norway and Denmark, provides mission-critical outbound mailing solutions as well as amortised post(age) and parcel services. The consideration transferred for the business combination amounts to a total of € 40,4 million consisting of a consideration in cash of € 31,3 million and € 3,3 million vendor loans received from the sellers which subsequently have been converted in capital and € 5,8 million loan repayment. The fair value of the 139.542 shares issued as part of the vendor loan conversion (€ 3,3 million) was based on the published share price on 8 January 2021 of € 23,495 per share.

Sistema Efactura

On 18 March 2021, the Company acquired an additional 100% of the shares in Sistema Efactura SL, a company based in Madrid, Spain. Sistema Efactura offers a full digital invoicing ecosystem for businesses and public administrations to lower costs, increase efficiency and security with access to payments and financing. The consideration transferred for the business combination amounts to total € 1,9 million. The acquisition is paid in cash for € 0,4 million. The remaining € 0,4 million concerns a deferred payment and € 1,1 million loan repayment.

Digithera

On 24 March 2021, the Company acquired 100% of the shares in Digithera S.r.l. Digithera is an Italian company, based in Milan, that provides an electronic invoicing platform to businesses that want to fulfil their Italian (electronic) invoicing obligations. The consideration transferred for the business combination amounts to total € 1,5 million consisting of a consideration in cash of € 1,1 million and € 0,3 million vendor loans received from the sellers which subsequently have been converted in capital and a deferred payment of € 0,1 million.

Crossinx

On 9 April 2021, the Company acquired 100% of the shares in Crossinx GmbH. Crossinx has a network reach to over 350,000 companies. The group offers flexible, scalable solutions for electronic invoice processing, EDI and supply chain financing in the Dach-region. The initial consideration transferred on the acquisition date for the business combination amounts to € 93,8 million. The initial consideration consists of a cash payment for an amount of € 46,9 million, € 45,1 million were vendor loans received from the sellers which subsequently have been converted in capital, and € 1,8 million relates to the settlement of pre-existing relationships. The fair value of the 2.426.727 shares issued as part of the vendor loan conversion (€ 45,1 million) was based on the published share price on 9 April 2021 of € 18,5 per share.

The total of the 3 subsequent 'on-target' contingent considerations on the revenue targets of 2021, 2022 and 2023, amounts to € 40 million (€ 13,3 million per year), of which 50% is to be paid in cash and 50% in shares. In addition, the maximum contingent consideration is capped based on a 150% revenue performance to an additional € 20 million payable in shares only. The fair value of the contingent consideration has been valued at € 0 at acquisition date as well as at 31 December 2021. Management has made the assessment that no contingent consideration will need to be paid based on the actual revenue recognised and current forecasts. The current forecasts are based on a detailed business plan for the Dach region, which had been used for the assessment at closing date.

Prior to the acquisition, on 26 March 2021, Crossinx had concluded an agreement for the purchase of all shares in First Business Post in Hungary. The initial consideration amounts to € 3,6 million consisting of a consideration in cash of € 3,3 million and a deferred payment of € 0,3 million. The fair value of a contingent consideration was estimated to value € 0 at acquisition date. At year-end, the fair value of the contingent consideration has been valued at € 0,3 million. This amount has been recorded as other expense (see note 5.10). The current forecasts are based on the information available at closing date and acquisition date.

The acquisition of First Business Post had been assessed as being integral part of the Crossinx acquisition and accounted for as one business combination.

Fitek Slovakia

The Group acquired on 7 June 2021 the remaining 49% shares of Fitek Slovakia through exercising the call option for an amount of € 2,0 million. Since then, the Group owns 100% of the shares of the Slovakian entity.

eInvoice

On 3 November 2021, the Company acquired 100% of the shares in eInvoice.SG PTE LTD. eInvoice is a company based in Singapore. The consideration transferred for the business combination amounts to total € 119 thousand in cash.

Crossinx Dicompay

On 10 November 2021, the Company acquired 100% of the shares in Crossinx Dicompay GmbH (formerly known as Blitz F21-493 Gmbh). Crossinx Dicompay is a German dormant company, based in Frankfurt. The consideration transferred for the business combination amounts to total € 25 thousand in cash.

2020 Acquisitions

Fitek Balkan

On 11 February 2020, the Company acquired an additional 1% of the shares in the Fitek Balkan joint ventures, thereby obtaining control of them. The consideration transferred to affect the business combination amounts to € 7,0 million, including vendor loans received from the sellers of € 0,2 million, the settlement of pre-existing relationships of € 0,1 million and the fair value of the 50% equity previously held in the Fitek Balkan joint venture of € 6,8 million.

Tehnobiro

On 3 July 2020, the Fitek Balkan acquired 51% of the shares of Tehnobiro d.o.o., thereby obtaining control of them. The consideration transferred to affect the business combination is estimated to total € 340 thousand. A provisional fair value adjustment of € 54 thousand has been determined to reflect the fair value of acquired customer relationships, determined using the multi-period excess earnings method.

5.6.2 Consideration transferred

The total consideration transferred to affect the business combinations can be summarised as follows:

	2021								2020	
Euro	21 Grams	BanqUP	Akti	Digithera	Sistema Efactura	Crossinx	eInvoice	Crossinx Dicompay	Tehnobiro	Fitek Balkan
Cash	31.356	2.098	-	1.140	418	46.911	119	25	270	-
Issuance of ordinary shares	3.279	3.884	1.284	282	-	45.080	-	-	-	-
Deferred payment	-	1.398	204	127	387	-	-	-	-	-
Bank loans not assumed but immediately settled	5.792	-	-	-	1.129	-	-	-	-	-
Contingent cash consideration	-	-	-	-	-	-	-	-	-	-
Contingently issuable ordinary shares	-	-	-	-	-	-	-	-	-	-
Vendor loan	-	-	-	-	-	-	-	-	70	150
Issuance of convertible bonds	-	-	-	-	-	-	-	-	-	-
Acquisition date fair value of the previously held equity interest	-	-	-	-	-	-	-	-	-	6.750
Settlement of pre-exisiting relationships	-	-	-	-	-	1.830	-	-	-	64
Total consideration	**40.427**	**7.380**	**1.488**	**1.549**	**1.934**	**93.821**	**119**	**25**	**340**	**6.964**

5.6.3 Assets acquired and liabilities assumed at the date of acquisition

Details of the provisional fair value of identifiable assets and liabilities acquired in the 2021 and 2020 business combinations, and of the resulting goodwill are as follows:

	2021								2020	
Thousands of Euro	**21 Grams**	**BanqUP**	**Akti**	**Digithera**	**Sistema Efactura**	**Crossinx**	**eInvoice**	**Crossinx Dicompay**	**Tehnobiro**	**Fitek Balkan**
Trade name	2.491	290	-	-	-	2.278	-	-	54	-
Software	13.988	547	121	468	1.147	1.499	-	-	-	386
Customer relationships	5.528	342	136	121	82	2.869	-	-	222	3.895
Property and equipment	167	-	2	8	34	98	-	-	147	3.710
Right-of-use assets	1.314	87	52	62	44	842	-	-	3	119
Other non-current assets	17	57	-	-	3	18	-	-	-	-
Inventories	12	-	-	-	-	-	-	-	-	263
Trade and other receivables	10.165	192	15	255	80	976	-	-	111	1.241
Prepaid expenses	-	-	-	3	-	52	-	-	-	1
Cash and cash equivalents	4.619	396	49	418	227	2.183	-	25	93	1.298
Lease liabilities	(1.219)	(87)	(52)	(62)	(44)	(842)	-	-	(3)	(122)
Loans and borrowings	(483)	(152)	-	(124)	(4)	(4.102)	-	-	-	(3.309)
Deferred tax liabilities	(4.201)	(158)	(22)	(141)	(20)	(1.770)	-	-	(35)	(735)
Trade and other payables	(10.367)	(136)	(34)	(262)	(158)	(1.374)	(83)	-	(39)	(1.703)
Tax liabilities	-	(6)	-	(4)	-	60	-	-	-	-
Contract liabilities	-	(682)	-	-	(122)	(858)	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-	(272)	(2.440)
Provisions	-	-	-	(54)	-	-	-	-	-	-
Total net assets	**22.031**	**690**	**267**	**688**	**1.269**	**1.929**	**(83)**	**25**	**281**	**2.604**
Goodwill	**18.396**	**6.690**	**1.221**	**861**	**665**	**91.892**	**202**	**-**	**59**	**4.360**
Consideration transferred	**40.427**	**7.380**	**1.488**	**1.549**	**1.934**	**93.821**	**119**	**25**	**340**	**6.964**

2021 Acquisitions

21 Grams

The Company has provisionally identified and valued € 22.007 thousand in intangible assets acquired in the business combination that were not recognised by the acquired business. These include trade names of € 2.491 thousand (estimated using the relief-from-royalty method), customer relationships of € 5.528 thousand (estimated using the multi-period excess earnings method) and technology of € 13.988 thousand (estimated using the reproduction cost approach). These intangibles are amortised based on estimated remaining useful lives of 5 years technology, of 10 years for trade names and of 15 years for customer relationships.

Akti

The Company has provisionally identified and valued € 136 thousand in intangible assets acquired in the business combination, relating to customer relationships. The customer relations are amortised based on their estimated remaining useful life of 5 years. Additionally, the acquired technology has been valued at € 121 thousand and are amortised based on their estimated remaining useful life of 5 years.

BanqUP

The Company has provisionally identified and valued € 1.179 thousand in intangible assets acquired in the business combination that were not recognised by the acquired business. These include trade names of € 290 thousand (estimated using the relief-from-royalty method), customer relationships of € 342 thousand (estimated using the multi-period excess earnings method) and technology of € 547 thousand (estimated using the reproduction cost approach). These intangibles are amortised based on estimated remaining useful lives of 5 years for technology, of 10 years for trade names and of 15 years for customer relationships.

Digithera

The Company has provisionally identified and valued € 121 thousand in intangible assets acquired in the business combination, relating to customer relationships. The customer relationships are amortised based on their estimated remaining useful life of 5 years. Additionally, the acquired technology has been valued at € 468 thousand (estimated using the reproduction cost approach) and are amortised based on their estimated remaining useful life of 5 years.

Sistema Efactura

The Company has provisionally identified and valued € 82 thousand in intangible assets acquired in the business combination, relating to customer relationships. The customer relationships are amortised based on their estimated remaining useful life of 10 years. Additionally, the acquired technology has been valued at € 1.147 thousand (estimated using the reproduction cost approach) and are amortised based on their estimated remaining useful life of 4 years.

Crossinx

On 9 April 2021, the Company acquired 100% of the shares in Crossinx. The Company has provisionally identified and valued € 6.646 thousand in intangible assets acquired in the business combination. These include trade names of € 2.278 thousand (estimated using the relief-from-royalty method), customer relationships of € 2.869 thousand (estimated using the multi-period excess earnings method) and technology of € 1.499 thousand (estimated using the reproduction cost approach). These intangibles are amortised based on estimated remaining useful lives of 5 years technology, of 10 years for trade names and of 15 years for customer relationships.

The final purchase price allocation of Crossinx will be determined when the Company has completed the detailed valuations and necessary calculations. The final allocation could differ materially from the preliminary allocation disclosed in the table above. The final allocation may include (1) changes in fair values of customer relationships, software and trade names (2) changes in allocations to other intangible assets as well as goodwill and (3) other changes to assets and liabilities.

The goodwill of the 2021 business combinations, arose from synergies, having access to local teams with local market knowledge, the enlargement of the total market addressable by the Group's solutions, as well as from intangible assets that do not qualify for recognition.

For eInvoice and Crossinx Dicompay the fair value adjustments were assessed to be zero.

2020 Acquisitions

Fitek Balkan

On 11 February 2020, the Company acquired an additional 1% of the shares in the Fitek Balkan joint ventures, thereby obtaining control of them. The consideration transferred to affect the business combination is estimated at € 7,0 million, including a provisional determination of the fair value of the previously held equity interest and the settlement of pre-existing relationships with the acquired entity. A fair value adjustment of € 3.895 thousand has been determined to reflect the fair value of acquired customer relationships, using the multi-period excess earnings method. The gain realised on the revaluation of the previously held 50% equity interest amounts to € 465 thousand, which the Company reported under Other income.

Goodwill arose from synergies, primarily those offered by the enlargement of the total market addressable by the Group's solutions, as well as from intangible assets that do not qualify for recognition.

The Group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets.

The Group has granted a put option to non-controlling shareholders whereby they have the right to sell their shares to the Group at some future date, at a price to be determined at the time of exercise based on an agreed formula approximating a market price, price adjusted for the fair market value of the Sirius Star's building in Belgrade. The terms do not provide a present ownership interest in the shares subject to the put. The fair value of the put option has been determined to be € 6.355 thousand (see note 5.16). A non-current liability has been recorded by partly offsetting the non-controlling interest recognised upon acquiring control over Fitek Balkan of € 2.440 thousand, while the remaining balance has been charged directly to the other reserves in the equity attributable to equity holders of the parent. The Balkan put option was valued at € 7.080 thousand at 31 December 2021.

No changes were made to the initial purchase price allocation.

Tehnobiro

€ 70 thousand of total consideration of € 340 thousand was contingent upon the fulfilment of the Tehnobiro's 2020 business plan.

Goodwill will arise from synergies, primarily those offered by the enlargement of the total market addressable by the Group's solutions, as well as from intangible assets that do not qualify for recognition.

No changes were made to the initial purchase price allocation.

5.6.4 Revenue and profit or loss contribution

The tables below present:

- the contribution of the acquired businesses to the Group's revenues and net profit or loss for the period from their date of acquisition to 31 December; and
- the hypothetical contribution of the acquired businesses to the Group's revenue and net profit or loss for the period in which the acquisition took place, as if the acquisition had occurred on 1 January of that year. These amounts have been calculated using the acquired business' results and adjusting them essentially for differences in the accounting policies between the group and the acquired business.

								Since date of acquisition (2021)
	8 Jan 2021	8 Jan 2021	8 Jan 2021	18 Mar 2021	24 Mar 2021	9 Apr 2021	3 Nov 2021	11 Nov 2021
Thousands of Euro	21 Grams	BanqUP	Akti	Sistema Efactura	Digithera	Crossinx	eInvoice	Crossinx Dicompay
Revenues	81.949	1.404	152	330	833	4.336	1	-
Profit / (loss) for the period	271	(23)	(4)	(332)	(99)	(3.630)	(8)	-

		Since date of acquisition (2020)
Thousands of Euro	Tehnobiro	Fitek Balkan
Revenues	310	7.414
Profit / (loss) for the period	3	894

								For the 12-month period ended 31 December 2021
Thousands of Euro	21 Grams	BanqUP	Akti	Sistema Efactura	Digithera	Crossinx	eInvoice	Crossinx Dicompay
Revenues	81.949	1.404	152	581	1.150	5.885	1	-
Profit / (loss) for the period	271	(23)	(4)	(356)	(30)	(4.262)	(21)	-

		For the 12-month period ended 31 December 2020
Thousands of Euro	Tehnobiro	Fitek Balkan
Revenues	674	7.747
Profit / (loss) for the period	35	561

5.7 Revenue from contracts with customers

5.7.1 Disaggregation of revenue from contracts with customers

The Group derives revenue from the provision of services over time and at a point in time from the following sources:

			For the year ended 31 December
Thousands of Euro	Timing of revenue recognition	2021	2020
Revenue from recurring services		**158.235**	**62.443**
Transactions		135.217	45.222
Document processing	Over time	69.643	23.519
Postage & Parcel optimisation	At a point in time	63.649	-
Print production	At a point in time	1.925	21.703
Subscriptions	Over time	20.841	14.463
Managed services	Over time	2.177	2.758
Project revenue		**12.298**	**6.485**
Implementation requests	Over time when not distinct, at a point in time otherwise	3.619	1.494
Change requests	At a point in time	7.042	3.650
Sale of licenses	At a point in time	1.637	1.341
Total		**170.533**	**68.928**

The Group expects its revenue from subscriptions, transactions and from managed services to repeat because the contracts with its customers generally extend over the current accounting period in exchange for active use of our services, or because they include auto-renewal provisions.

The growth in revenue from recurring services between 2021 and 2020 amounts to 153%, due to the acquisitions.

As of 2021 onwards, documents that are part of a digital process (preparation, generation, sharing, filing,…) but get at a certain moment in the process a paper delivery component, are presented as part of Document processing. Consequently, as of 2021, Print production only relates to offset printing business and no longer includes the paper-related (printed) documents business. This causes a significant fluctuation in between categories from Print production towards Document processing. Print production revenue per 31 December 2020, according to new classification, would have amounted to about € 1.055 thousand.

As a result of the acquisitive growth of the Group, product lines were updated and now also includes postage and parcel optimisation.

The Group's revenue per product line was as follows for the years ending 31 December 2021 and 2020:

					For the year ended 31 December
			2021		
Thousands of Euro	**Documents & Banqup**	**Payments & Identity**	**Finance & services**	**Postage & parcel optimization**	**Total**
Revenue from recurring services	**79.377**	**12.394**	**2.815**	**63.649**	**158.235**
Transactions	70.148	1.420	-	63.649	135.217
Document processing	68.223	1.420	-	-	69.643
Postage & Parcel optimisation	-	-	-	63.649	63.649
Print production	1.925	-	-	-	1.925
Subscriptions	9.229	10.974	638	-	20.841
Managed services	-	-	2.177	-	2.177
Project revenue	**11.964**	**87**	**247**	**-**	**12.298**
Implementation requests	3.602	17	-	-	3.619
Change requests	6.725	70	247	-	7.042
Sale of licenses	1.637	-	-	-	1.637
Total	**91.341**	**12.481**	**3.062**	**63.649**	**170.533**

					For the year ended 31 December
			2020		
Thousands of Euro	**Documents & Banqup**	**Payments & Identity**	**Finance & services**	**Postage & parcel optimization**	**Total**
Revenue from recurring services	**51.540**	**7.458**	**3.445**	**-**	**62.443**
Transactions	44.901	321	-	-	45.222
Document processing	23.198	321	-	-	23.519
Postage & Parcel optimisation	-	-	-	-	-
Print production	21.703	-	-	-	21.703
Subscriptions	6.276	7.137	1.051	-	14.464
Managed services	363	-	2.394	-	2.757
Project revenue	**6.238**	**191**	**56**	**-**	**6.485**
Implementation requests	1.424	70	-	-	1.494
Change requests	3.473	121	56	-	3.650
Sale of licenses	1.341	-	-	-	1.341
Total	**57.778**	**7.649**	**3.501**	**-**	**68.928**

The Group generated revenue in the following **primary geographical markets** during the years ending 31 December 2021 and 2020:

For the period 1 January – 31 December		
Thousands of Euro	**2021**	**2020**
Western Europe	57.046	47.024
Central Eastern Europe	2.956	1.982
South Europe	11.945	6.754
Northern Europe	98.586	13.168
Total	**170.533**	**68.928**

5.7.2 Contract assets and liabilities

Contract assets arise when we recognise revenue in excess of the amount billed to the customer and the right to payment is contingent on conditions other than simply the passage of time, such as the completion of a related performance obligation. The Group has not recognised significant impairment losses on contract assets for any of the periods presented. A portion of contract assets relates to a bill and hold agreement.

		At 31 December
Thousands of Euro	**2021**	**2020**
Current	853	374
Total Contract assets	**853**	**374**

Contract liabilities consist of billings or customer payments in excess of amounts recognised as revenue. Current contract liabilities relate to performance obligations that will be satisfied within one year.

The Group's contract liabilities primarily arise from:

- Subscription fees that are invoiced in advance of the period of service and are recognised monthly when the performance obligation has been satisfied;
- Fees for non-distinct implementation services that are recognised rateably over the initial non-cancellable term of a Software-as-a-Service (SaaS) contract, which typically ranges from one to three years; and
- Revenue deferred until when Post-contract Customer Service ("PCS") obligations (including stand-ready obligations to provide unspecified software upgrades) have been satisfied.

		At 31 December
Thousands of Euro	**2021**	**2020**
Non-current	(3.622)	(2.389)
Current	(13.036)	(10.211)
Total Contract liabilities	**(16.658)**	**(12.600)**

The following table provides an overview of contract liabilities from contracts with customers:

Contract liabilities as at 31 December 2021						
						Income to be recognised in:
Thousands of Euro	**Total**	**2022**	**2023**	**2024**	**2025**	**2026**
Subscription fees	12.274	8.966	2.330	978	-	-
Fees for non-distinct implementation services	1.274	1.056	174	39	5	-
PCS	3.110	3.014	83	13	-	-
Total Contract liabilities	**16.658**	**13.036**	**2.587**	**1.030**	**5**	**-**

Contract liabilities as at 31 December 2020						
						Income to be recognised in:
Thousands of Euro	**Total**	**2021**	**2022**	**2023**	**2024**	**2025**
Subscription fees	8.749	6.606	1.662	481	-	-
Fees for non-distinct implementation services	864	781	47	31	4	1
PCS	2.987	2.824	144	19	-	-
Total Contract liabilities	**12.600**	**10.211**	**1.853**	**531**	**4**	**1**

Movements in current contract liabilities for the years ending 31 December 2021 and 2020 are as follows:

		At 31 December
Thousands of Euro	**2021**	**2020**
Balance at 1 January	12.600	7.924
Revenue recognised that was included in the contract liability balance at the beginning of the period:		
Subscriptions	(6.606)	(5.755)
Implementation services	(781)	(300)
PCS	(2.824)	(698)
Revenue deferred during the period	12.999	11.429
Business combinations	1.270	-
Balance at 31 December	**16.658**	**12.600**

At 31 December 2021, contract liabilities were € 12.274 thousand for subscription fees billed in advance (Documents & Banqup: € 1.443 thousand; Payments & Identity: € 10.477 thousand; Finance & services: € 354 thousand), € 1.274 thousand for non-distinct implementation services and € 3.110 thousand for unsatisfied PCS obligations.

5.7.3 Remaining performance obligations

The transaction price allocated to remaining performance obligations that are unsatisfied, or partially unsatisfied, represents contracted revenue that will be recognised in future periods. The Group's future performance obligations consist primarily of SaaS hosting/subscription obligations relating to future periods of the one to three-year contractual term of its contracts, and to contracted but uncompleted PCS obligations. The amount of revenue recognised during any period presented from performance obligations satisfied in prior periods was not significant. Except for those amounts reported as contract liabilities, the Group generally has a right to consideration from customers in an amount that corresponds directly with the value to the customer of the entity's performance completed to date. The Group therefore expects to recognise approximately € 13.036 thousand of revenue in the twelve months following 31 December 2021, corresponding to the reported amount of current contract liabilities, and € 3.622 thousand thereafter (see table 5.7.2). Excluded from the measure of remaining performance obligations are amounts related to future transactional or usage-based fees for which the value of services transferred to the customer will correspond to the amount that will be invoiced for those services.

5.7.4 Contract costs

Contract costs in the statement of financial position generally relate to costs directly related to specifically identified contracts that are incurred to fulfil these contracts and are expected to be recovered from them. The majority of the costs are to fulfil future performance obligations under our Identity contracts. Contract costs relate to Identity-subscriptions and are being released in profit and loss according to term of the related Identity-subscriptions.

		At 31 December
Thousands of Euro	**2021**	**2020**
Non-current	945	857
Current	2.042	1.320
Total Contract costs	**2.987**	**2.177**

5.8 Disclosure of expenses

Details of expenses by nature are as follows:

		For the year ended 31 December	
Thousands of Euro	Notes	2021	2020
Expenses by nature			
Scanning, printing and postage		100.153	23.701
Employee benefits	5.9	71.841	43.815
Depreciation and amortisation		21.488	13.168
Impairment charges	5.14	-	1.850
Professional services		8.848	7.215
Cloud and other IT services		6.060	3.705
Marketing		2.205	2.488
Facility costs		1.913	1.145
Subcontractors		1.765	1.243
Capitalization of own development costs		(18.928)	(10.146)
Other		880	2.193
Total		**196.225**	**90.377**
Expenses by type			
Cost of services		116.651	39.577
Research and development expenses		14.221	10.505
General and administrative expenses		40.473	25.753
Selling and marketing expenses		24.880	14.542
Total		**196.225**	**90.377**

Included in Professional Services for the year ended 31 December 2021 are € 1.248 thousand of legal, reporting accountants' and other fees relating to the 2021 acquisitions. For the year ended 31 December 2020 € 3.866 thousand of legal, reporting accountants' and other fees were expensed in preparation of the listing of the Company's shares on Euronext Brussels on 22 September 2020.

Depreciation of property and equipment as well as of right-of-use assets, amortisation of intangible assets and impairments are reported in the following categories of expenses by function:

Depreciation, amortisation and impairment charges by type			
Thousands of Euro	Notes	2021	2020
Depreciation			
Cost of services		1.210	1.422
Research and development expenses		1.883	1.035
General and administrative expenses		1.467	1.083
Selling and marketing expenses		722	459
Total depreciations	5.16, 5.17	**5.282**	**3.999**
Amortisation			
Cost of services		18	10
Research and development expenses		6.074	3.840
General and administrative expenses		4.958	1.118
Selling and marketing expenses		5.156	6.051
Total amortisations and impairment	5.15	**16.206**	**11.019**
Total depreciations, amortisations and impairment		**21.488**	**15.018**

The increase in the amortization is the effect of (i) the amortization of the intangibles identified as a result of the purchase price accounting of the 2021 acquisitions (see note 5.6.3) and (ii) the continued investment in our digital platform.

The 2020 amortisation in selling and marketing expenses includes the impairment of the Fitek brand name of € 1,9 million as a result of the decision taken by the Board of Directors in November 2020.

5.9 Employee benefit expenses

Details of employee benefit expenses are as follows:

		For the year ended 31 December	
Thousands of Euro	Notes	**2021**	**2020**
Wages, salaries, fees and bonuses		39.046	22.492
Social security		7.412	4.336
Fees paid to contractors		21.088	14.796
Pensions costs: defined contribution plans	5.27	1.002	200
Pensions costs: defined benefit plans	5.27	275	236
Employee benefits – company car		1.513	1.304*
Other benefits		1.505	451
Total		**71.841**	**43.815**

(*) Restatement of the figures reported for 2020: the originally reported amount on 'Wages, salaries, fees and bonuses' (€ 23.976 thousand) has been split up to be able to report separately on employee benefits regarding company car (€ 1.304 thousand).

Although the average number of FTE's increased with 66% from 790 FTE's in 2020 to 1.312 FTE's in 2021 (mainly on Platform related Product Unit), the average employee benefit expenses amounts to € 54.8 thousand per FTE including subcontractors, which is in line with previous year.

5.10 Other income and expenses

Details of other income and expenses are as follows:

	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Contingent consideration First Business Post	(250)	-
Loss on sale of subsidiary	(2)	(126)
Income from recharge of costs	60	5
Gain from remeasurement of previously held interest upon assuming control over a subsidiary (**)	-	465
Gain on sale of fixed assets	17	66
Other	11	56
Total	**(164)**	**466**

(**) This gain is referring to the result out of the interest held in Fitek Balkan, prior to having full control.

5.11 Financial expenses

Details of financial expenses are as follows:

	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Interest and finance charges paid/payable on financial liabilities not at fair value through profit or loss	937	5,850
Interest and finance charges paid/payable for lease liabilities	212	133
FX losses	405	229
Other	473	390
Total	**2.027**	**6.602**

The decrease in interest expense is a result of the conversion of the convertible bonds in June, July and September 2020. The interest expense relating to the convertible bonds amounted to € 4.610 thousand for 2020.

5.12 Income tax

Tax expense/(credit)

The net tax expense/(credit) consists of:

	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Current tax expense		
Current tax on profits for the year	850	567
Total current tax expense	**850**	**567**
Deferred tax expense		
Origination and reversal of temporary differences	(655)	305
Recognition of tax assets arising from unused tax losses	-	-
Total deferred tax expense / (credit)	**(655)**	**305**
Total	**195**	**872**

Thousands of Euro	**2021**	**2020**
Profit / (loss) for the year	(25.579)	(33.769)
Income tax expense/(income)	195	872
Profit / (loss) before tax	**(25.384)**	**(32.897)**
Tax using the Company's domestic tax rate of 25% (2020: 25%)	(6.346)	(8.224)
Expenses not deductible for tax purposes	43	400
Tax credit	(461)	(373)
Share-based payments	60	53
Costs related to equity issuance	-	(3.878)
Conversion of embedded derivatives	185	2.373
Share of profit / (loss) of joint ventures and associates	-	13
Income not taxable for tax purposes	-	-
Subtotal tax effect of amounts which are not deductible (taxable) in calculating taxable income	**(173)**	**(1.412)**
Addition to unrecognised tax losses	6.535	9.993
Previously unrecognised tax losses used to reduce	0	(269)
Subtotal changes in unrecognised tax losses	**6.535**	**9.724**
Recognition of previously unrecognised deferred tax assets	158	-
Expired deferred tax assets	-	-
Subtotal changes in unrecognised tax losses (deferred tax expense)	**158**	**-**
Different tax rates applied in other jurisdictions	1.309	821
Other	(1.286)	(37)
Total tax expense	**195**	**872**

Deferred tax assets

The following table presents for each temporary difference the amount of deferred tax assets recognised in the statement of financial position:

Thousands of Euro	Tax losses	Contract balances	Intangible assets	Property, plant and equipment	Other	Other receivables	Provisions	Total
At 1 January 2020	**455**	**225**	**150**	**-**	**-**	**-**	**-**	**830**
(Charged) / credited								
- To profit or loss	56	(437)	(311)	10	21	(2)	7	(656)
Business combinations	-	-	1	21	-	9	-	31
At 31 December 2020	**511**	**(212)**	**(160)**	**31**	**21**	**7**	**7**	**205**
(Charged) / credited								
- To profit or loss	-282	213	160	(17)	(18)	2	-	58
Business combinations	47	-	-	-	-	-	-	47
At 31 December 2021	**276**	**-**	**-**	**14**	**3**	**9**	**8**	**310**

As positive evidence for recognising a deferred tax asset, the Company considered the increased level of profits which have offset existing tax losses as well as new contracts that were concluded creating additional revenues and related profits, as confirmed in the Company's business plans for the Dutch operations. On the other hand, there is also negative evidence as there are continued investments in other fast-changing technologies which are both expensive and without guaranteed return and which might even be a threat for existing revenue streams and relating operating profits and therefore the future recoverability of the capitalised development expenses and tax losses. Another negative evidence might be the overall profitability of the Group which might have an impact on existing transfer pricing principles.

The amounts of deductible temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognised in the statement of financial position, amounted to € 119.709 thousand as at 31 December 2021 (€ 91.077 thousand as at 31 December 2020). These tax losses and credits can generally be carried forward indefinitely. Management believes that, at the date of the financial statements, no sufficient convincing evidence was available that future taxable profits will be available for the entities concerned to rebut the negative presumption created by the existence of unused tax losses.

Deferred tax liabilities

The following table presents for each temporary difference the amount of deferred tax liabilities recognised in the statement of financial position:

Movements	Tax losses	Contract balances	Intangible assets	Property, plant and equipment	Other	Total
Thousands of Euro						
At 1 January 2020	**290**	**(9)**	**(2.491)**	**(308)**	**49**	**(2.469)**
(Charged) / credited						
- To profit or loss	(290)	10	402	211	(21)	312
- To other comprehensive income	-	-	-	-	(2)	(2)
- Directly to equity	-	-	19	-	1	20
Business combinations	-	-	(773)	-	-	(773)
At 31 December 2020	**-**	**1**	**(2.843)**	**(97)**	**27**	**(2.912)**
(Charged) / credited						
- To profit or loss	510	(748)	327	52	139	280
- To other comprehensive income	-	-	-	-	(23)	(23)
- Directly to equity	-	-	-	-	-	-
Business combinations	-	-	(6.046)	-	-	(6.046)
At 31 December 2021	**510**	**(747)**	**(8.562)**	**(45)**	**143**	**(8.701)**

In line with the applicable legislation in Estonia and Latvia, the profit of the subsidiaries registered in these jurisdictions is subject to income tax on distribution of dividends, and, thus, applying a 0% income tax rate to undistributed profit, deferred tax liabilities on subsidiary level are recognised at nil amount. The Group, directly or indirectly, controls these subsidiaries and, hence, controls these subsidiaries' profit distribution policy and is able to veto the payment of dividends, i.e. the Group controls the timing of reversal of the related taxable temporary differences. In connection with this, Group management has assessed that no dividends are planned or expected to be distributed by the subsidiaries, i.e. the related taxable temporary differences will not reverse in the foreseeable future. Thus, no deferred tax liability is recognised relating to investments in these subsidiaries.

In 2021, a deferred tax liability of € 6.312 thousand, was recognized as a result of the business combinations as incurred in 2021. In 2020, a deferred tax liability of € 763 thousand, was recognized mainly on customer relationship as a result of the business combination of Fitek Balkan. (see note 5.11.3).

5.13 Earnings per share

Earning per shares of 31 December 2021 and 2020, as well as the weighted number of share for both reporting periods, are presented after share split by 10 as decided per 31 August 2020 (see note 5.21).

Thousands of Euro (except number of shares and earnings per share)		At 31 December
	2021	2020
Basic earnings per share		
From continuing operations attributable to the ordinary equity holders of the company	(0,80)	(1,72)
Total basic earnings per share attributable to the ordinary equity holders of the company	(0,80)	(1,72)
Diluted earnings per share		
From continuing operations attributable to the ordinary equity holders of the company	(0,80)	(1,72)
Total diluted earnings per share attributable to the ordinary equity holders of the company	(0,80)	(1,72)
Basic earnings per share		
Profit / (loss) attributable to the ordinary equity holders of the company used in calculating basic earnings per share	(26.130)	(33.992)
Used in calculating basic earnings per share	(26.130)	(33.992)
Diluted earnings per share		
Profit / (loss) attributable to the ordinary equity holders of the company used in calculating diluted earnings per share	(26.130)	(33.992)
Used in calculating diluted earnings per share	(26.130)	(33.992)
Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares for the purposes of basic earnings per share	32.756.226	19.762.181
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	32.756.226	19.762.181
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	32.756.226	19.762.181

To calculate the basic earnings per share, the weighted average of outstanding (and fully paid) shares per year has been computed by applying a pro rata approach on the capital increases during the year. Ordinary shares that were issued upon the conversion of automatically (mandatorily) convertible bonds are included in the calculation of basic earnings per share from the date the contract is entered into.

The weighted average number of shares used as the denominator to calculate diluted earnings per share includes all instruments that have a potential dilutive impact. However, in 2020 and 2021 the Group incurred net losses. Instruments that can be converted into ordinary shares would only be treated as dilutive when their conversion into ordinary shares would decrease earnings per share or increase loss per share. As a result, these instruments have an anti-dilutive effect in periods of losses and therefore the diluted loss per share is the same as the basic loss per share for these periods.

Potential dilutive instruments that have been assessed to result in an anti-dilutive impact on the earnings per share include, granted subscription rights (warrants) to acquire shares (as described in note 5.33), the anti-dilution protection rights (as described in note 5.21) and the put options of the non-controlling interest (as described in note 5.23).

5.14 Goodwill and impairment testing

The carrying amount of goodwill is summarised as follows:

Thousands of Euro	Notes	
At 1 January 2020		**30.842**
Addition Fitek Balkan	5.6.3	4.360
Addition Tehnobiro	5.6.3	59
Foreign exchange difference		(102)
At 31 December 2020		**35.159**
21 Grams		18.396
BanqUP		6.690
Akti		1.221
Digithera		861
Sistema Efactura		665
Crossinx – First Business Post		91.892
eInvoice		202
Foreign exchange difference		(130)
At 31 December 2021		**154.956**

Allocation to Cash Generating Units (CGUs)

Goodwill acquired in a business combination is allocated, from the acquisition date, to the respective cash generating units ('CGUs') or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose.

The carrying amount of goodwill is summarised as follows:

Thousands of Euro	As at 31 December 2021	As at 31 December 2020
Document processing solutions	21.258	21.258
Print production	1.117	1.117
Payment solutions	142	142
Fitek Baltics	3.048	3.048
Fitek Slovakia	1.757	1.757
Unifiedpost Limited	3.529	3.418
Fitek Balkan	4.360	4.360
Tehnobiro	59	59
21 Grams	18.202	-
BanqUP	6.690	-
Akti	1.174	-
Digithera	861	-
Sistema Efactura	665	-
Crossinx – First Business Post	91.892	-
eInvoice	202	
Total	**154.956**	**35.159**

In the course of 2021, goodwill increased significantly as a result of the Group's investment in 6 new business combinations. The business combinations vary from geographical market extensions to product portfolio enforcements and possible combinations of both. In that context, the Group is distinguishing strategic groupwide products developed centrally from local market products.

Following the different acquisitions in 2021, the Group updated its product strategy and go-to-market strategy in 2021 in order to roll out the products over the platform in its Pan European growth ambition. This strategy change implied a review of the defined CGUs as reported in the 2020 Annual Financial Statements. The newly defined CGUs, generating cash inflows which are largely independent of cash inflows from other assets or group of assets and which are reported to group management, are defined in line with the product units/segments as follows:

- CGU Platform
- CGU Paper processing Digital processing activities
- CGU Payment
- CGU Services and Apps
- CGU Postage and Parcel optimisation

For each of these CGUs we notice that entity set up and sales organisations are different. Furthermore, sales decisions, go-to-market decisions, software development (capex) decisions, headcount allocation decisions are taken independently with different teams and steering groups.

The R&D teams working on the project of each CGU are clearly defined and separated from each other. Finally, the management reporting (revenues, contribution margins, EBITDA, intangible assets, headcount) is in line with the defined CGUs and management decisions are thus taking into account the performance of each of these units.

Thousands of Euro	**As at 31 December 2020**	**Transfer**	**Revised as at 31 December 2020**	**Acquisitions**	**Currency exchange**	**As at 31 December 2021**
Document processing solutions	21.258	(21.258)				-
Print production	1.117	(1.117)				-
Payment solutions	142	(142)				-
Fitek Baltics	3.048	(3.048)				-
Fitek Slovakia	1.757	(1.757)				-
Unifiedpost Limited	3.418	(3.418)				-
Fitek Balkan	4.360	(4.360)				-
Tehnobiro	59	(59)				-
CGU Platform		33.900	33.900	112.016	(130)	145.786
CGU Paper processing		1.117	1.117	-		1.117
CGU Payment		142	142	6.690		6.832
CGU Services and Apps				1.221		1.221
CGU Postage and Parcel optimisation						
Total	**35.159**	**-**	**35.159**	**119.927**	**(130)**	**154.956**

Goodwill is tested for impairment at least annually. The recoverable amounts of the CGUs are assessed using a value-in-use model. The value-in-use is calculated using a discounted cash flow approach, discounted with a pre-tax discount rate applied to the projected pre-tax cash flows and terminal value.

Based on year-end performance, the group has not identified indicators which would lead to accelerate the impairment exercise. The current exercise is executed in the fourth quarter of 2021.

The plan was built, starting from the approved budget 2022 extended with a forecast on another 4 years with per cash generating unit specific growth expectations. Since there is a substantial growth of some revenue streams, the plan was extended with 5 additional years to be considered as a landing period where the markets in which the Group is operating are becoming more mature.

Details relating to the discounted cash flow models used in the impairment tests of the different cash generating units are as follows:

CGU PLATFORM		
Valuation basis	**Value in use**	
Key assumptions	Sales growth rates CAGR 2022-2026 Sales growth rates CAGR 2022-2031 Gross margins Terminal growth rate Discount rate	SC/MC/BC [SC= Stress Case] [MC= Modest Case] [BC = Base case]
Scenario's	- Base case (30% weighing): representing the ambition of group management - Modest case (40% weighing): a more conservative growth rate applied whereby revenue growth was reduced with 25% and the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby indirect cost structure was maintained in line with the base case. - Stress case (30% weighing): Whereby revenue growth was reduced with 50% and 75% depending type of product, the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby growth in indirect cost structure was maintained at a level of 75% of the base case.	
Determination of assumptions	Growth rates are internal forecasts based on both internal and external market information Margins reflect past experience, adjusted for expected changes. Terminal growth rates are based on management's estimate of future long-term average growth rates, not exceeding the long-term projected growth rates for the relevant markets Discount rates based on CGU specific WACC's pre-tax: The terminal value includes a growth rate of :	CAGR 5Y 6%/19%/ 27% CAGR 10Y 4%/10%/14% 13,70 % 0,72 %
Period of specific projected cash flows	Ten years	

CGU PAPER PROCESSING		
Valuation basis	**Value in use**	
Key assumptions	Sales growth rates CAGR 2022-2026 Sales growth rates CAGR 2022-2031 Gross margins Terminal growth rate Discount rate	SC/MC/BC [SC= Stress Case] [MC= Modest Case] [BC = Base case]
Scenario's	- Base case (30% weighing): representing the ambition of group management. This business is quite stable and is foreseeing ambition growth but is more a basis for conversion into digital. - Modest case (40% weighing): a more conservative growth rate applied whereby revenue growth was reduced with 25% and the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby growth in indirect cost structure was reduced to a level of 2%. - Stress case (30% weighing): Whereby revenue growth was reduced till 1% per annum, the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby indirect cost structure was set at 1% per annum.	
Determination of assumptions	Growth rates are internal forecasts based on both internal and external market information Margins reflect past experience, adjusted for expected changes. Terminal growth rates are based on management's estimate of future long-term average growth rates, not exceeding the long-term projected growth rates for the relevant markets Discount rates based on CGU specific WACC's pre-tax: The terminal value includes a growth rate of :	CAGR 5Y 1%/4%/5% CAGR 10Y 1%/2%/3% 11,22 % 0,53 %
Period of specific projected cash flows	Ten years	

CGU PAYMENT		
Valuation basis	**Value in use**	
Key assumptions	Sales growth rates CAGR 2022-2026 Sales growth rates CAGR 2022-2031 Gross margins Terminal growth rate Discount rate	SC/MC/BC [SC= Stress Case] [MC= Modest Case] [BC = Base case]
Scenario's	- Base case (30% weighing): representing the ambition of group management - Modest case (40% weighing): a more conservative growth rate applied whereby revenue growth was reduced with 25% and the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby indirect cost structure was maintained in line with the base case. - Stress case (30% weighing): Whereby revenue growth was reduced with 50% and 75% depending type of product, the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby growth in indirect cost structure was maintained at a level of 50% of the base case.	
Determination of assumptions	Growth rates are internal forecasts based on both internal and external market information Margins reflect past experience, adjusted for expected changes. Terminal growth rates are based on management's estimate of future long-term average growth rates, not exceeding the long-term projected growth rates for the relevant markets Discount rates based on CGU specific WACC's pre-tax: The terminal value includes a growth rate of :	CAGR 5Y 13%/49%/66% CAGR 10Y 7%/23%/30% 19,64 % 0,72 %
Period of specific projected cash flows	Ten years	

CGU SERVICES and APPS		
Valuation basis	**Value in use**	
Key assumptions	Sales growth rates CAGR 2022-2026 Sales growth rates CAGR 2022-2031 Gross margins Terminal growth rate Discount rate	SC/MC/BC [SC= Stress Case] [MC= Modest Case] [BC = Base case]
Scenario's	- Base case (30% weighing): representing the ambition of group management - Modest case (40% weighing): a more conservative growth rate applied whereby revenue growth was reduced with 25% and the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby indirect cost structure was maintained in line with the base case. - Stress case (30% weighing): Whereby revenue growth was reduced with 50% and 75% depending type of product, the direct variable cost structure was reduced at a lower rate depending the type of cost and whereby growth in indirect cost structure was maintained at a level of 75% of the base case.	
Determination of assumptions	Growth rates are internal forecasts based on both internal and external market information Margins reflect past experience, adjusted for expected changes. Terminal growth rates are based on management's estimate of future long-term average growth rates, not exceeding the long-term projected growth rates for the relevant markets Discount rates based on CGU specific WACC's pre-tax: The terminal value includes a growth rate of :	CAGR 5Y 8%/37%/ 52% CAGR 10Y 5%/18%/25% 19,65 % 0,72 %
Period of specific projected cash flows	Ten years	

CGU POSTAGE and PARCEL OPTIMISATION		
Valuation basis	**Value in use**	
Key assumptions	Sales growth rates CAGR 2022-2026 Sales growth rates CAGR 2022-2031 Gross margins Terminal growth rate Discount rate	SC/MC/BC [SC= Stress Case] [MC= Modest Case] [BC = Base case]
Scenario's	- Base case (30% weighing): representing the ambition of group management - Modest case (40% weighing): The revenue and gross margin was maintained at same level as budget ambition for 2022 without any growth type of cost and whereby growth in indirect cost structure was set at a level of 75% of the base case. - Stress case (30% weighing): Whereby revenue is reducing with 5% for the years 2022-2026, thereafter 0% and thus also gross margin is reducing with 5% and growth in indirect cost structure is maintained at same level as foreseen in the base case.	
Determination of assumptions	Growth rates are internal forecasts based on both internal and external market information Margins reflect past experience, adjusted for expected changes. Terminal growth rates are based on management's estimate of future long-term average growth rates, not exceeding the long-term projected growth rates for the relevant markets Discount rates based on CGU specific WACC's pre-tax: The terminal value includes a growth rate of :	CAGR 5Y -5%/0%/3% CAGR 10Y -2%/0%/3% 10,92 % 0,90 %
Period of specific projected cash flows	Ten years	

5.15 Other intangible assets

The cost, accumulated amortisation and net book values of intangible assets are summarised per relevant category as follows:

(i) Cost	Notes	Brands	Assets under construction	Internally generated software	Customer relationships	Acquired software	Total
Thousands of Euro							
At 1 January 2020		**3.431**	**830**	**12.897**	**28.209**	**6.109**	**51.476**
Additions		-	458	9.706	-	508	10.672
Disposals		(2.840)	(71)	(1)	-	(8)	(2.920)
Transfers		-	(1.102)	1.103	-	(1)	-
Business combinations	5.6.3	54	71	-	4.117	315	4.557
Foreign exchange impact		(37)	-	(2)	(154)	(18)	(211)
At 31 December 2020		**608**	**186**	**23.703**	**32.172**	**6.905**	**63.574**
Additions		-	8.682	10.538	119	453	19.792
Disposals		-	-	(39)	-	(196)	(235)
Transfers		-	(384)	401	-	(17)	-
Business combinations	5.6.3	5.059	638	-	9.077	17.131	31.905
Foreign exchange impact		(33)	-	(238)	617	25	371
At 31 December 2021		**5.634**	**9.122**	**34.365**	**41.985**	**24.301**	**115.407**

(ii) Accumulated amortisation		Brands	Assets under construction	Internally generated software	Customer relationships	Acquired software	Total
Thousands of Euro							
At 1 January 2020		**586**	**-**	**3.043**	**2.206**	**1.576**	**7.411**
Amortisation charge	5.8	582	-	3.380	3.723	1.495	9.180
Impairment charge	5.8	1.839	-	-	-	-	1.839
Disposals		(2.840)	-	-	-	(8)	(2.848)
Foreign exchange impact		(59)	-	-	199	(13)	127
At 31 December 2020		**108**	**-**	**6.423**	**6.128**	**3.050**	**15.709**
Amortisation charge	5.8	677	-	7.002	4.386	4.141	16.206
Disposals		-	-	(1)	-	(196)	(197)
Foreign exchange impact		5	-	(192)	167	206	186
At 31 December 2021		**790**	**-**	**13.232**	**10.681**	**7.201**	**31.904**

(iii) Net book value	Brands	Assets under construction	Internally generated software	Customer relationships	Acquired software	Total
Thousands of Euro						
At 1 January 2020	**2.845**	**830**	**9.854**	**26.003**	**4.533**	**44.065**
Gross book value	608	186	23.703	32.172	6.905	63.574
Accumulated amortisation	(108)	-	(6.423)	(6.128)	(3.050)	(15.709)
At 31 December 2020	**500**	**186**	**17.280**	**26.044**	**3.855**	**47.865**
Gross book value	5.634	9.122	34.365	41.985	24.301	115.407
Accumulated amortisation	(790)	-	(13.232)	(10.681)	(7.201)	(31.904)
At 31 December 2021	**4.844**	**9.122**	**21.133**	**31.304**	**17.100**	**83.503**

The following table provides an overview of the intangibles per cash generating unit:

Thousands of Euro	Brands	Assets under construction	Internally generated software	Customer relationships	Acquired software	Total
Platform	2.886	6.321	17.371	30.802	16.667	74.047
Paper processing	203	-	-	73	-	276
Payment	259	1.813	3.577	320	341	6.310
Services and Apps	-	381	-	109	70	560
Postage and Parcel	1.496	-	185	-	-	1.681
Corporate	-	607	-	-	22	629
At 31 December 2021	**4.844**	**9.122**	**21.133**	**31.304**	**17.100**	**83.503**
Platform	192	-	13.953	25.932	3.823	43.900
Paper processing	308	-	-	112	-	420
Payment	-	186	3.327	-	-	3.513
Services and Apps	-	-	-	-	-	-
Postage and Parcel	-	-	-	-	-	-
Corporate	-	-	-	-	32	32
At 31 December 2020	**500**	**186**	**17.280**	**26.044**	**3.855**	**47.865**

The brandname 'Fitek' was impaired in 2020 in the amount of € 1,9 million, following the decision of the Board of Directors in November 2020.

Internally generated software relates to the successive developments of the Group's service platform and of its applications. The internally generated software mainly relates to the following assets:

Internally generated software	At 31 December 2021	At 31 December 2020	End of amortisation period
Thousands of Euro			
Payment software related to online collection services	1.376	3.021	2023-2026
Development of Banqup-based platform software	8.862	5.232	2023-2026
Robotic Process automation solutions	269	968	2022-2026
Documents related software	2.091	2.957	2022-2026
Identity recognition and related solutions	1.235	1.311	2022-2026
Development software related to composing and designing document templates	1.837	1.621	2023-2026
Payment hub improvements and SEPA Direct Debit Mandate Mgr functionality	261	307	2022-2026
Payment software relate to billtopay	1.940	-	2026
Postage optimization	185	-	2026
FitekIn – Inbound approval workflow improvements	3.076	1.809	2026
Other	1	54	2026
Total	**21.133**	**17.280**	

The customer relationships mainly relate to the following assets:

Customer relationships	At 31 December 2021	At 31 December 2020	End of amortisation period
Thousands of Euro			
Onea	11	55	2022
ADMS	36	54	2023
Inventive Designers	600	913	2023
Leleu Printing	73	112	2023
Facturis	894	1.343	2023
DS&DS	68	97	2024
Akti	109	-	2026
BanqUP	320	-	2036
Fitek Baltics	11.157	12.692	2029
Fitek Slovakia	1.560	1.755	2029
Unifiedpost Limited	5.091	5.274	2029
Fitek Balkan	3.148	3.538	2030
Tehnobiro	188	211	2030
21 Grams	5.191	-	2036
Digithera	103	-	2026
Sistema eFactura	76	-	2032
Crossinx	2.679	-	2036
Total	**31.304**	**26.044**	

5.16 Property and equipment

The cost, accumulated depreciation and net book values of property and equipment assets are summarised per relevant category as follows:

(i) Cost	Notes	Land	Buildings	Furniture, fittings and equipment	Machinery and vehicles	Total
Thousands of Euro						
At 1 January 2020		**-**	**-**	**3.465**	**1.411**	**4.876**
Additions			4	1.698	696	2.398
Transfers				(1.917)	1.834	(83)
Disposals			-	(46)	(666)	(712)
Foreign exchange impact			-	(15)	(17)	(32)
Business disposals			-	(7)	(7)	(14)
Business combinations	5.6.3		2.752	1.064	41	3.857
At 31 December 2020		**-**	**2.756**	**4.242**	**3.292**	**10.290**
Additions		452	-	1.129	597	2.178
Transfers		-	13	(1.113)	1.100	-
Disposals		-	-	(546)	(635)	(1.181)
Foreign exchange impact		-	(1)	3	3	5
Business disposals		-	-	-	-	-
Business combinations	5.6.3	-	-	234	74	308
At 31 December 2021		**452**	**2.768**	**3.949**	**4.431**	**11.600**

(ii) Accumulated depreciation		Land	Buildings	Furniture, fittings and equipment	Machinery and vehicles	Total
Thousands of Euro						
At 1 January 2020		**-**	**-**	**2.735**	**592**	**3.327**
Depreciation charge	5.8	-	42	502	306	850
Depreciation charge transfer		-		(1.938)	1.855	(83)
Depreciation charge – Disposals		-	-	(41)	(514)	(555)
Foreign exchange impact		-	-	(13)	(15)	(28)
Impairment	5.8	-	-	-	11	11
Business disposals		-	-	(3)	(7)	(10)
At 31 December 2020		**-**	**42**	**1.242**	**2.228**	**3.512**
Depreciation charge	5.8	-	84	649	508	1.241
Depreciation charge - transfer		-	3	(279)	276	-
Depreciation charge - Disposals		-	-	(540)	(629)	(1.169)
Foreign exchange impact		-	-	10	2	12
At 31 December 2021		**-**	**129**	**1.082**	**2.385**	**3.596**

(iii) Net book value	Land	Buildings	Furniture, fittings and equipment	Machinery and vehicles	Total
Thousands of Euro					
At 1 January 2020	**-**	**-**	**730**	**819**	**1.549**
Gross book value	-	2.756	4.242	3.292	10.290
Accumulated depreciation	-	(42)	(1.242)	(2.228)	(3.512)
At 31 December 2020	**-**	**2.714**	**3.000**	**1.064**	**6.778**
Gross book value	452	2.768	3.949	4.431	11.600
Accumulated depreciation	-	(129)	(1.082)	(2.385)	(3.596)
At 31 December 2021	**452**	**2.639**	**2.867**	**2.046**	**8.004**

5.17 Right-of-use assets

Thousands of Euro	Notes	Land and Buildings	Machinery and Hardware	Vehicles	Total
At 1 January 2020		**4.936**	**957**	**1.815**	**7.708**
Additions and modifications		1.111	646	1.736	3.493
Disposals (-)		-	(2)	(806)	(808)
Depreciation charge	5.8	(1.505)	(569)	(1.064)	(3.138)
Depreciation charge – disposals		-	-	749	749
Business disposals		(1)	-	-	(1)
Business combinations (Balkan entities)	5.6.3	26	62	34	122
Other (FX)		(12)	(11)	(1)	(24)
At 31 December 2020		**4.555**	**1.083**	**2.463**	**8.101**
Additions		3.528	119	926	4.573
Disposals (-)		(1.089)	-	(1.266)	(2.355)
Depreciation charge		(2.357)	(590)	(1.097)	(4.044)
Depreciation charge - disposals		1.089	-	1.042	2.131
Business combinations	5.6.3	2.179	5	217	2.401
Other (FX)		(18)	4	-	(14)
At 31 December 2021		**7.887**	**621**	**2.285**	**10.793**

5.18 Trade and other receivables

		At 31 December
Thousands of Euro	**2021**	**2020**
Trade receivables	25.964	12.198
Less: allowance for expected credit losses	(149)	(174)
Trade receivables – net	25.815	12.024
VAT receivable	2.438	1.205
Factoring receivables	-	2.080
Payment Solutions customers' Funds in Transit	6.083	1.663
Other amounts receivable	490	746
Total	**34.826**	**17.718**

Per 31 December 2020, there was an outstanding factoring receivable amounting to € 2.080 thousand. The proceeds from transferring the outstanding factoring debts of € 1.435 thousand were included as short-term bank loans per 31 December 2021.

Payment Solutions customers' Funds in Transit relates to cash received from the end-clients of Unifiedpost's Payment Solutions customers that still needs to be transferred to the Company's Payment Solutions customers. The liability relating to transfer has been disclosed in the trade and other payable disclosure (see note 5.26). The difference has been recorded as restricted cash (see note 5.20)

Further disclosures on credit risk and ageing are included in note 5.30.2.1.

5.19 Prepaid expenses

		At 31 December
Thousands of Euro	**2021**	**2020**
IT, Licenses and maintenance	426	600
Other prepaid expenses	1.924	1.010
Total	**2.350**	**1.610**

Prepaid expenses mainly relate to insurance and license expenses.

5.20 Cash and cash equivalents

		At 31 December
Thousands of Euro	**2021**	**2020**
Cash in hand	16	5
Cash at bank	10.887	123.853
Restricted Cash (Payment Solutions customers' cash)	583	208
Other restricted cash	2.898	1.008
Cash equivalents	2.586	850
Cash and cash equivalents per statement of financial position	**16.970**	**125.924**

Cash and cash equivalents at 31 December 2021 mainly consists out of the proceeds of the 2020 capital increase (€ 10,4 million) of the private placement and the subsequent listing (€ 175 million) of 22 September 2020. These proceeds were partly offset by the payment of transactions cost and the partly repayment of the facility loan. The decrease in cash and cash equivalents mainly relates to the 2021 acquisitions (€ 82,1 million).

5.21 Share Capital and Reserves

Share capital

The total capital of Unifiedpost Group amounts to € 309.220 thousand and is represented by 33.463.569 shares without mention of nominal value. There are no preference shares. Each of these shares confers one voting right at the Shareholders' Meeting and these shares therefore represent the denominator for the purposes of notifications under the transparency regulations, i.e. notifications in the event that the statutory or legal thresholds of 5%, or a multiple of 5%, of the total number of voting rights attached to Unifiedpost Group's securities are reached or exceeded. Unifiedpost Group's articles of association do not provide for any additional statutory thresholds.

Share capital transactions

Equity transactions over 2021 can be summarised as follows:

Thousands of Euro	Number of shares	Issued capital	Share premium	Other reserve
At 1 January 2021	**30.401.990**	**251.543**	**492**	**4.395**
Issuance of shares from contribution in kind of vendor loan of:				
- Akti	54.651	1.156	-	128
- BangUp	165.301	3.496	-	388
- 21 Grams	139.542	2.951	-	327
- Digithera	14.098	282	-	-
- Crossinx	2.436.727	48.735	-	(3.655)
Conversion of investment rights linked to contribution in cash of June-July 2020	50.000	500	-	-
Settlement of share-based payments (ESOP)	70.000	160	-	-
Conversion of investment rights linked to contribution in cash of June-July 2020	2.500	25	-	-
Settlement of share-based payments (ESOP)	86.660	284	-	-
Settlement of share-based payments (ESOP)	28.130	57	-	-
Conversion of investment rights linked to contribution in cash of June-July 2020	630	6	-	-
Settlement of share-based payments (ESOP)	13.340	25	-	-
Difference in fair value embedded derivative contribution in cash June-July 2020	-	-	-	738
Share-based payments- conversions	-	-	-	465
Put option JV Romania	-	-	-	(1.000)
Put option JV Croatia	-	-	-	(647)
Current year profit and OCI of NCI with put option	-	-	-	539
Changes in carrying value of liabilities associated with puttable NCI	-	-	-	(424)
True up of liabilities associated with puttable NCI and unwind of other reserve due to exercise of linked call option (JV Slovakia)	-	-	-	1.274
Other				1
At 31 December 2021	**33.463.569**	**309.220**	**492**	**2.529**

The following capital transactions took place in 2021:

1. Capital increase of 8 January 2021
   On 8 January 2021, Unifiedpost Group SA completed the following 3 acquisitions of 100% of the shares of 21 Grams Holding AB, Akti SA and BanqUP BV. In the framework of each acquisition, a part of the purchase price is converted into loans granted by the sellers or into a deferred payment. Subsequently, the Company has issued 359.494 new shares, (being 54.651 new shares relating to the Akti acquisition, 165.301 new shares relating to the BanqUP acquisition and 139.542 new shares relating to the 21 grams acquisition), in consideration for the contribution in kind of the receivables resulting from the vendor loans. Thereafter, the Company has issued 120.000 new shares following the exercise of subscription rights.

2. Capital increase of 24 March 2021
   On 24 March 2021, Unifiedpost Group SA completed the acquisitions of 100% of the shares of Digithera. In the framework of the acquisition, a part of the purchase price is converted into loans granted by the sellers or into a deferred payment. Subsequently, the Company has issued 14.098 new shares in consideration for the contribution in kind of the receivables resulting from the vendor loans. Thereafter, the Company has issued 89.160 new shares following the exercise of subscription rights.

3. Capital increase of 9 April 2021
   On 9 April 2021, Unifiedpost Group SA completed the acquisitions of 100% of the shares of Crossinx. In the framework of the acquisition, a part of the purchase price is converted into loans granted by the sellers or into a deferred payment. Subsequently, the Company has issued 2.436.727 new shares in consideration for the contribution in kind of the receivables resulting from the vendor loans. Thereafter, the Company has issued 28.130 new shares following the exercise of subscription rights.

4. Capital increase of 29 October 2021
   On 29 October 2021, Unifiedpost Group SA has issued 13.340 new shares following the exercise of subscription rights.

After the forementioned issuances of the new shares, the share capital of the Company increases to € 309.219.551,09 represented by 33.463.569 shares without mention of nominal value.

Equity transactions over 2020 can be summarised as follows:

Thousands of Euro	Number of shares	Issued capital	Share premium	Other reserve
At 1 January 2020	**15,181,930**	**20,744**	**492**	**(1,173)**
Contribution in cash (26 June 2020 and 17 July 2020)	1.040.760	10.408	-	-
Embedded derivative contribution in cash	-	-	-	(782)
Put option written over non-controlling interests	-	-	-	(3.923)
Issuance of shares upon conversion of convertible bonds 26 June 2020 (Nominal value @ € 75 per share)	2.820.860	21.157	-	-
Issuance of shares upon conversion of convertible bonds 17 July 2020 (Nominal value @ € 75 per share)	2.004.520	15.034	-	-
Issuance of shares upon conversion of convertible bonds 24 September 2020 (Private Placement and Listing) (Nominal value @ € 15 or € 17 per share) (°)	603.920	9.200	-	-
Difference fair value shares and nominal value bond conversion (at € 200) 26 June 2020	-	-	-	4.795
Difference fair value shares and nominal value bond conversion (at € 200) 17 July 2020	-	-	-	3.330
Difference fair value shares and nominal value bond conversion (at € 20) 24 September 2020 (°)	-	-	-	2.148
Issuance of shares for cash Private Placement and Listing	8.750.000	175.000	-	
At 31 December 2020	**30.401.990**	**251.543**	**492**	**4.395**

(°) taking into consideration the share split by 10 of 31 August 2020

The following capital transactions took place between 1 January 2020 and 31 December 2020:

Capital increase in cash:

1. On 26 June 2020, an extraordinary shareholders' meeting approved to increase the Company's capital by issuing 73.026 class B preferred shares for an aggregate amount of € 7,3 million.
2. The second subscription round took place on 17 July 2020. On 17 July 2020, an extraordinary shareholders' meeting approved to increase the Company's capital by issuing 31.050 class B preferred shares for an aggregate amount of € 3,1 million.

Private Placement and subsequent Listing of its Shares

On 22 September 2020, Unifiedpost Group began trading on Euronext Brussels. Unifiedpost was listed through the admission to trading of 30.401.990 shares. The admission and issue price of Unifiedpost's shares was set at € 20 per share. The prospectus in which the Company announced the launch and the terms of the private placement and subsequent listing of its shares, was approved by the Financial Services and Markets Authority ("FSMA") and made available by the Company on 18 September 2020. The terms of the subsequent listing as well as the initial conditions of the Private Placement were specified in the Prospectus. The Placement Period during which subscriptions from institutional investors were received within the framework of the Private Placement began on 18 September 2020 and ended on 21 September 2020. The "IPO Committee" determined, on 21 September 2020, by virtue of the powers conferred on it by the Extraordinary General Meeting, the following terms and conditions of the capital increase:

- the final number of Placement Shares was set at 8.750.000;
- the Placement Price per share within the framework of the Private Placement was set at € 20 per share

The capital Increase relating to the Private Placement amounted to € 175 million and that thus the capital was effectively increased.

The capital raise referred to above under 1 and 2 was defined as the Principal Capital Increase.

Conversion of convertible bonds

1. Bondholders who agreed prior to 23 June 2020 to convert all their convertible bonds, were entitled to a fixed € 75 conversion right. The extraordinary shareholders' meeting held on 26 June 2020, approved the conversion of 400 convertible bonds in 282.086 Class D Shares for a total amount of € 21,2 million.
2. The extraordinary shareholders' meeting held on 17 July 2020, also approved the conversion of 285 convertible bonds in 200.452 class D shares for a total amount of € 15 million.
3. On 24 September 2020, the remaining 184 Bonds were automatically converted into capital as a result of the private placement and subsequent listing of its shares, being a qualifying event.

Subscription rights

Three anti-dilution protection clauses for the capital increase subscribers were attached to the capital increase of 26 June 2020 and 17 July 2020.

1. Anti-dilution warrants with a certain protected price of € 117,65 (i.e. € 100 divided by 0,85) per share before split by 10 granted to the subscribers to the first and the second capital round.
2. In case the remaining convertible bonds are automatically converted on their maturity date (27 April 2021), the subscribers to the capital increase of 26 June 2020 and 17 July 2020 can buy the same number of shares at the price of € 0,01 per share resulting in an adjusted subscription price of € 50 per share before split by 10.
3. During a term of two years starting from the date of the Principal Capital Increase, each subscriber will be entitled to automatically invest at the same subscription price as the Principal Capital Increase for an amount up to 25% of his initial investment in this Principal Capital Increase.

Two anti-dilution protection clauses became void as of the Private Placement and subsequent Listing in September 2020. Only the third anti-dilution clause remains applicable, being: "During a term of two years starting from the date of the Principal Capital Increase, each subscriber will be entitled to additionally invest at the same subscription price as the Principal Capital Increase for an amount up to 25% of his initial investment in this Principal Capital Increase". The instrument has been measured at the fair value through profit or loss.

The issuing of the shares is considered to be an equity transaction in accordance with the requirements of IAS 32.

The Company applied judgement when assessing the accounting treatment of the subscription rights. The subscription rights issue is treated as a single unit of account that should be classified in its entirety, because:

- it is a single bundle of rights issued at the same time together with the issue of the shares under the Capital Transaction and is not contractually separate;
- no premium is contractually defined for writing each of the options.

The subscription rights instrument meets the definition of a derivative financial instrument in IFRS 9, but does not meet the definition of an own equity instrument of the issuer in accordance with IAS 32, as the contract as a whole does not require the delivery of a fixed number of own equity shares for a fixed amount.

Per 31 December 2020 the Company had 26.022 non-executed anti-dilution rights and were valued at € 3.750 thousand. € 2.969 thousand fair value loss has been recognised through profit and loss (see note 5.30.1)

In 2021, a total of 5.376 anti-dilution rights have been converted into 53.760 shares representing capital of € 537 thousand. After this conversion, the Company still has 20.646 non-executed anti-dilution rights whereby each subscriber is entitled to additionally invest 25% of their initial investment at same subscription price.

These non-executed subscription rights are valued at 31 December 2021 at € 535 thousand. € 2.477 thousand fair value gain has been recognised through profit and loss relating to the anti-dilution rights in 2021 (see note 5.30.1). The impact of the estimate made by management on the usage of the subscription rights is € 481 thousand.

Other equity

Other equity accounts for:

- the increase of costs related to equity issuance relates to the incurred costs due to the different capital rounds and is mainly linked to the private placement and subsequent listing of its shares (2021 and 2020 € - 15.926 thousand);
- share-based payments reserve amounting to € 1.545 thousand at 31 December 2021 and € 1.767 thousand at 31 December 2020 (see note 5.33). This is reclassified to retained earnings upon exercise of the subscription rights, and for the difference between the redemption liability associated with puttable non-controlling interests and the amount of non-controlling interests derecognised (see note 5.23). If the non-controlling interests put is exercised, that treatment is applied up to the date of exercise;
- cumulative translation adjustments: the cumulative amount of the exchange differences relating to a foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity, is reclassified from equity to profit or loss (as a reclassification adjustment) on disposal of that foreign operation (2021 € -376 thousand and 2020 € -520 thousand);
- the remaining equity components relate to non-controlling interest € 277 thousand and accumulated deficit € -101.332 thousand.

Other comprehensive income

A reconciliation of amounts recorded to Other comprehensive income or loss is as follows:

	2021			2020		
Thousands of Euro	Before tax amount	Tax (expense)/ benefit	Net-of-tax amount	Before tax amount	Tax (expense)/ benefit	Net-of-tax amount
Exchange differences in translating foreign operations	144	-	144	(508)	-	(508)
Re-measurements of the net defined benefit liability	109	-	109	(34)	1	(33)
Other comprehensive income	**253**	**-**	**253**	**(542)**	**1**	**(541)**

5.22 Borrowings

Following is an overview of outstanding loans and borrowings at each reporting date:

Thousands of Euro	As at 31 December 2021			As at 31 December 2020		
	Non-current	Current	Total	Non-current	Current	Total
Bank borrowings (5.22.1)	7.783	21.429	29.212	19.593 (*)	6.189 (*)	25.782 (*)
Refundable government advances (5.22.2)	284	74	358	274	75	349
Other loans (5.22.3)	801	1.815	2.616	-	-	-
Total loans and borrowings	**8.868**	**23.318**	**32.186**	**19.867**	**6.264**	**26.131**

(*) € 543 thousand bank borrowings have been reclassed from current to non-current loans and borrowings in the 31 December 2020 statement of financial position

5.22.1 Bank borrowings

The bank borrowings can be summarised as follows:

Thousands of Euro	As at 31 December 2021			As at 31 December 2020		
	Non-current	Current	Total	Non-current	Current	Total
Unsecured						
Subordinated loan	4.000	-	**4.000**	4.000	145	**4.145**
Other bank borrowings	759	1.048	**1.807**	23 (*)	302 (*)	**325 (*)**
Total unsecured bank borrowings	**4.759**	**1.048**	**5.807**	**4.023 (*)**	**477 (*)**	**4.470**
Secured						
Acquisition facility Belfius Bank	-	11.525	**11.525**	11.333	2.897	**14.230**
Liquidity facility Belfius Bank	-	5.000	**5.000**	-	-	**-**
Acquisition facility Buildings Sirius Star	1.583	180	**1.763**	1.759	-	**1.759**
Investment Credit	976	793	**1.769**	1.515 (*)	905 (*)	**2.420 (*)**
Other bank borrowings	465	2.883	**3.348**	963 (*)	1.940 (*)	**2.903 (*)**
Total secured bank borrowings	**3.024**	**20.881**	**23.405**	**15.570**	**5.742**	**21.312**
Total bank borrowings	**7.783**	**21.429**	**29.212**	**19.593**	**6.189**	**25.782**

(*) Disclosed unsecured other bank borrowings at Fitek Balkan in the 31st of December 2020 figures are reclassed to secured investment credits (€ 2.146 thousand) and to secured other bank borrowings (€ 658 thousand)

The Group's principal loans outstanding are:

a. BMI Subordinated Loan (unsecured)

Financial Automation Solutions OÜ, the Estonian subsidiary of the Company holding the Fitek group of entities, has, on 19 September 2019, entered into a Subordinated Loan Agreement with "Belgische Maatschappij voor Internationale Investering NV" (the "BMI Subordinated Loan"), with the Company acting as co-debtor. The BMI Subordinated loan has a term of 7,5 years, carries an interest of 7% per annum and explicitly ranks behind the Acquisition Facility for payment of principal and interest, as well as in the event of bankruptcy.

b. Acquisition facility

In order to refinance past acquisitions, the Company entered into an acquisition credit facility for a total amount of € 25 million with Belfius Bank NV on 12 March 2019 (the "Acquisition Facility", as amended from time to time). All amounts borrowed by the Company under the Acquisition Facility have to be applied towards either the financing of permitted acquisitions or refinancing of acquisitions of ADM Solutions, Leleu Document Services and Inventive Designers (each a "Permitted Acquisition").

On 4 April 2019, the Acquisition Facility was amended to, among other things, increase the total amount available under the credit facility from € 25 million to € 34 million and to include the acquisition of Fitek as a Permitted Acquisition. In connection with the increase in the available amount, the Company entered into a guarantee agreement with Gigarant NV on 10 April 2019 in favour of Belfius Bank NV to secure a portion of € 9 million of the principal amounts due by the Group under the Acquisition Facility (the "Gigarant Guarantee").

The Acquisition Facility considered of facility A in the amount of € 17 million ("Facility A"), and facility B in the amount of € 17 million ("Facility B" and together with Facility A, the "Facilities"). Pursuant to the terms, the Company has repaid end of September 2020 all outstanding loans under Facility B, together with any break costs and accrued interest thereon.

Facility A is repayable in twelve semi-annual instalments.

To secure the Acquisition Facility, the Company has pledged all of the shares it holds in Leleu Document Services, Inventive Designers, Unifiedpost SA and PDOCHOLCO Limited, 21 Grams and Crossinx. Furthermore, the Company has given a first ranking omnibus pledge over its material moveable assets in the amount of € 30 million and a second ranking omnibus pledge over its material moveable assets in the amount of € 10,8 million.

Unifiedpost Payments NV, Unifiedpost BV, UP-Nxt NV, Unifiedpost SARL, Unifiedpost SA, Financial Automation Solutions OÜ and PDOCHOLCO Limited act as guarantors under the Acquisition Facility (each a "Guarantor"), whereby each Guarantor jointly and severally guarantees the performance of all payment obligations of the Company and the other Guarantors under the Acquisition Facility. Since September 2021, 21 Grams and Crossinx were added as Guarantors.

The Gigarant Guarantee provides a guarantee for 26,48% of the Company's secured liability, which shall in any event not exceed an amount of € 9 million. Pursuant to the Gigarant Guarantee, the Company cannot incur any indebtedness, other than under the Acquisition Facility or any other existing debts, without the prior written consent of Gigarant NV. Furthermore, the Company cannot use any of the Facilities to grant a loan or to provide any form of credit to any person, nor can it grant any guarantee or indemnity to or for the benefit of any person in respect of any obligation of any third party or assume any third-party liabilities. Lastly, no change of control on the level of the Company is permitted without the written consent of Gigarant NV.

Pursuant to the Acquisition Facility, the Company is subject to several financial covenants and the Company cannot, and has to procure that no group companies will, create or permit to subsist any security or quasi-security over any of its assets, with the exception of certain permitted securities.
The Company has to procure that no substantial change is made to the general nature of the business of the Group. The Company needs to ensure that its Senior Adjusted Leverage (calculated as some ratio of consolidated net financial debt to adjusted pro forma consolidated EBITDA) shall not at any time exceed 3:1 and the Group is subject to a semi-annual test for compliance with such requirement.

Furthermore, the Company cannot incur or remain outstanding any financial indebtedness, other than such indebtedness allowed under the Acquisition Facility. Also, the Company cannot enter into transactions with a view to sell, lease, transfer or otherwise dispose of any asset, except for such transactions with respect to obsolete or redundant assets, transactions taking place on an intra-group level or transactions being made in the ordinary course of trading.

In the event that a change of control (i.e., the aggregate ownership of Sofias BVBA, PE Group NV, Smartfin Capital NV, Mr. Michel Delloye and the management and employees of the Company on 12 March 2019, the date of the Acquisition Facility, falling below 25%) takes place all Facilities will be cancelled and all outstanding loans, together with accrued interest, and all other amounts accrued under the relevant financial documents will become immediately due and payable. In January 2021, Smartfin Capital NV sold its shares in the Company, however the 25% is still reached per 31 December 2021.

And finally, the shares the Company holds in 21 Grams and Crossinx were pledged during September 2021, and both 21 Grams and Crossinx were then added as additional Guarantors under the Acquisition Facility.

The Senior Adjusted Leverage exceeded the 3:1 ratio at 31 December 2021, causing the Company to be in breach of the covenant. All amounts due to Belfius Bank NV at 31 December 2021 are presented as current in the statement of financial position. In 2022, the Company obtained a waiver in which the non-compliance with the covenants has been waived.

c. Liquidity facility

Belfius Bank NV has granted in August 2021 a liquidity facility of € 5 million to Unifiedpost Group, a revolving facility with a maximum term of 18 months, not covered by the Gigarant guarantee.

d. Acquisition facility Buildings Sirius Star

This acquisition facility was granted by ProCredit Banka to Fitek Balkan and relates to the real estate Sirius Star Building in Belgrade. The non-current secured acquisition facility outstanding per 31 December amounts to € 1.583 thousand and on short-term € 180 thousand is outstanding.

e. Investment Credits

- On 15 March 2017, the Company entered into a € 1 million investment credit to finance the acquisition of Onea NV. The credit has a term of 5 years and carries an interest of 1,649% per annum. The credit is secured by a pledge over the shares of UP-NXT NV, following the merger between Onea NV and UP-NXT NV. The current outstanding is short term debt of € 69 thousand.
- Unifiedpost doo (Fitek Balkan) has currently 6 investment loans agreed with Erste Banka (1 loan), UniCreditbanka (1 loan), ProCredit Banka (3 loans) and Eurobanka (1 loan). The long-term outstanding of these credits is € 938 thousand and short-term outstanding is € 577 thousand.
- Unifiedpost Solutions doo and New Image doo (Fitek Balkan) have outstanding investment loans with UniCredit banka with a long-term outstanding of € 38 thousand and short-term outstanding of € 116 thousand;
- Digithera srl has an investment credit with final due date 9 March 2022 at an interest rate of 1,80% and with a short-term outstanding of € 31 thousand.

f. Other bank borrowings

- **Factoring agreement with BNP:** The Company holds its receivables to collect its cash flows. In order to finance its operations, the company occasionally engages in factoring arrangements with financial institutions. These factoring arrangements do not result in an accounting de-recognition. The corresponding asset and liability are recognised, measured and extinguished in line with the guidance of IFRS 9 when the continuing involvement approach is applicable. At 31 December 2021 and 31 December 2020, trade receivables had been sold to a provider of invoice discounting and debt factoring services. The Group is committed to underwrite any of the debt transferred and therefore continues to recognise the debts sold within trade receivables until the debtors repay or default. Since the trade receivables continue to be recognised, the business model of the Group is not affected.

The transfer of the outstanding factoring debts of € 1.436 thousand is included as short-term bank loans per 31 December 2021. Per 31 December 2020, there was an outstanding factoring receivable that amounted to € 2.080 thousand (see note 5.18).

- **Long-term loan with Commerzbank** (unsecured): On March 17, 2021, Crossinx GmbH entered into a 'Universal loan' agreement with Commerzbank. The loan has a fixed interest rate of 3,19% and a maturity at 31 January 2027 (€ 750 thousand). No redemption payment is due within the first 12 months. Covenant check is only required from December 2022 onwards whereby a positive free cashflow is required and an EBIT of € 1 million.
- **Other bank borrowings:**
  - **Secured**: At the end of 2018, the Company entered into an agreement with BNP for € 2.237 million to take over the foreign Facturis customers of which an amount of € 922 thousand is outstanding per 31 December 2021. And at SEB Bank in the Baltics, the overdraft facility amounts to € 550 thousand per 31 December 2021;
  - **Unsecured**: Per 31 December, the Group has € 1 million outstanding short-term loans for vacation pay or 13th month.

5.22.2 Refundable government advances

Prior to 1 January 2017, the Group has received financing from the Walloon Region government in the form of low interest-bearing loans funding certain research and development activities. In case the funded research is successful, and the Company exploits its results, 30% of the loan is repayable in fixed amounts, and up to 170% in the form of royalties. Repayment can be forgiven at any time if the Company assigns the results of the research to the government.

On transition date to IFRS and subsequently, the loans have been recorded at their amortised cost retrospectively applying the effective interest method in IFRS 9.

The table below provides details on the refundable government advances granted to the Group and repayments made in 2020 and 2021.

						2021		2020	
Ref.	Grant amount	Comments	Contract date	Decision year on fixed repayments part	% Fixed	Liability on statement of financial position	Paid	Liability on statement of financial position	Paid
1.	304	Closed in 2019	2005	2007	6%	63	20	72	20
2.	830	Closed in 2019	2008	2012	6%	295	55	277	55
						358	75	349	75

5.22.3 Other loans

The other loans relate to:

- deferred considerations of the 2021 acquisitions (€ 2.116 thousand – see note 5.6 Business Combinations);
- a deferred consideration of € 250 thousand to the previous shareholders of First Business Post; and
- a contingent consideration of € 250 thousand regarding First Business Post.

5.23 Liabilities associated with puttable non-controlling interests

	Non-current	Current	Total
At 1 January 2020	**2.000**	**-**	**2.000**
Fitek Balkan put option	-	6.355	6.355
Changes in value of estimated redemption liability due to passage of time and other reasons	(212)	(177)	(389)
At 31 December 2020	**1.788**	**6.178**	**7.966**
Put option relating to created joint venture in Romania	1.000	-	1.000
Put option relating to created joint venture in Croatia	680	-	680
Changes in value of estimated redemption liability due to passage of time and other reasons	(480)	902	422
Unwinding and remeasuring effect -SK	212	-	212
De-recognition of liability due to exercise of put or linked call option – SK	(2.000)	-	(2.000)
At 31 December 2021	**1.200**	**7.080**	**8.280**

Unifiedpost Romania JV

A shareholder's agreement was signed, upon the establishment of Unifiedpost Romania joint venture, in which the Group granted a put option to non-controlling shareholders of SC Unifiedpost s.r.l. whereby they have the right to sell their shares to the Group, at a price to be determined at the time of exercise based on an agreed formula approximating a market price. The put option can only be exercised after 8 December 2023. The terms do not provide a present ownership interest in the shares subject to the put. The amount that may become payable under the option on exercise was initially recognised at the present value of the redemption amount within liabilities (€ 1.000 thousand, see note 5.30.1). The liability is subsequently adjusted for the changes in value, including the effect of unwinding of the discount and other changes in the estimated redemption amount due to changes in management's assumptions, directly through equity. There is no separate accounting for the unwinding of the discount due to the passage of time. The estimated redemption liability decreased by a total of € 480 thousand during 2021, which has been recorded directly in equity.

Unifiedpost Croatia JV

On 8 July 2021, the Group established a joint venture Unifiedpost Limited Liability Company, with the aim to provide e-invoicing services in Croatia. The Group has a 51% ownership in this joint venture. On 11 June 2021 a shareholder's agreement was signed in which the Group granted a put option to non-controlling shareholders of Unifiedpost Croatia whereby they have the right to sell their shares to the Group, at a price to be determined at the time of exercise based on an agreed formula approximating a market price. The put option can only be exercised following the 3rd anniversary of the incorporation. The terms do not provide the Group with a present ownership interest in the shares subject to the put option. The amount that may become payable under the option on exercise was initially recognised at the present value of the estimated redemption amount within liabilities (€ 680 thousand, see note 5.30.1) with debit entries to derecognise non-controlling interests (€ 0 thousand) and a direct charge to the equity attributable to equity holders for the difference (€ 680 thousand).

Fitek Slovakia

On 23 December 2019, the Group had granted a put option to non-controlling shareholders of Fitek Slovakia whereby they have the right to sell their shares to the Group at some future date after 1 January 2022, at a price to be determined at the time of exercise based on an agreed formula approximating a market price, with a price floor safeguard of € 900 thousand. The terms did not provide a present ownership interest in the shares subject to the put. The option on exercise was initially recognised at the present value of the redemption amount within liabilities (€ 2 million). The liability was subsequently adjusted for the changes in value, including the effect of unwinding of the discount, up to the redemption amount that is payable at the date at which the option first becomes exercisable. On 7 June 2021, the Group exercised the call option right to purchase the ownership interests of the 2 remaining minority shareholders of the company, who owned jointly 49% of the shares, for a total amount of € 2 million.

Fitek Balkan

On 26 February 2020 a shareholder's agreement was signed in which the Group granted a put option to non-controlling shareholders of Fitek Balkan whereby they have the right to sell their shares to the Group, at a price to be determined at the time of exercise based on an agreed formula approximating a market price adjusted for the fair market value of the Sirius Star's building in Belgrade. The terms do not provide the Group with a present ownership interest in the shares subject to the put option. The amount that may become payable under the option on exercise was initially recognised at the present value of the estimated redemption amount within liabilities (€ 6.355 thousand, see note 5.30.1) with debit entries to derecognise non-controlling interests (€ 2.440 thousand) and a direct charge to the equity attributable to equity holders for the difference (€ 3.915 thousand). The liability is subsequently adjusted for the changes in value, including the effect of unwinding of the discount and other changes in the estimated redemption amount due to changes in management's assumptions, directly through equity. There is no separate accounting for the unwinding of the discount due to the passage of time. The estimated redemption liability decreased by a total of € 902 thousand during 2021, which has been recorded directly in equity. At 31 December 2021, the Fitek Balkan put option was valued at € 7.080 thousand.

5.24 Reconciliation of liabilities arising from financing activities

The table below explains changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. For lease liabilities, such information is included in note 5.25.

Thousands of Euro	Non-current	Current	Total
As at 1 January 2020	**57.010**	**39.497**	**96.507**
Cash flows			
Debt drawdown	2.373	3.462	5.835
Repayments debts	(20.044)	(9.071)	(29.115)
Non-cash changes			
Accrued interest	-	271	271
Business combinations	2.102	1.207	3.309
Reclass to current	27.673	(27.673)	-
Changes in the convertible bond	(47.246)	(1.431)	(48.677)
Changes in the investment rights	-	3.750	3.750
Put option written on non-controlling interests	(212)	6.178	5.966
Vendor loans obtained	-	2	2
As at 31 December 2020	**21.656**	**16.192**	**37.848**

Thousands of Euro	Non-current	Current	Total
As at 1 January 2021	**21.656**	**16.192**	**37.848**
Cash flows			
Debt drawdown	1.928	6.796	8.724
Repayments debts	(2.004)	(11.043)	(13.047)
Non-cash changes			
Accrued interest	-	608	608
Business combinations	754	4.112	4.866
Reclass to current	(14.479)	14.479	-
Change in fair value of contingent consideration	-	250	250
Changes in the investment rights	-	(2.678)	(2.678)
Put option written on non-controlling interests	1.412	902	2.314
Deferred payments	801	1.315	2.116
At 31 December 2021	**10.068**	**30.933**	**41.001**

5.25 Lease liabilities

Thousands of Euro	Notes	Land and Buildings	Machinery and Hardware	Vehicles	Total
At 1 January 2020		**4.982**	**1.085**	**1.841**	**7.908**
Additions		1.104	608	1.712	3.424
Interest expense		48	33	52	133
Effect of modification to lease terms			-	(47)	(47)
Lease payments		(1.486)	(821)	(1.153)	(3.460)
Foreign exchange movements		(13)	(9)	(2)	(24)
Disposals		-	7	-	7
Business combinations	5.6	30	60	35	125
Other		(9)	-	-	(9)
At 31 December 2020		**4.656**	**963**	**2.438**	**8.057**
Additions		2.750	119	916	3.785
Interest expense		111	15	86	212
Effect of modification to lease terms		830	-	-	830
Lease payments		(2.458)	(682)	(1.207)	(4.347)
Foreign exchange movements		(15)	20	-	5
Disposals		-	-	(173)	(173)
Business combinations	5.6	2.080	6	221	2.307
Other		-	-	3	3
At 31 December 2021		**7.954**	**441**	**2.284**	**10.679**

Lease liabilities are effectively secured as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default.

5.26 Trade and other payables

		At 31 December
Thousands of Euro	**2021**	**2020**
Trade payables	22.915	8.806
Accrued expenses	2.016	609
VAT payable	3.555	684
Salaries and social security payable	6.667	3.764
Payment Solutions customers' Funds in Transit	6.653	1.871
Other amounts payable	845	819
Total	**42.651**	**16.553**

5.27 Retirement benefit schemes

The Group sponsors various post-employment benefit plans. These include both defined contribution and defined benefit plans as defined by IAS 19 Employee Benefits.

Defined contribution plans

For defined contribution plans outside Belgium, the Group pays contributions to publicly or privately administered pension funds or insurance contracts. Once the contributions have been paid, the group has no further payment obligation. The contributions are expensed in the year in which they are due. For 2021, contributions paid into defined contribution plans amounted to € 1.002 thousand (2020: € 200 thousand).

Defined benefit plans

The Group has group insurance plans for some of its Belgian employees funded through defined payments to insurance companies. The Belgian pension plans are by law subject to minimum guaranteed rates of return. In the past the minimum guaranteed rates were 3,25% on employer contributions and 3,75% on employee contributions. A law of December 2015 (enforced on 1 January 2016) modifies the minimum guaranteed rates of return applicable to the company's Belgian pension plans. For insured plans, the rates of 3,25% on employer contributions and 3,75% on employee contributions will continue to apply to the contributions accumulated before 2016. For contributions paid as from 2016, a variable minimum guaranteed rate of return with a floor of 1,75% applies. The Group obtained actuarial calculations, form an independent actuary, for the periods reported based on the projected unit credit method.

The amounts recognised in the statement of financial position are as follows:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Present value of funded defined benefit obligations	(2.000)	(2.196)
Fair value of plan assets	1.825	1.934
Total	**(175)**	**(262)**

The amounts recognised in the statement of profit or loss are as follows:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Current service cost	275	236
Interest cost	20	24
Expected return on plan assets	(19)	(21)
Effect of any curtailment or settlement	-	(137)
Total pension expense	**276**	**102**

Changes in the present value of the defined benefit obligation are as follows:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Defined benefit obligation at beginning of year	2.196	2.071
Current service cost	275	236
Past service cost	-	(138)
Interest cost	20	24
Benefits paid	(308)	(73)
Actuarial remeasurements	(183)	76
Defined benefit obligation at end of year	**2.000**	**2.196**

Changes in the fair value of the plan assets are as follows:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Fair value of plan assets at beginning of the year	1.934	1.726
Interest income on plan assets	19	21
Remeasurements	(41)	30
Contributions paid by the company and by participants	271	276
Benefits and expenses paid	(358)	(119)
Fair value of the plan assets at end of the year	**1.825**	**1.934**

Amounts recognised in other comprehensive (income)/loss in the period:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Prior year cumulative actuarial remeasurements	28	(5)
Remeasurements	(109)	33
Cumulative number of actuarial gains and losses recognised in other comprehensive (income)/loss	**(81)**	**28**

Movements in the net (liability)/ asset recognised in the balance sheet are as follows:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Net liability in the balance sheet at beginning of year	(262)	(345)
Total expense recognised in the income statement	(276)	(102)
Contributions paid by the company	254	218
Amount recognised as recognised in other comprehensive (income)/loss	**109**	**(33)**
Defined benefit obligation at end of year	**(175)**	**(262)**

Actual return on plan assets is as follows:		
		At 31 December
Thousands of Euro	**2021**	**2020**
Actual return on plan assets	19	21
Remeasurement of plan assets	(41)	29
Actuarial return on plan assets	**(22)**	**50**

The principal actuarial assumptions used in determining the present value of the defined benefit obligations include:

	At 31 December	
Thousands of Euro	**2021**	**2020**
Principal actuarial assumptions at the balance sheet date are as follows:		
Discount rate	0,91%	0,91%
Future salary increases	2,91%	2,91%
Future inflation	1,84%	1,84%

5.28 Segment information

Until December 2020, the Company has managed its operations and allocated its resources as a single operating segment. As announced earlier, 2021 is a year of construction for the Group with six acquisitions and at the same time the groupwide roll out of some strategic products.

The Company's chief operating decision-maker is its Board of Directors, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance, and allocating resources.

The company is currently revising its reporting structure and segment reporting in view of the Group's updated product strategy and go-to-market strategy in 2021 allowing for the roll out of central products over its platform. As per today, the Group has identified the following operating segments with separate business activities :

- Platform: groups all digital document processing activities for as well SME clients as Corporate clients are part of this type of activity. It covers the inbound document flow (COLLECT) and the outbound document flow (CHANNEL)
- Paper processing: all offset printing activities and paper delivery activity
- Payments: concerns all regulated activities on the supervision of the Belgian National Bank and which needs separate reporting and the payment activities linked to PSD2-applications and Corporate Payment HUB
- Services and Apps: groups all services which will be offered to our clients based on gathered data from the platform, such as factoring of receivables – collection management applications
- Postage and Parcel optimisation: this segments groups all optimization activities for the postage distribution (today only in the Scandinavian market).

Furthermore the group defined following geography regions:

- West Europe: Austria – Belgium – Switzerland – Germany – France – Luxemburg – The Netherlands – United Kingdom
- Central East Europe: Czech Republic – Hungary – Poland - Slovakia
- South Europe: Albania – Bosnia-Herzegovina – Spain – Greece – Croatia – Italy – Moldovia – Portugal – Romania - Republic of Serbia
- North Europe: Denmark – Estonia – Finland – Lithuania – Latvia – Norway - Sweden
- Rest of the World: Morocco – Singapore – Tunisia - Vietnam

The following segment information per CGU could be completed:

Thousands of Euro	Platform	Paper processing	Payments	Services and Apps	Postage and Parcel	Corporate	Total
For the year ended 31 December 2021							
Revenue							
Total revenue	88.289	12.129	3.404	3.062	63.649	-	170.533
As at 31 December 2021							
Intangible fixed assets							
Net book value	74.047	276	6.310	560	1.681	629	83.503
Staffing (FTE's) at closing date							
In Number (#) of FTE's	1.187	67	87	37	28	13	1.419

Thousands of Euro	Platform	Paper processing	Payments	Services and Apps	Postage and Parcel	Corporate	Total
For the year ended 31 December 2020							
Revenue							
Total revenue	54.105	9.928	1.367	3.528	-	-	68.928
At 31 December 2020							
Intangible fixed assets							
Net book value	43.900	420	3.513	-	-	32	47.865
Staffing (FTE's) at closing date							
In Number (#) of FTE's	724	65	42	15	-	8	854

Next to the above operating segments, the Group is also monitoring its business performance by region. The regional segment reporting for the same key financials are presented in the below table:

Thousands of Euro	West Europe	Central East Europe	South Europe	North Europe	Rest of the World	Total
For the year ended 31 December 2021						
Revenue						
Total revenue	57.046	2.956	11.945	98.586	-	170.533
%	33%	2%	7%	58%	0%	
As at 31 December 2021						
Intangible fixed assets						
Net book value	41.350	2.286	5.349	34.518	-	83.503
Staffing (FTE's) at closing date						
In Number (#) of FTE's	556	70	458	294	41	1.419

Thousands of Euro	West Europe	Central East Europe	South Europe	North Europe	Rest of the World	Total
For the year ended 31 December 2020						
Revenue						
Total revenue	47.023	1.982	6.755	13.168	-	68.928
%	68%	3%	10%	19%	0%	
At 31 December 2020						
Intangible fixed assets						
Net book value	25.930	1.755	4.135	16.045	-	47.865
Staffing (FTE's) at closing date						
In Number (#) of FTE's	396	14	255	188	1	854

The revenue relating to the Belgian market, which is the local market of the Unifiedpost Group SA, amounts to € 27,0 million in 2021 (2020: € 24,5 million).

5.29 Investment in subsidiaries

The Group's financial statements consolidate the following entities, as from incorporation or acquisition date.

					Proportion of ownership %		
					At 31 December		
Foundation/ Acquisition year	Name of entity	Registered office	Country	Company registration n°	2021	2020	
2000	Unifiedpost SA	Avenue Reine Astrid 92 A, BE -1310 La Hulpe	Belgium	BE 0471.730.202	100%	100%	
2004	Unifiedpost SARL	15, Zone Industrielle, L-8287 Kehlen	Luxemburg	B99.226	100%	100%	
2006	Unifiedpost Group SA	Avenue Reine Astrid 92 A, BE -1310 La Hulpe	Belgium	BE 0886.277.617	100%	100%	
2008	Unifiedpost BV	Albert Einsteinweg 4, 8218 NH Lelystad	The Netherlands	KvK 39078749	100%	100%	
2009	SC Unifiedpost SRL	Strada Coriolan Brediceanu 10, Timișoara 300011	Romania	J35/901/2009	100%	100%	
2011	UP-nxt NV	Kortrijksesteenweg 1146, BE - 9051 Sint-Denijs-Westrem	Belgium	BE 0842.217.841	100%	100%	
2012	PowertoPay BV	Albert Einsteinweg 4, 8218 NH Lelystad	The Netherlands	KvK 30279124	-	100%	(e)
2014	The eID Company SA	Rue du Congrès 35, BE - 1000 Bruxelles	Belgium	BE 0886.325.919	100%	100%	
2016	Unifiedpost Payments SA	Avenue Reine Astrid 92 A, BE -1310 La Hulpe	Belgium	BE 0649.860.804	100%	100%	
2017	Nomadesk NV	Kortrijksesteenweg 1146, BE - 9051 Gent	Belgium	BE 0867.499.902	100%	100%	
2017	Stichting Unifiedpost Payments	Albert Einsteinweg 4, 8218 NH Lelystad	The Netherlands	KvK 69248907	100%	100%	
2018	Leleu Document Services NV	Dorpstraat 85B, BE 1785 Merchtem	Belgium	BE 0716.630.753	100%	100%	
2018	Drukkerij Leleu NV	Dorpstraat 85B, BE 1785 Merchtem	Belgium	BE 0429.709.208	100%	100%	
2018	Advanced Document Management Solutions NV	Kortrijksesteenweg 1146, BE - 9051 Gent	Belgium	BE 0544.854.839	100%	100%	
2018	Inventive Designers NV	Sint-Bernardsesteenweg 552, BE - 2660 Antwerpen	Belgium	BE 0453.758.377	100%	100%	
2018	Unifiedpost I.K.E.	1 Ellis, 17235 Dafni, Athens	Greece	801073446	100%	100%	
2019	Financial Automated Solutions OÜ	Tartu maantee 2, 10145 Tallinn, Estonia	Estonia	12949376	100%	100%	
2019	Unifiedpost CEE SIA	Dēļu iela 4, Rīga, Latvia	Latvia	40103957063	100%	100%	
2019	Unifiedpost AS	Tartu mnt 43, Tallinn 10128, Estonia	Estonia	10179336	100%	100%	
2019	Unifiedpost AS	Delu street 4, Riga, Latvia	Latvia	40003380477	100%	100%	
2019	Unifiedpost UAB	Senasis Ukmergės kel. 2, Užubalių k., 14302 Vilniaus r., Lithuania	Lithuania	111629419	100%	100%	
2019	Unifiedpost s.r.o.	Nádražná 1958, Ivanka pri Dunaji 900 28, Slovakia	Slovakia	46950095	100%	51%	(a)
2019	Unifiedpost s.r.o.	Roztylská 1860/1, Chodov, 148 00 Prague	Czech Republic	6145132	100%	51%	(a)
2019	PDOCHOLCO Ltd.	Unit 3 Park Seventeen, Moss Lane, Whitefield, Manchester, England, M45 8FJ	United Kingdom	09741928	100%	100%	
2019	Prime Document Trustee Ltd	Unit 3 Park Seventeen, Moss Lane, Whitefield, Manchester, England, M45 8FJ	United Kingdom	10517855	-	100%	(c)
2019	Unifiedpost Limited	Unit 3 Park Seventeen, Moss Lane, Whitefield, Manchester, England, M45 8FJ	United Kingdom	03732738	100%	100%	
2019	Unifiedpost Finance & Services SA	Avenue Reine Astrid 92 A, BE -1310 La Hulpe	Belgium	BE 0734.987.509	100%	100%	
2019	Unifiedpost SARL	Rue du Rhône 14, 1204 Genève	Switzerland	CHE-187.626.604	-	100%	(d)
2020	New Image d.o.o.	Tosin bunar 185, Belgrade 11070, Serbia	Serbia	20451653	51%	51%	(f)
2020	Unifiedpost d.o.o.	Tosin bunar 185, Belgrade 11070, Serbia	Serbia	17245481	51%	51%	(f)
2020	Unifiedpost Solutions d.o.o.	Tosin bunar 185, Belgrade 11070, Serbia	Serbia	20006188	51%	51%	(f)
2020	Unifiedpost d.o.o. Banja Luka	Đ. Damjanovića 24, Banjaluka 78000, Bosnia	Bosnia and Herzegovina	11090249	51%	51%	(f)
2020	ImageSoft d.o.o.	Tosin bunar 185, Belgrade 11070, Serbia	Serbia	21301116	51%	51%	(f)
2020	Sirius Star d.o.o.	Tosin bunar 185, Belgrade 11070, Serbia	Serbia	21448150	51%	51%	(f)

2020	Tehnobiro d.o.o.	Varvarinska 14, Belgrade, Serbia	Serbia	17097512	51%	51%	(f)
2020	Unifiedpost Business Solutions s.r.l.	Bucharest, Mihai Bravu Street no 325, block 55, scale 1, 10 floor, Ap. 37, Districkt 3	Romania	J40/7873/2020	51%	51%	(f)
2020	Unifiedpost Ltd (Vietnam)	2nd floor, No. 94 Xyan Thuy, Thao Dien ward, district 2, Ho Chi Minh city, Vietnam	Vietnam	316455613	100%	100%	
2020	Unifiedpost SAS	Spaces La Défense 1-7 Cours Valmy 92800 Puteaux, France	France	880353339	100%	100%	
2021	21 Grams Holding AB	Lumaparksvägen 9, 120 31 Stockholm, Sweden	Sweden	559024-4132	100%	n.a.	(b)
2021	21 Grams AB	Lumaparksvägen 9, 120 31 Stockholm, Sweden	Sweden	556666-3729	100%	n.a.	(b)
2021	21 Grams AS	Professor Birkelands vei 36, 1081 oslo, Norway	Norway	919043903	100%	n.a.	(b)
2021	21 Grams Ltd	7/8 Eghams Court Boston Drive, Bourne End, Buckinghamshire, United Kingdom, SL8 5YS	United Kingdom	5826757	100%	n.a.	(b)
2021	Addoro AB	Västra Hamngatan 18, 403 13 Göteborg, Sweden	Sweden	556771-5957	100%	n.a.	(b)
2021	Europe Post ApS	Hedelykken 2-4, 2640 Hedehusene, Denmark	Denmark	33581920	100%	n.a.	(b)
2021	Mailworld Group AB	Lumaparksvägen 9, 120 31 Stockholm, Sweden	Sweden	556914-4081	100%	n.a.	(b)
2021	Mailworld AB	Lumaparksvägen 9, 120 31 Stockholm, Sweden	Sweden	556647-7658	100%	n.a.	(b)
2021	Mailworld Office AB	Lumaparksvägen 9, 120 31 Stockholm, Sweden	Sweden	556790-7778	100%	n.a.	(b)
2021	Mailworld Invest AB	Lumaparksvägen 9, 120 31 Stockholm, Sweden	Sweden	559125-1920	-	n.a.	(b,g)
2021	Akti NV	Kantersteen 10, Brussel, 1000, Belgium	Belgium	BE0882.583.501	100%	n.a.	(b)
2021	BanqUP BV	Kortrijksesteenweg 1146, Sint-Denijs-Westrem, 9051, Belgium	Belgium	BE0664929753	100%	n.a.	(b)
2021	Banqware Sp.z.o.o.	Aleje Jerozolimskie 123A, Warszawa, 02-017, Poland	Poland	PL9512426439	100%	n.a.	(b)
2021	Digithera Srl	Via Paleocapa 1, Milano, 20121, Italy	Italy	IT08567210961	100%	n.a.	(b)
2021	Digithera Albania	Bul. Zogu Pare, P.33, H.23, Tirane	Albania	L51411004C	100%	n.a.	(b)
2021	Sistema Efactura SL	Calle Musgo 3, Madrid, 28023, Spain	Spain	ESB88554589	100%	n.a.	(b)
2021	Crossinx GmbH	Hanauer Landstrasse 291A, Frankfurt am Main, 60314, Germany	Germany	DE257417911	100%	n.a.	(b)
2021	Unifiedpost AG	Reissbachstrasse 59, Zurich, 8008, Switzerland	Switzerland	CHE-191.936.025 MWST	100%	n.a.	(b,h)
2021	I.C.S. Crossinx SRL	str. P.Moliva 21 of 9, Chisinau, MD-2004, Moldova	Moldova	TVA 40773114	100%	n.a.	(b)
2021	First Business Post Kft - Central Europe	Ábel Jenő utca 23, Budapest, 1113, Hungary	Hungary	HU14463053	100%	n.a.	(b)
2021	Unifiedpost PTE.LTD.	176 Orchard Rd, Level 5, The Centrepoint - JustCo, Singapore, 238843	Singapore	202103840H	100%	n.a.	
2021	Unifiedpost Limited Liability Company (Croatië)	Oreskoviceva ulica 6N/2, Zagreb (Grad Zagreb), Croatia	Croatia	34517716416	51%	n.a.	
2021	Unifiedpost Oy	Eteläesplanadi 2, 00130 Helsinki	Finland	3224862-5	100%	n.a.	
2021	Unifiedpost GmbH	Graben 19, 1010 Wien	Austria	567482h	100%	n.a.	
2021	Unifiedpost, Unipessoal LDA	Av. Da Liberdade n°110, Santo Antonio 1269 046 Lisboa	Portugal	516530070	100%	n.a.	
2021	eInvoice.SG PTE LTD	80 Robinson Road, #08-01, Singapore 068898	Singapore	201904946H	100%	n.a.	(b)
2021	Crossinx Dicompay GmbH	Hanauer Landstrasse 291A, Frankfurt am Main, 60314, Germany	Germany	HRB 124813	100%	n.a.	(b)

a. Call option exercised to increase ownership to 100% in 2021
b. Business combinations of 2021
c. Liquidated during in 2021
d. Merged with Crossinx AG on 1 October 2021
e. Merged with Unifiedpost BV on 1 January 2021
f. Business combination of the 2020 reporting period
g. Sold in 2021
h. Name changed from Crossinx AG to Unifiedpost AG on 1 October 2021

Changes in the 2021 consolidation circle

- The Company finalized 8 acquisitions in 2021 adding 22 subsidiaries to the consolidation circle. These companies are fully consolidated.
- 100% subsidiaries have been established in Vietnam, France, Singapore, Finland, Austria and Portugal.
- In 2021, 1 joint venture has been established in Croatia. This joint venture is fully consolidated.
- 2 merger took place in 2021: PowertoPay BV merged with Unifiedpost BV on 1 January 2021, Unifiedpost SARL merged with Crossinx AG on 1 October 2021.
- To deliver a full payment services package to the SME market segment in 25 countries, including PSD2 connectivity and IBAN accounts, the group is gradually establishing branches of Unifiedpost Payments SA in 21 countries. 16 Branches were already established prior to year-end.

Changes in the 2020 consolidation circle

- The acquisition of an additional 1% of the shares in the Fitek Balkan joint ventures occurred on 11 February 2020 (see note 5.11.3).
- On 3 July 2020, the Fitek Balkan acquired 51% of the shares of Tehnobiro d.o.o., thereby obtaining control of them. Sistemų integracijos sprendimai UAB (Fitek EDI) and EdiSync OU EE4 have been sold on 29 October 2020.
- Fitek UK Ltd has been liquidated in October 2020.
- In 2020, 1 joint venture has been established in Romania.
- During 2020, the Group founded the following entities:
  - Unifiedpost SAS (France) (7 January 2020)
  - Unifiedpost Payments Société étrangère immatriculée au RCS (France) (11 May 2020)
  - Unifiedpost Business Solutions s.r.l. (formerly Fitek Romania s.r.l.) (30 June 2020)
  - Unifiedpost Vietnam (24 August 2020)

5.30 Financial instruments and financial risk management

5.30.1 Financial instruments

Categories and fair value of financial instruments

The following table discloses the carrying amount of the Group's financial instruments in categories:

		At 31 December	
		2021	2020
Thousands of Euro	Categories		
Financial assets			
Trade and other receivables	FAAC (*)	34.826	17.718
Cash and cash equivalents	FAAC (*)	16.970	125.924
Total		**51.796**	**143.642**
Financial liabilities			
Subscription rights derivative liability	FLAFVTPL (****)	535	3.750
Loans and borrowings	FLAC (**)	32.186	26.131
Liabilities associated with puttable non-controlling interests	FLAFTE (***)	8.280	7.966
Lease liabilities	FLAC (**)	10.679	8.057
Trade and other payables	FLAC (**)	42.651	16.553
Total		**94.331**	**62.457**

(*) Financial assets measured at amortised cost
(**) Financial liabilities measured at amortised cost
(***) Financial liabilities at fair value through equity
(****) Financial liabilities at fair value through profit or loss

Trade and other receivables, cash and cash equivalents as well as trade and other payables have short terms to maturity, hence their carrying amounts are considered to be the same as their fair values.

For the majority of the borrowings, the fair values are not materially different from their carrying amounts, because interest payable on those borrowings is either close to current market rates or the loans were taken recently. This also applies to the BMI loan which carries an interest of 7% per annum, which reflects the fair value since it relates to a subordinated loan (see note 5.22.1).

Recognised fair value measurements

IFRS recognises the following hierarchy of fair value measurements:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices);
- Level 3: One or more of the significant inputs is not based on observable market data.

The Group's financial assets and liabilities carried at fair value were measured as follows at 31 December 2021 and 31 December 2020:

		Derivative fin. instr. re convertible bonds	Derivative fin. instr. re anti-dilution clauses	Liabilities associates with puttable non-controlling interests	Total
Thousands of Euro	Notes	Level 3	Level 3	Level 3	Level 3
At 31 December 2019		**12.937**	**-**	**2.000**	**14.937**
Subscription rights derivative liability		-	781		781
Change in fair value through profit or loss	5.21	2.374	2.969	-	5.343
Derecognition of the conversion option (conversion into capital)		(15.311)	-	-	(15.311)
Business combination	5.23	-	-	6.355	6.355
Unwinding & remeasurement effect	5.23	-	-	(389)	(389)
At 31 December 2020		**-**	**3.750**	**7.966**	**11.716**
Exercise of subscription rights derivative liability		-	(738)	-	(738)
Change in fair value through profit or loss		-	(2.477)	-	(2.477)
Put option relating to created joint venture Romania	5.23	-	-	1.000	1.000
Put option relating to created joint venture Croatia	5.23	-	-	680	680
Change in fair value through equity	5.23	-	-	424	424
Derecognition of the conversion option (conversion into capital)	5.23	-	-	(2.000)	(2.000)
Business combination		-	-	-	-
Unwinding & remeasurement effect	5.23	-	-	210	210
At 31 December 2021		**-**	**535**	**8.280**	**8.815**

The fair value of the derivative financial liability was calculated at inception using an option pricing model.

The following summarises information about the significant unobservable inputs used in the level 3 fair value measurement of the subscription rights derivatives:

The subscription rights derivatives were valued applying the Black-Scholes model. The fair value of the derivative amounts to € 535 thousand.

The quantitative information of significant unobservable inputs used in level 3 fair value measurement of the subscription rights derivative, can be summarized as follows:

- the volatility of the stock price (58% volatility assumed): an increase of the volatility by 10% would increase the fair value by € 42 thousand; a decrease of the volatility by 10% would decrease the fair value by € -39 thousand.

The put options were valued applying a discounted cash flow method, and conform with the methodology contractually agreed.

The quantitative information of significant unobservable inputs used in level 3 fair value measurement of the liabilities associated with puttable non-controlling interests of Fitek Balkan can be summarised as follows:

- The weighted annual growth rate of the revenues (5,9%): an increase or decrease of the annual growth rate of the revenues would not affect fair value as put option liability has been capped with call option liability minimal value, which is not dependent on the revenues;
- The applied discount rate (5%): an increase of the discount rate by 1% would decrease fair value by € 10 thousand, a decrease of the discount rate by 1% would increase fair value by € 10 thousand.

The quantitative information of significant unobservable inputs used in level 3 fair value measurement of the liabilities associated with puttable non-controlling interests of Unifiedpost Romania can be summarised as follows:

- The weighted annual growth rate of the revenues (18%): an increase or decrease of the annual growth rate of the revenues would not affect fair value as put option liability has been capped with call option liability minimal value, which is not dependent on the revenues;
- The applied discount rate (4,7%): an increase of the discount rate by 1% would decrease fair value by € 20 thousand, a decrease of the discount rate by 1% would increase fair value by € 30 thousand.

The quantitative information of significant unobservable inputs used in level 3 fair value measurement of the liabilities associated with puttable non-controlling interests of Unifiedpost Croatia can be summarised as follows:

- The weighted annual growth rate of the revenues (21%): an increase or decrease of the annual growth rate of the revenues would not affect fair value as put option liability has been capped with call option liability minimal value, which is not dependent on the revenues;
- The applied discount rate (4,7%): an increase of the discount rate by 1% would decrease fair value by € 30 thousand, a decrease of the discount rate by 1% would increase fair value by € 30 thousand.

5.30.2 Financial risk management

The Group is exposed to a variety of financial risks. The Board has overall responsibility for the determination of the Group's risk management objectives and policies, and whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's management.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

5.30.2.1 Credit risk

Credit risk relates to the risk that a counterparty will fail to fulfil its contractual obligations with the result that the Group would suffer a loss. The Group is mainly exposed to credit risk from credit sales. It is the Group's policy, implemented locally, to assess the credit risk of new customers before entering contracts, taking into account their financial position, past experience and other factors. For higher risk clients future credit sales are made only with approval of the Group's management. The Group monitors on a monthly basis the ageing of its trade receivables. Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of "A" are accepted.

The Group's allowance as at 31 December 2021 and 2020 was determined as follows for both trade receivables and contract assets:

Thousands of Euro	Neither past	Past due but not impaired			
	due nor				
1 January 2021	**impaired**	**< 3 months**	**3-6 months**	**6+ months**	**Total**
Expected loss rate	0,54%	0,42%	7,53%	42,27%	1,38%
Gross carrying amount – trade receivables	8.753	2.865	381	199	12.198
Contract assets	374	-	-	-	374
Loss allowance	**49**	**12**	**29**	**84**	**174**

Thousands of Euro	Neither past	Past due but not impaired			
	due nor				
31 December 2021	**impaired**	**< 3 months**	**3-6 months**	**6+ months**	**Total**
Expected loss rate	0,18%	0,57%	3,28%	34,86%	0,55%
Gross carrying amount – trade receivables	19.339	6.244	176	205	25.965
Contract assets	853	-	-	-	853
Loss allowance	**36**	**36**	**6**	**71**	**148**

5.30.2.2 Market risk

Market risk arises from the Group's use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), in foreign exchange rates (currency risk) or in other market factors (another price risk).

Foreign exchange risk

The Group operates across several countries, with its major operations in the Eurozone. It operates in each country predominately in the local currencies, respectively the Euro, the Romanian Lei (RON) for its development centre in Romania, the British pound (GBP) for the acquired Unifiedpost Ltd operations, the Serbian Dinar (RSD) for Fitek Balkan, the Swedish Krona (SEK), the Norwegian Krona and Danish Krona for the recently acquired 21 Grams activities and the Singapore Dollar as well as the Vietnamese Dong for the starting up operations in Singapore and Vietnam.

The Group's policy to date has not been to actively hedge the net investment position in local operations.

At 31 December 2021, the currency risk on assets and liabilities was as follows based on notional amounts:

Thousands of Euro	RON	GBP	RSD	SEK	SGD	VND
Receivables	520	738	3.995	11.034	-	54
Payables	981	725	1.451	10.164	23	44
Loans payable	-	-	459	-	-	-

At 31 December 2020, the currency risk on assets and liabilities was as follows based on notional amounts:

Thousands of Euro	RON	GBP	RSD
Receivables	111	863	1.517
Payables	639	698	1.014
Loans payable	-	-	500

A 10% strengthening or weakening of the Euro against these foreign currency rates would not significantly affect reported equity.

Cash flow and fair value interest rate risk

The Group's interest rate risk primarily arises from short-term and long-term borrowings at variable interest rates. The Acquisition Facility carries interest at Euribor + a margin. A hypothetical 1% increase or decrease of Euribor would cause interests to increase or decrease, respectively, by € 113 thousand on a full year basis.

5.30.2.3 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Management reviews cash flow forecasts on a regular basis to determine whether the Group has sufficient funds available to meet future working capital requirements and to take advantage of business opportunities.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on their remaining term at the reporting dates. The amounts disclosed in the table are the contractual undiscounted cash flows, including interest payments.

Thousands of Euro	< 3 months	Between 3 months and 1 year	Between 1 and 2 years	Between 2 years and 5 years	> 5 years	Total
At 1 January 2020	**50.130**	**8.638**	**6.209**	**8.342**	**4.032**	**77.351**
Derivative financial instruments	-	3.750	-	-	-	3.750
Loans & Borrowings	1.944	4.923	13.188	4.455	3.396	27.906
Liabilities associated with puttable non-controlling interests	-	6.178	1.788	-	-	7.966
Lease liabilities	834	2.225	2.319	2.472	403	8.253
Trade & other payables	15.966	587	-	-	-	16.553
At 31 December 2020	**18.744**	**17.663**	**17.295**	**6.927**	**3.799**	**64.428**
Derivative financial instruments	-	535	-	-	-	535
Loans & Borrowings	7.988	15.977	2.117	5.286	942	32.310
Liabilities associated with puttable non-controlling interests	-	7.080	1.200	-	-	8.280
Lease liabilities	1.129	3.132	3.188	3.300	349	11.098
Trade & other payables	39.578	1.616	1.437	20	-	42.651
At 31 December 2021	**48.695**	**28.340**	**7.942**	**8.606**	**1.291**	**94.874**

5.30.2.4 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of the following gearing ratio: Net debt divided by Total 'equity', as calculated below at each reporting date:

		At 31 December	
Thousands of Euro	Notes	**2021**	**2020**
Net debt			
Cash and cash equivalents	5.20	(16.970)	(125.924)
Bank borrowings	5.22.1	29.212	25.783
Lease liabilities	5.25	10.679	8.057
Net debt / (Cash)		**22.921**	**(92.084)**
'Equity'			
Reported shareholders' equity		196.429	168.197
Face value of automatically convertible bonds		-	-
'Equity'		**196.429**	**168.197**
Gearing ratio		**12%**	**-55%**

The gearing ratio decreased at 31 December 2021 due to different acquisitions performed.

Furthermore, under the terms of the Acquisition Facility provided by Belfius Bank NV, the Group is required to comply with its senior adjusted leverage covenant, as described in note 5.22.2. The Senior Leverage did exceed the 3:1 ratio at 31 December 2021, therefore the Company obtained a waiver in February 2022 from Belfius. The guarantor coverage percentage was met at 31 December 2021.

5.31 Significant agreements, commitments and contingencies

The Group does not have any significant commitments or contingencies other than described elsewhere in these financial statements.

5.32 Transactions with related parties

During the year the Group companies entered into the following transactions with related parties who are not members of the Group:

	Sales to related party		Services from related party	
	For the year ended 31 December		For the year ended 31 December	
Thousands of Euro	2021	2020	2021	2020
Key management	-	21	-	-
Associates & joint ventures	-	-	-	5
Members of the Board of Directors	-	-	240	140
Other related parties	-	-	-	12

The following balances were outstanding at the end of the reporting period in relation to transactions with related parties:

	Amounts owed to related party		Amount owed by related party	
	For the year ended 31 December		For the year ended 31 December	
Thousands of Euro	2021	2020	2021	2020
Key management	232	63	-	21
Members of the Board of Directors	91	58	-	-
Other related parties	-	3	-	-

Amounts owed to related parties are unsecured and will be settled in cash. No guarantees have been given or received. The amounts owed to related parties are mainly related to outstanding invoices from key management or agreed fees for members of the Board of Directors. Amounts owed by related parties in 2020 related to cash advances made to key management.

No provisions of doubtful debts have been raised against amounts outstanding, and no expense has been recognised during the period in respect of bad or doubtful debts due from related parties.

The category members of the Board of Directors are used to present transactions with Board Members, who are not part of Key Management or Main Shareholders.

Key management personnel compensation:

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel are members of the management committee.

The key management compensation only reflects approved remunerations, and thus does not include accruals for bonus which have not yet been approved by the Remuneration Committee.

	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Key management compensation	1.622	1.155*
Share-based compensation	-	-
Total	**1.622**	**1.155**

(*) The amount of 2020 has been restated to make comparison possible with amount of 2021 where only the members of the Group management committee are included

5.33 Share-based payment schemes

In the course of 2021, a total of 19.750 "Employee Subscriptions Rights" were converted into ordinary shares. With the capital increase (i) on 8 January 2021, 7.000 subscription rights were settled, (ii) another 8.666 subscription rights were exercised on 24 March 2021 and finally (iii) on 29 October 2021 the settlement of 1.334 subscription rights followed.

Consequently, at 31 December 2021, 135.250 subscription rights remained outstanding (31 December 2020: 155.000), of which 134.250 (31 December 2020: 154.000) had been granted as follows:

- 100.000 "Key Man Subscription Rights", with an exercise price of € 18,30, which upon exercise, will convert into Class C shares initially, but after listing, in ordinary shares; and
- 34.250 "Employee Subscription Rights" granted under an employee stock option plan, with an exercise price which shall be determined by the Board of Directors, provided that the exercise price may never be lower than the nominal value of the shares. Upon exercise, these warrants would transform into Class C shares initially, but after the listing, in ordinary shares.

Key Man Subscription Rights

On 5 October 2015, the Company issued a total of 100.000 Key Man Subscription Rights, with an exercise price of € 18,30. All Key Man Subscription Rights were granted to Sofias BV (permanently represented by Mr, Hans Leybaert) in 2015 and vested immediately. These Key Man Subscription Rights originally expired three years after their grant date. In April 2017, their term was extended to 5 October 2020. In November 2019, their term was further extended to 5 October 2025, for which an expense of € 261 thousand was recognised in the 2019 statement of profit or loss and other comprehensive income. As a result of the share split of 31 August 2020, in which all the shares were split in 10, each Key Man Subscription Right now will entitle its holder to not 1 but 10 shares.

There are no remaining performance conditions attached to these options.

The Key Man Warrants can be exercised in whole or in part, at the sole discretion of Sofias BV at any relevant time, taking into account the expiration date thereof.

At the end of October 2021, 500.000 new warrants were issued. On 31 December 2021 none of these new warrants were granted.

ESOP Subscription Rights

On 5 October 2015, the Company issued 55.000 Subscription Rights in the context of an employee stock option plan ("ESOP"). Upon exercise, each ESOP Subscription Right will entitle its holder to one share. On 31 December 2020, 54.000 ESOP warrants were held by selected participants, 1.000 ESOP warrants were held by the Company and available for grant. 19.750 ESOP Subscription Rights were exercised subsequent to 31 December 2020. Per 31 December 2021 34.250 ESOP Subscription rights are still held as non-exercised by the selected participants. As a result of the share split of 31 August 2020, in which all the shares were split in 10, each ESOP now will entitle its holder to not 1 but 10 shares.

Warrants that were issued under the different stock option plans have identical characteristics and generally grade-vest over a three year period from grant: one third vests 12 months after the grant date, one third vests 24 months after the grant date and one third vests 35 months after the grant date. As an exception, some options vested immediately. All warrants expire ten years after the date of grant, when an option holder ceases employment with the Group, or after an acquisition of the Company. There are no performance conditions attached to the options.

All share-based payment warrants are settled in equity.

The table below summarises the main characteristics and number and weighted average exercise prices of subscription rights attributed:

							2021				2020
Type of warrant	**Term**	**Exercise price**	**Attributed at 31 December 2021**	**Granted 2021**	**Vested at 31 December**	**Converted 2021**	**Expired 2021**	**Attributed at 31 December 2020**	**Granted 2020**	**Vested at 31 December**	**Expired 2020**
ESOP Subscription Rights	31 December 2015 to 30 December 2025	18.30	23.750			(6.250)		30.000			
	24 March 2017 to 23 March 2027	34.00	-			(10.000)		10.000			
	1 September 2017 to 31 August 2027	34.00	2.500					2.500			
	13 December 2017 to 12 December 2027	34.00	2.500					2.500			
	4 July 2019 to 3 July 2029	40.00	-			(2.000)		2.000			
	4 May 2020 to 3 May 2030	40.00	5.500			(1.500)		7.000	7.000		
Key Man Subscription Rights	31 December 2015 to 5 October 2025	18.30	100.000					100.000			
Total			**134.250**					**154.000**			
Weighted average price of exercise			19,77					21,10			
Weighted average remaining contractual life (years)			4,07					5,23			
			Exercisable at 31 December					**Exercisable at 31 December**			
Number			133.270					145.666			
Weighted average price of exercise			19,62					20,02			

The assessed fair value of each subscription right is estimated on the date of grant using the binomial model by Black and Scholes using the following key assumptions:

- The three-year volatility of quoted peer companies (determined in a range of 50% to 60% depending on the grant date);
- The risk-free interest rate at the date of grant based on that of Belgian Sovereign Debt with a term equal to the expected life of the subscription rights; for Key Man Subscription Rights, this was negative 0,22% in 2017 and negative 0,35% in 2019; for ESOP Subscription Rights, this was 0,74% in 2017, 0,12% in 2019 and 0,02% in 2020.
- The expected lifetime of the subscription rights.

The share-based payment expense recognised in the statement of profit and loss was as follows:

	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Selling and marketing expenses	176	42
General and administrative expenses	67	173
Total	**243**	**215**

5.34 Audit fees

	For the year ended 31 December	
Thousands of Euro	**2021**	**2020**
Audit fees	846	532
Audit related fees	-	1.394
Fees for legal missions	30	21
Permitted non-audit services		
- Other assurance	44	41
- Consulting	20	1.647
Total	**940**	**3.635**

5.35 Events after the reporting date

Factoring

On 22 January 2022 the Group signed a new factoring agreement between Unifiedpost S.A., UP-NXT, Unifiedpost B.V., Unifiedpost S.A.R.L., 21 Grams AB, Inventive Designers and Drukkerij Leleu and the syndicate of BNP Paribas Fortis Factor N.V. and Belfius Commercial Finance N.V. This agreement replaces all former factoring agreements and grants us a maximum credit facility of 20.000.000 EUR.

This Factoring Agreement is effective for an initial period of 2 years. Afterwards, this Factoring Agreement shall be automatically and tacitly renewed for subsequent renewal periods of 1 year.

Izola agreement

In February 2022 Unifiedpost Finance & Services SA signed a Funding Agreement of EUR 50 million with Izola Bank PLC and together with Unifiedpost Payments SA an Outsourcing Agreement with Izola Bank PLC. These agreements support the SME Invoice Finance product that will be offered to Banqup clients in Belgium and The Netherlands. Izola Bank PLC will purchase receivables offered by Banqup clients via the Banqup platform, whereby Unifiedpost Payments SA will provide the necessary KYC/AML data and Unifiedpost Finance & Services SA will provide the operational support. The agreements have an initial term up to 31 December 2023. The Group will not be liable for the collection risk.

Financing

Unifiedpost signed on 7 March 2022 a € 100 million five-year term loan facility provided by Francisco Partners, a leading global investment firm that specializes in partnering with technology-enabled businesses. As part of the transaction, Francisco Partners obtained an equity commitment fee of 3% of the share capital of Unifiedpost, representing € 12,8 million of share capital issued at 18 March 2022. The loan bears a 3% cash interest and 8% interest paid in kind, and an upfront fee of € 2,5 million. This financing round enables Unifiedpost to enhance its funding scope and flexibility. The funds raised will be used to refinance existing debt, support the Group's growth strategy, including R&D investments, working capital requirements, and fund potential future transactions to further expand its capabilities and geographical coverage.

This subsequent event further supports the going concern of the group.

The Company has issued 1.082.862 new shares on 18 March 2022 following a capital increase in furtherance of the financing by Francisco Partners. Following the issuance of these new shares, the share capital has increased from € 309.219.448,52 to € 321.975.562,88 and the total number of shares amounts to 34.546.431. Each of these shares gives one voting right at the general meeting of shareholders.

Geopolitical situation

The current geopolitical situation is impacting Europe and its economy. Unifiedpost has no direct exposure to Russia or Ukraine. One of the Group subsidiaries is insourcing through a third party supplier a limited number of development services from Livv (Ukraine). Furthermore, the Group has developed an important activity in the Baltics Stated. In so far the current problems do not escalate further, the Group does not experience any significant negative effects of the current crisis, other than those resulting from general inflation.

5.36 Accounting policies

5.36.1 Principles of consolidation and equity accounting

The consolidated financial statements include:

- the assets and liabilities, and the results and cash flows, of the Company and its subsidiaries; and
- the Group's share of the results and net assets of associates and joint ventures.

Subsidiaries

Entities over which the Group has the power to direct the relevant activities so as to affect the returns to the Group, generally through control over the financial and operating policies, are accounted for as subsidiaries.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. The acquisition method of accounting is used to account for business combinations by the group (refer to accounting policy 5.35.3 for business combinations below).

The financial statements of entities consolidated are made up to 31 December each year.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Transactions with non-controlling interests are recorded directly in equity.

Associates and joint ventures

Where the Group has the ability to exercise significant influence over entities, they are accounted for as associates. Joint arrangements whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement are accounted for as joint ventures. The results and assets and liabilities of associates and joint ventures are incorporated into the consolidated financial statements using the equity method of accounting.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment. Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy for Impairment of assets below.

5.36.2 Foreign currencies

Foreign currency transactions are booked in the functional currency of each Group entity at the exchange rate ruling on the date of transaction. Foreign currency monetary assets and liabilities are retranslated into the functional currency at rates of exchange ruling at the balance sheet date. Exchange differences are included in the income statement.

On consolidation, assets and liabilities of Group entities whose functional currency is not the Euro are translated into Euros at rates of exchange ruling at the balance sheet date. Their results and cash flows are translated into Euros using average rates of exchange.

Exchange adjustments arising on translating foreign currency-denominated financial statements are taken to a separate component of equity.

5.36.3 Business combinations

Business combinations are accounted for using the acquisition method. Identifiable assets, liabilities and contingent liabilities acquired are measured at fair value at acquisition date. The consideration transferred is measured at fair value and includes the sum of the acquisitiondate fair values of the assets transferred by the Group, the liabilities incurred by the Group to former owners of the acquired businesses (including those resulting from contingent consideration arrangements) and the equity interests issued by the Group. If the business combination is achieved in stages, consideration transferred also includes the fair value of the existing equity interest in the acquiree.

The excess of the consideration transferred, together with any non-controlling interests in the acquiree, over the fair value of the net assets, liabilities and contingent liabilities acquired, is recorded as goodwill. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

5.36.4 Segment reporting

To date, the Company manages its operations and allocates resources to the following operating segments (see note 5.28) with separate business activities :

- Platform: Groups all digital document processing activities for as well SME clients as Corporate clients are part of this type of activity. It covers the inbound document flow (COLLECT) and the outbound document flow (CHANNEL)
- Paper processing: all offset printing activities and paper delivery activity
- Payments: concerns all regulated activities on the supervision of the Belgian National Bank and which needs separate reporting and the payment activities linked to PSD2-applications and Corporate Payment HUB
- Services and Apps: Groups all services which will be offered to our clients based on gathered data from the platform, such as factoring of receivables – collection management applications
- Postage and Parcel optimisation: this segments groups all optimization activities for the postage distribution (today only in the Scandinavian market).

The Company's chief operating decision-maker is its Board of Directors, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance, and allocating resources. See note 5.7 for information regarding the Company's revenue.

5.36.5 Revenue

The Group generates the majority of its revenue from software-as-a-service (SaaS) fees, which consist primarily of periodic fixed and usage-based fees paid by its customers for access to, and usage of, its cloud-based software solutions for a specified contract term. The Group also derives revenue from professional services fees, which primarily include fees related to the implementation of its customers onto its platform, typically including discovery, configuration and deployment, integration, testing, and training, as well as other ad hoc consulting services (for example, change requests by existing customers) and managed services to users outsourcing certain network and application resource procedures. Customers may also purchase a perpetual or term license for certain software products.

Revenue is recognised as the Group transfers goods and services to customers, at amounts it expects to receive as consideration under enforceable contractual arrangements. Revenue is recognised as the Group satisfies contractual performance obligations, which can occur either at a point in time or over time.

The Group recognises revenue according to a five-step model that involves:

- Identifying the contract (or contracts) with a customer;
- Identifying the performance obligations in the contract(s);
- Determining the transaction price;
- Allocating the transaction price to the contractual performance obligations; and
- Recognising revenue as we satisfy the performance obligations.

The Group considers a contract to exist when it has legally enforceable rights and obligations with a customer. The Group's contracts can take a variety of forms but are normally in writing and include all major commercial terms such as the goods or services it will be obligated to transfer under the arrangement, the amount the customer is obligated to pay us upon fulfilment of the Group's obligations and the payment terms.

Performance obligations in a contract are accounted for separately if they are determined to be distinct. The Group considers a performance obligation to be distinct if that good or service is separately identified from other items in the contract and if the customer can benefit from that performance obligation on its own or together with resources that are readily available to the customer. In assessing whether a customer can benefit from a performance obligation on its own, the Group considers factors such as the interdependency or interrelationship of the item with other goods or services in the contract, the complexity of any required integration or customization and the ability of the customer's personnel or other third-party providers to fulfil like goods or services. If a particular good or service is not considered to be distinct, it is combined with other performance obligations in the arrangement and revenue is recognised as the combined performance obligation is satisfied.

The transaction price is the amount of consideration the Group expects to be entitled to under a contract upon fulfilment of the performance obligations. The starting point for estimating the transaction price is the selling price stipulated in the contract, however the Group includes in the determination of the overall transaction price an estimate of variable consideration to the extent it is probable that it will not result in a significant future reversal of revenue. The Group excludes from the determination of the transaction price value-added or other taxes it bills to and collects from customers and remit to government authorities.

For contracts involving the sale of more than one good or service, the transaction price is allocated to contractual performance obligations on a relative standalone selling price basis.

Revenue is recorded, either at a point in time or over time, as the Group satisfies the performance obligations in a contract.

Transactions

Most of our SaaS-contracts are generally also subject to variable pricing fees based on customer processing, usage or volume. The Group sees its primary performance obligation to its customers as a stand-ready commitment to provide transaction processing services as the customers require, which is satisfied over time in periodic increments. Since the timing and quantity of transactions to be processed by the Company is not determinable, the total consideration is determined to be variable consideration. The variable consideration for our transaction processing services is usage-based and therefore specifically relates to our efforts to satisfy our obligation. The Company's progress towards complete satisfaction of its performance obligation is measured using an output method: revenue is recognised based on the value of services transferred to date determined by the number of transactions processed. The variability is satisfied each time the service is provided to the customer. Services are considered to be transferred when a transaction is captured. Transaction fees are accordingly recognised over time based on the actual number of transactions processed.

For service contracts with our customers, even in case it concerns long term contracts, the revenue is recognised each time the service is rendered. In practice, this means that revenue is recognised on monthly basis, derived from the number of documents processed during that period.

When the customer is entitled to periodic discounts based on volumes of transactions, the Group estimates at the end of each financial reporting period the amount of variable consideration included in the transaction price to constrain revenue recognised as performance obligations are satisfied to the extent that a significant revenue reversal will not occur.

If our services do not meet certain service level commitments, our customers are entitled to receive service credits, and in certain cases, refunds, each representing a form of variable consideration. We have historically not experienced any significant incidents affecting the defined levels of reliability and performance as required by our subscription contracts. Accordingly, the amount of any estimated refunds related to these agreements in the consolidated financial statements is not material during the periods presented.

Postage & Parcel optimisation

The Group recognises revenue from postage & parcel optimisation services offered at a point in time upon completion of the performed service and acceptance by the customer.

Print production

The Group recognises revenue from print production services offered at a point in time upon completion of the performed service and acceptance by the customer.

Subscriptions

The Group generates subscriptions and transactions revenue through the provision of hosted SaaS-based solutions including e-invoicing, e-identity and payment processing. These can include contractually fixed revenue amounts as well as usage-based fees. Our SaaS arrangements consist of an obligation for us to provide continuous access to a technology solution that we host. They do not provide the customer with the right to take possession of our software operating our solutions suite at any time.

The Group's subscription agreements generally have annual contractual terms and a small percentage have multi-year contractual terms. Revenue is recognised rateably over the related contractual term beginning on the date that the platform is made available to a customer. Access to the platform represents a series of distinct services as the Company continually provides access to, and fulfils its obligation to the end customer, over the subscription term. The series of distinct services represents a single performance obligation that is satisfied over time. The Company recognises revenue rateably because the customer receives and consumes the benefits of the platform throughout the contract period. The Company's contracts are generally non-cancellable. The Company typically bills annually in advance for contracts with terms of one year or longer. The Company records contract liabilities when cash payments are received or due in advance of performance to deferred revenue. Deferred revenue primarily relates to the advance consideration received from the customer.

Managed services

Revenue from Managed services contracts, which includes hosting activities, is recognised as the Group earns the right to bill the customer as the amount invoiced corresponds directly to the value to the customer of the performance completed to date. Each performance obligation is satisfied over time as the client continuously receives and consumes the benefits of the services. The services are priced based on the number of hours spent on the contract. The amount to be billed is representative of the value of the service delivered to the customer and therefore, applying the right-to-bill practical expedient, revenue is recognised over time based on the hours spent. The related costs on resources-based contracts are expensed as incurred.

Implementation and change request services

For certain of our hosted or SaaS solutions, customers are charged a fee for implementation services. In determining whether the implementation services are distinct from the hosting services we consider various factors, including the level of customization, complexity of the integration, the interdependency and interrelationship between the implementation services and the hosting services and the ability (or inability) of the customer's personnel or other service providers to perform the services. Where we conclude that the implementation services in our hosting arrangements with multiple performance obligations are not distinct, we recognise fees for implementation services rateably over the initial non-cancellable term of the SaaS contract.

Our change request services typically represent distinct performance obligations which are provided on a time and materials basis. Revenue for them is recognised as the services are performed.

Sale of Licenses

Software licenses revenue reflects non-recurring fees the Group charges to license software on a perpetual basis when the customer is allowed to install the software on his own infrastructure. For software licenses that do not include significant customization the Group recognises revenue at the point in time where the customer has obtained access to the intellectual property and the license period has commenced. The Group's software licenses may be sold with post-contract customer support (PCS) which is comprised of technical assistance and unspecified software upgrades. Generally, the software license and PCS will each be distinct, because the software remains functional without the PCS. The Group recognises revenue for the updates and technical support service over time using an appropriate measure of progress that reflects the transfer of control of the promise, based on costs of delivering the updates, among others.

5.36.6 Intangible assets

Goodwill

Goodwill is measured as described in note 5.12. Goodwill is not amortised, but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Tradenames, licenses and customer relationships

Separately acquired trademarks and licences are shown at historical cost. Tradenames, licenses and customer relationships acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Research and development

Research expenditure and development expenditure that do not meet the criteria in the paragraph above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation methods and periods

The following table presents the estimated useful lives of intangible assets:

Intangible asset	Estimated useful life
Internally generated software	5 years
Acquired software	3 - 5 years
Customer relationships	5 – 15 years
Tradenames	5 years

The estimated useful life is reviewed annually.

5.36.7 Property and equipment

Equipment is stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful life of the related asset, which is generally three to seven years. Leasehold improvements are amortised on a straight-line basis over the shorter of their estimated useful lives or the term of the related lease.

5.36.8 Leases

The Group leases office space, data centres, and vehicles under operating leases with various expiration dates through 2024. It has adopted IFRS 16 Leases on transition date to IFRS (1 January 2017) using the full retrospective approach. At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where all the decisions about how and for what purpose the asset is used are predetermined, the Group has the right to direct the use of the asset if either:
  - the Group has the right to operate the asset; or
  - the Group designed the asset in a way that predetermines how and for what purpose it will be used.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurement of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate for leases of premises and the implicit rate for leases of vehicles.

Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets, including IT equipment, with initial value of € 5,000 or below. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

5.36.9 Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

5.36.10 Financial assets

Trade receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional. They are subsequently measured at amortised cost using the effective interest method, less loss allowance.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model, unless the Group has irrevocably elected to classify them at fair value through other comprehensive income.

Impairment of financials assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

5.36.11 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Cash received from customers of Unifiedpost payments' clients and not settled against the current account of the Unifiedpost's client, are disclosed as restricted cash.

5.36.12 Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the company's equity instruments, the consideration paid is deducted from equity attributable to the owners of the parent until the equity instruments are cancelled or reissued. Where such equity instruments are subsequently reissued, any consideration received is included in equity attributable to the owners of the parent.

5.36.13 Financial Liabilities

Automatically convertible bonds

As disclosed in note 5.21.1, the Company has issued certain automatically convertible bonds in 2018 and 2019 ("the Bonds"). The Bonds have resulted in the Group receiving cash (a financial asset) and assuming an obligation to issue a variable number of shares to their holders in the future (the earlier of an Initial Public Offering (or other qualifying transaction) or maturity). The contract being a non-derivative financial instrument is classified as a financial liability.

These bonds were converted to share capital on 26 June 2020, 17 July and 24 September 2020.

The cash flows required by the contract and total return to the Bondholders are affected by the Bonds' terms in a manner similar to derivative instruments. The derivatives in the hybrid contract are accounted for as a single compound embedded derivative. The derivative liability is accounted for at fair value through profit or loss.

The host contract is carried at amortised cost using the effective interest rate method.

In its balance sheet, the Group presents the bifurcated embedded derivatives on a combined basis with the host contract.

Borrowings

All other borrowings are initially recorded at the fair value of proceeds received, net of transaction costs. They are subsequently carried at amortised cost using the effective interest rate method, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Anti-dilution subscription rights

The following anti-dilution subscription right exists: During a term of two years starting from the date of the capital increase of 26 June 2020 and 17 July 2020, each subscriber is entitled to additionally invest at the same subscription price of 10 € per share for an amount up to 25% of his initial investment. The instrument has been measured at fair value through profit or loss

The issuing of the shares is considered to be an equity transaction in accordance with the requirements of IAS 32.

The Company applied judgement when assessing the accounting treatment of the anti-dilution subscription rights. The subscription rights issue is treated as a single unit of account that should be classified in its entirety, because:

- it is a single bundle of rights issued at the same time together with the issue of the shares under the capital transaction and is not contractually separate;
- no premium is contractually defined for writing each of the options.

The subscription rights instrument meets the definition of a derivative financial instrument in IFRS 9, but does not meet the definition of an own equity instrument of the issuer in accordance with IAS 32, as the contract as a whole does not require the delivery of a fixed number of own equity shares for a fixed amount.

These changes in fair value of the non-executed subscription rights are recognized through profit and loss.

Put option over non-controlling interests

The Group has written put options (and acquired call options) over the equity of certain joint venture entities which permit the noncontrolling shareholders to put their shares in the respective subsidiary to the Group at a price to be determined at the time of exercise based on an agreed formula purporting to approximate market price. The terms do not provide the Group with a present ownership interest in the shares subject to the put options. The amount that may become payable under the option on exercise was initially recognised at the present value of the estimated redemption amount within financial liabilities with a corresponding charge directly to equity. The expected redemption amount is estimated by management based on a number of assumptions including cash flow projections, estimated likelihood of the exercise of the put options in different years, and the call option price, if lower than the calculated put option value given that if may indicate that it is more beneficial for the Group to exercise its call options at certain times. While the put options over the non-controlling interests put remains unexercised, the accounting at the end of each reporting period is as follows:

The Group determines the amount that would have been recognised for the non-controlling interests, including an update to reflect allocations of profit or loss and of changes in other comprehensive income;

- The Group derecognises the non-controlling interests as if they were acquired at that date;
- The Group recognises a financial liability at the present value of the estimated redemption amount; and
- The Group accounts for the difference between the estimated redemption amount and the amount of non-controlling interests derecognised as an equity transaction.

For avoidance of doubt, the remeasurements of the financial liability, including unwinding of the discounting impact are recognised in equity.

Financial Liabilities

Transaction costs incurred in connection with the private placement and subsequent listing of its shares of 22 September 2020, relate to among other things, underwriter fees, hiring additional accounting, legal and administrative personnel, increased auditing and legal fees, and similar expenses. Costs which related jointly to the share issuance and the listing have been allocated between these components based on the proportion of numbers of new shares issued upon the listing relative to the total number of shares. The Group deducted non-recurring incremental transactions costs that were directly attributable to the private placement and subsequent listing of its shares, from net proceeds to the issuer. For the year ended 31 December 2020, the Group incurred approximately € 18,8 million in fees and expenses related to the Group's transition to a publicly traded company, of which € 3,9 million has been expensed, the remaining 2020 transaction cost have been deducted from equity in addition to the € 0,6 million deferred transaction cost of previous years.

Trade and other payables

Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

5.36.14 Government assistance

The Group has received government assistance from regional authorities in the form of low interest-bearing cash advances financing research and development projects. 30% of the cash received from the regional government is unconditionally repayable. The balance is repayable in cash only if the entity decides to exploit and commercialise the results of the project. The terms of that repayment can result in the Group repaying as much as twice the amount of the original cash proceeds if the project is successful. If the Group decides not to exploit and commercialise the results of the research phase, the cash received is not repayable in cash, but instead the Group must transfer to the government the rights to the research. The cash received gives rise to a financial liability initially measured at its fair value. The difference between the cash received and the fair value of the financial liability is treated as a government grant. The financial liability is subsequently measured at amortised cost using the effective interest method less repayments of principal.

5.36.15 Post-retirement benefits

The group operates both defined benefit and defined contribution pension plans.

Pension plans in Belgium are of the defined benefit type because of the minimum promised return on contributions required by law. The liability or asset recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit or loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

For defined contribution plans, the group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

5.36.16 Share-based compensation

The fair value of options granted under the Group's share-based compensation plans is recognised as an employee benefits expense, with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted, normally using the Black-Scholes model. The fair value is expensed on a straight-line basis over the vesting period, based on an estimate of the number of options that will eventually vest.

At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve in equity.

5.36.17 Taxation

Current tax is provided at the amounts expected to be paid applying tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax accounts for the future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities shown on the statement of financial position. Deferred tax assets and liabilities are not recognised if they arise in the following situations: the initial recognition of goodwill; or the initial recognition of assets and liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of recovery or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the date of the statement of financial position.

The Group does not recognise deferred tax liabilities, or deferred tax assets, on temporary differences associated with investments in subsidiaries, joint ventures and associates where the parent company is able to control of the timing of the reversal of the temporary differences and it is not considered probable that the temporary differences will reverse in the foreseeable future.

A deferred tax asset is recognised only to the extent that it is probable based on all available positive and negative evidence that future taxable profits will be available against which the asset can be utilised. Such evidence includes, but is not limited to, recent cumulative earnings or losses, expectations of future taxable income by taxing jurisdiction, and the carry-forward periods available for the utilisation of deferred tax assets. The carrying amount of the deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Under the Estonian Income Tax Act and the Law on Corporate Income Tax of the Republic of Latvia, corporate profit for the year is not subject to income tax, i.e. the income tax rate applicable to undistributed profit is 0%. Income tax is instead levied on distributed profit (i.e. dividends) and conditionally or theoretically distributed profit (e.g. fringe benefits, gifts, donations, entertainment expenses, non-business expenditures, doubtful debts, excessive interest payments, transfer pricing adjustments). In accordance with IAS 12 Income taxes, income taxes payable by our subsidiaries in Estonia and Latvia include only such taxes that are based on the taxable profit, thus, corporate income tax calculated on the taxable base consisting of conditionally or theoretically distributed profit is shown under Other expenses. Deferred tax assets and liabilities arising in these subsidiaries are recognised by applying the rate applicable to undistributed profits – i.e. at nil amounts.

Deferred tax assets and liabilities are offset only when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same tax authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

5.36.18 Earnings per Share

We report both basic and diluted earnings per share. Basic earnings per share is calculated based on the weighted average number of ordinary shares outstanding and excludes the dilutive effect of stock options or any other type of convertible securities. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

5.36.19 Fair value measurement

The Group applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognised or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value measurements for assets and liabilities, the Group considers the principal or most advantageous market in which it would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions, and credit risk. Fair value is estimated by applying the following hierarchy, which prioritises the inputs used to measure fair value into three levels and bases the categorisation within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

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UNIFIEDPOST GROUP SA

Statutory auditor's report
to the general meeting
for the year ended 31 December 2021
(Consolidated financial statements)

[Free translation]

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[Free translation]

STATUTORY AUDITOR'S REPORT TO THE GENERAL MEETING OF UNIFIEDPOST GROUP SA FOR THE YEAR ENDED 31 DECEMBER 2021 (CONSOLIDATED FINANCIAL STATEMENTS)

In the context of the statutory audit of the consolidated financial statements of Unifiedpost Group SA ('the Company') and its subsidiaries (together referred to as 'the Group'), we hereby present our statutory auditor's report. It includes our report of the consolidated financial statements and the other legal and regulatory requirements. This report is an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting of 30 April 2019, following the proposal formulated by the board of directors Our statutory auditor's mandate expires on the date of the General Meeting deliberating on the financial statements closed on 31 December 2021. We have performed the statutory audit of the consolidated financial statements of the company for 3 consecutive years.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Unqualified opinion

We have performed the statutory audit of the Group's consolidated financial statements, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and which is characterised by a consolidated statement of financial position total of 317.134 thousand EUR and for which the consolidated income statement shows a loss for the year of 25.579 thousand EUR.

In our opinion, the consolidated financial statements give a true and fair view of the Group's net equity and financial position as at 31 December 2021, as well as of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA) as applicable in Belgium. Our responsibilities under those standards are further described in the 'Statutory auditor's responsibilities for the audit of the consolidated financial statements' section in this report. We have complied with all the ethical requirements that are relevant to the audit of consolidated financial statements in Belgium, including those concerning independence.

We have obtained from the administrative body and company officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Business combinations

Description of the Matter

We refer to note 5.6.1 for the different business combinations done in 2021.
The Group acquired several businesses for a total consideration of 146,7 million EUR, net of cash acquired of which 21 Grams, headquartered in Norway represented 40,4 million EUR and Crossinx GmbH, a German based company, 93,8 million EUR. 82,8 million EUR of the total consideration was paid in cash. All acquisitions were accounted for as business combinations following IFRS 3 and included a number of significant and complex judgments in the determination of the fair value of the underlying assets and liabilities.

Following the purchase price allocations of all business combinations of 2021, 119.8 million EUR was recognized as goodwill. The purchase price allocation of the business combinations gave also rise to fair value adjustment and recognition of identifiable assets and liabilities assumed. Trade names for an amount of 5,1 million EUR using the relief-from-royalty method, customer relationships of 9,1 million EUR using the multi-period excess earnings method and acquired technology valued at 17,1 million EUR using the reproduction cost approach, have been recognized. The contingent consideration linked to the Crossinx GmbH acquisition based on revenue targets in future has been valued at zero at acquisition date. The use of these valuation methods implies important judgement to be made in relation to the assumptions that are at the basis of the calculations.

Business combination is a key audit matter in the audit due to the high level of management judgment required in determining the fair value for the assets acquired and liabilities assumed and the overall significance of the amounts involved.

Procedures performed

We audited the purchase price allocations of the material business combinations. Our procedures can be summarized as follows:

- We assessed management's methodology for calculating the fair value of trade name, customer relations and acquired technology by auditing key underlying assumptions, such as:
    - EBITDA forecasts used in the valuation process;
    - Discount rates, analyzed with the help of our valuation specialists;
    - Assumed useful lives of the recognized intangible assets;
- We assessed the estimate prepared by management about the 'on -target' contingent consideration linked to Crossinx GmbH;
- We obtained corroborative evidence for the explanations provided by management (e.g. comparing key assumptions to market data,

underlying accounting records, Group's forecast supporting the acquisitions).
- We verified whether IFRS 3 guidance was properly applied and followed up on the accounting subsequent to the business combination during the reporting period, for the assets acquired and liabilities assumed.
- Additionally, we reviewed the appropriateness and adequacy of disclosures of these business combinations to the consolidated financial statement.

Impairment of goodwill and intangible assets

Description of the Matter

The Group's evaluation of goodwill and intangible assets for impairment, involves the comparison of the recoverable amount of each cash generating unit ('CGU') to its carrying value. The Group uses the expected discounted cash flow model to estimate the recoverable amount of each of the CGU identified, which requires management to make significant estimates and assumptions related to forecasts of future revenue, gross margins, discount and perpetual growth rates. Changes in these assumptions could have a significant impact on the recoverable amount and potentially the amount of any goodwill impairment.

Given the significant judgments made by management to estimate the recoverable amount contributed to each of the CGUs, performing audit procedures to evaluate the reasonableness of management's estimates and assumptions required a high degree of auditor judgment and an increased extent of effort, including the need to involve our valuation specialists.

Further disclosure regarding the Group's impairment can be found in Note 5.14.

Procedures performed

Our audit procedures related to the determination of forecasts of future revenue and gross margin used by management to estimate the recoverable amount of the CGUs, included the following:

- We evaluated the reasonableness of the valuation methodology and tested the mathematical accuracy of the exercise.
- We evaluated management's ability to accurately forecast future revenue and gross margin by comparing actual results to management's historical forecasts.
- We also evaluated the reasonableness of management's revenue and operating margin forecasts by comparing the forecasts to (i) the historical operating results of the Group for each of the CGUs, (ii) appropriate internal evidence of growth and (iii) externally available information, like actual industry performance.
- We reviewed the sensitivity analysis prepared by management to understand the effect of a change in assumptions.
- We verified the appropriateness and completeness of the goodwill impairment disclosures in the Group's financial statements.

Financial funding

Description of the Matter

In note 5.4 of the financial statements the Group has disclosed that at 31 December 2021 there was a net debt of 22,9 million EUR, being defined as cash and cash equivalents and investments minus interest bearing financial debts (bank borrowings) and lease liabilities.

The agreement for a new credit facility amounts to 100 million EUR (84,7 million EUR net of commitment fees) including a cash injection for a capital increase of 12,8 million EUR was signed after year-end. These cash inflows enable the Group to repay the existing facilities with current bank partners in the amount of €18,1 million. This financing deal was required to roll out the future investment plan of the Group. Taking into account this new financing commitment the Group estimates that it has sufficient liquidity to continue in going concern.

This area was important to our audit because of (i) the significance of the expected cash needs on short term, following the Group's growth and investment strategy, (ii) the possible impact on its future activities including estimates on future cash flow levels, (iii) the conditions linked to the new financing commitment and (iv) the need for adequate disclosures.

Procedures performed

Our audit procedures were focused on the cashflow projections and included the following:

- We obtained the approved budget 2022 and cash forecast for the period 2022 until April 2023 and verified the reasonableness of the cash in- and outflows.
- We verified the actual cash position at the end of the first quarter of 2022 with the budgeted cash position and verified the net debt at year-end.
- We verified the availability of cash with supporting external evidence.
- We read the new financing agreement with Francisco Partners and evaluated the commitments made.
- We also read the factoring agreement with BNP Paribas Fortis Factor N.V. and Belfius Commercial Finance N.V
- We verified the adequacy and completeness of the disclosures as included in Note 5.4 and 5.35 to the consolidated financial statements.

Responsibilities of the administrative body for the drafting of the consolidated financial statements

The administrative body is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory provisions applicable in Belgium, and for such internal control as the administrative body determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the administrative body is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the administrative body either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with

ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

When executing our audit, we respect the legal, regulatory and normative framework applicable for the audit of the consolidated financial statements in Belgium. However, a statutory audit does not guarantee the future viability of the Group, neither the efficiency and effectiveness of the management of the Group by the administrative body. Our responsibilities regarding the continuity assumption applied by the administrative body are described below.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;

  Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the administrative body;

- Conclude on the appropriateness of the administrative body's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the management, the supervision and the performance of the Group audit. We assume full responsibility for the auditor's opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control identified during the audit.

We also provide the Audit Committee with a statement that we respected the relevant ethical requirements relating to independence, and we communicate with them about all relationships and other issues which may influence our independence, and, if applicable, about the related measures to guarantee our independence.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year, and are therefore the key audit matters. We describe these matters in our statutory auditor's report, unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Responsibilities of the administrative body

The administrative body is responsible for the preparation and the contents of the director's report on the consolidated financial statements, the statement of non-financial information included in the directors' report on the consolidated financial statements and for the other information included in the annual report on the consolidated financial statements.

Responsibilities of the statutory auditor

In the context of our mission and in accordance with the Belgian standard (version revised 2020) which is complementary to the International Standards on Auditing (ISA) as applicable in Belgium, it is our responsibility to verify, in all material aspects, the director's report on the consolidated financial statements, the statement of non-financial information included in the directors' report on the consolidated financial statements and the other information included in the annual report on the consolidated financial statements, as well as to report on these elements.

Aspects relating to the director's report on the consolidated financial statements and to the other information included in the annual report on the consolidated financial statements

In our opinion, after having performed specific procedures in relation to the director's report, this report is consistent with the consolidated financial statements for the same financial year, and it is prepared in accordance with article 3:32 of the Code of companies and associations.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge we have obtained during the audit, whether the director's report on the consolidated financial statements and the other information included in the annual report on the consolidated financial statements, namely:

- 2.2. Key financial results
- 6. Corporate governance statement

contain a material misstatement, i.e. information which is inadequately disclosed or otherwise misleading. Based on the procedures we have performed, there are no material misstatements we have to report to you.

The non-financial information as required by article 3:32, § 2 of the Code of companies and associations, has been disclosed in the directors' report on the consolidated financial statements that is part of the section on Environmental, Social & Governance of the annual report (section 5 " ESG: Realizations and objectives"). This non-financial information has been established by the Company in accordance with the United Nations' Sustainable Development Goals ("SDG's").

In accordance with article 3:80 § 1, 5° of the Code of companies and associations we do not express any opinion on the question whether this non-financial information has been established in accordance with these SDG's.

Statement concerning independence

- Our audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated financial statements and our audit firm remained independent of the Group during the terms of our mandate.

- The fees related to additional services which are compatible with the statutory audit as referred to in article 3:65 of the Code of companies and associations were duly itemised and valued in the notes to the consolidated financial statements.

European Single Electronic Format (ESEF)

In accordance with the standard on auditing the conformity of financial statements with the European Single Electronic Format (hereinafter "ESEF"), we also audited the conformity of the ESEF format with the regulatory technical standards established by Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 (hereinafter: "Delegated Regulation").

The managing body is responsible for preparing, in accordance with ESEF requirements, the consolidated financial statements in the form of an electronic file in ESEF format (hereinafter "digital consolidated financial statements") included in the annual report.

It is our responsibility to obtain sufficient and appropriate supporting information to conclude that the format and mark-up language of the digital consolidated financial statements comply in all material aspects with the ESEF requirements under the Delegated Regulation.

Based on our work, we believe that the format and the marking of information in the official French version of the digital consolidated financial statements included in the annual financial report of Unifiedpost Group as at 31 December 2021 comply in all material aspects with the ESEF requirements under the Delegated Regulation.

Other statements

- This report is in compliance with the contents of our additional report to the Audit Committee as referred to in article 11 of regulation (EU) No 537/2014.

Zaventem, 13 April 2022

BDO Réviseurs d'Entreprises SRL
Statutory auditor
Represented by Ellen Lombaerts
Auditor

8. Statutory financial statements

The following information is extracted from the separate Belgian GAAP financial statements of Unifiedpost Group NV. These separate financial statements, together with the management report of the Board of Directors to the general assembly of shareholders as well as the auditors' report, will be filed with the National Bank of Belgium within the legally foreseen time limits. It should be noted that only the consolidated financial statements as set forth in chapter 7 present a true and fair view of the financial position and performance of the Unifiedpost Group. Therefore, these separate financial statements present no more than a limited view of the financial position of Unifiedpost Group as stand alone company. For this reason, the Board of Directors deemed it appropriate to publish only an abbreviated version of the non-consolidated balance sheet and income statement prepared in accordance with Belgian GAAP as at and for the year ended 31 December 2021. Participations in affiliated companies are recognized at purchase price. The statutory auditors' report is unqualified and certifies that the non-consolidated financial statements of Unifiedpost Group SA prepared in accordance with Belgian GAAP for the year ended 31 December 2021 give a true and fair view of the financial position and results of Unifiedpost Group SA in accordance with all legal and regulatory dispositions. The full statutory financial statements can be obtained at the registered office of the company at Avenue Reine Astrid 92A, B-1310 La Hulpe"

Income statement

			At 31 December
Thousands of Euro		2021	2020
Operating income	**70/76A**	**9.077**	**4.925**
Turnover	**70**	**8.987**	**4.579**
Increase, decrease in stocks of finished goods, work and contracts in progress	71		
Own construction capitalised	72		
Other operating income	74	90	346
Non-recurring operating income	76A		
Operating charges	**60/66A**	**-14.280**	**-25.997**
Raw materials, consumables and goods for resale	60		
Services and other goods	61	-13.734*	-25.197 *
Remuneration, social security costs and pensions	62		
Depreciations and amounts written off	630	-458	-458
Amounts written off	631/4		
Provisions for liabilities and charges	635/8		
Other operating charges	640/8	-88	-342
Operating charges capitalised as reorganisation costs	649		
Non-recurring operating charges	**66A**		
Operating profit (loss)	**9901**	**-5.203**	**-21.072**
Financial income	75/76B	1.917	836
Financial charges	65/65B	-2.330	-3.941
Profit (loss) for the period before taxes	**9903**	**-5.616**	**-24.177**
Income taxes	67/77	2	-2
Profit (loss) for the period	**9905**	**-5.614**	**-24.179**

** An amount of € -2.359 thousand has been reclassified for the year ended 31 December 2020 from the caption 60 to the caption 61 for consistency purpose with the year ended 31 December 2021. The charges reclassified are related to overhead activities.*

Balance sheet

			At 31 December
Thousands of Euro		2021	2020
Formation expenses	**20**		
Fixed assets	**21/28**	**354.232**	**160.637**
Intangible assets	21	1.206	1.375
Tangible assets	22/27		
Financial assets	28	353.026	159.262
Current assets	**29/58**	**2.779**	**117.138**
Amounts receivable after more than one year	29	-	195
Stock and contracts in progress	3		
Amounts receivable within one year	40/41	252	540
Investments	50/53	-	72.003
Cash at bank and in hand	54/58	2.332	44.254
Deferred charges and accrued income	490/1	195	146
Total assets	**20/58**	**357.011**	**277.775**

Liabilities (in KEUR)			
Capital and reserves	**42278**	**265.866**	**213.804**
Capital and reserves	10	309.219	251.543
Share premium accounts	11	492	492
Revaluation surpolus	12		
Reserves	13	31	31
Profit/(loss) carries forward	14	-43.876	-38.262
Investment grants	15		
Advances to associates on net assets distribution	**19**		
Provisions and deferred taxation	**16**		
Creditors	**17/49**	**91.145**	**63.971**
Amounts payable after more than one year	**17**	**801**	**11.403**
Current portion of amounts payable after more than one year	42	1.575	269
Financial debts	43	16.342	2.833
Trade debts	44	8.805	1.729
Advances received on contracts in progress	46		
Taxes, remunieration and social security	45		2
Other amounts payable	47/48	63.477	47.716
Accrued charges and deferred income	492/8	145	19
Total liabilities	**10/49**	**357.011**	**277.775**

Glossary and APM

Glossary

AI	:	Artificial Intelligence.
AML	:	Anti-Money Laundering (often considered in combination with Countering the Financing of Terrorism : AML/CFT obligations, applicable to credit and financial institutions, as well as selected other industries).
API	:	Application programming interface, which is a set of programming code that queries data, parses responses and sends instructions between one software platform and another.
APMs	:	Alternative performance measures, i.e. Organic Revenue, Net financial cash/(debt), Adjusted EBITDA, Adjusted EBITDA margin, Adjusted EBITDA excluding Expensed R&D, and Adjusted EBITDA excluding Expensed R&D margin.
Audit Committee	:	Audit committee of the Board of Directors established in accordance with Article 7:99 of the BCCA and Provisions 4.10 to 4.16 of the Corporate Governance Code.
B2B	:	Business to Business.
B2C	:	Business to Consumer.
B2G	:	Business to Government.
Balkan States	:	Albania, Bosnia Herzegovina, Croatia, Kosovo, Montenegro, North Macedonia, Serbia and Slovenia.
Baltic States	:	Estonia, Latvia and Lithuania
BCCA		Belgian Code on Companies and Associations.
BDO	:	BDO Bedrijfsrevisoren BV / BDO Réviseurs d'Entreprises SRL, having its registered office at the Corporate Village, Da Vincilaan 9 box E.6, 1930 Zaventem, Belgium, represented by Ms. Ellen Lombaerts.
Belfius	:	Belfius Bank NV/SA, a limited liability company ("naamloze vennootschap" / "société anonyme") incorporated under the laws of Belgium, having its registered address at Karel Rogierplein 11, 1210 Sint-Joost-Ten-Node and registered with the Crossroads Bank for Enterprises under number 403.201.185.
Board of Directors	:	Board of directors of the Company.
BPO	:	Business Process Outsourcing
Business Ecosystem	:	The aggregate of Horizontal and Vertical Business Ecosystems (cf. further).
CAGR	:	Compound annual growth rate, which is the rate of growth from beginning to end, assuming that every period starts with the result of the previous period.
CEO	:	Chief executive officer of the Company, currently being Sofias BV (permanently represented by Hans Leybaert).
CFO	:	Chief financial officer of the Company, currently being Laurent Marcelis.
CGU	:	Cash Generating Unit
Company	:	Unifiedpost Group SA/NV, a public limited liability company (naamloze vennootschap / société anonyme) under Belgian law with registered office at Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium and registered with the Register of Legal Entities under number 0886.277.617.
Complementary Acquisition	:	Acquisitions of companies which provide products or services that are complementary to the existing Unifiedpost products and services.
Corporate Governance	:	the corporate governance charter adopted by the Company, conditional upon and with effect as of the realization of the Conditions Precedent to the Private Placement, available on its website www.unifiedpost.com.
Corporate or Corporates	:	Means any customer of the Company that has over 500 full-time equivalent employees.
CRM	:	Customer Relationship Management.
EBA	:	European Banking Authority.
EC	:	European Commission.
EDI	:	Electronic data interchange.
EEA	:	European Economic Area.

EESPA	European e-Invoicing Service Provider Association
eID	Electronic identification.
eIDAS	Regulation (EU) 910/2014 of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market.
e-Invoice	An invoice that has been issued in a structured data format (e.g., XML) in a VAT-compliant way, which allows for its automatic and electronic processing ("straight-through processing").
E-Invoicing Directive	Directive (EU) 2014/55 of 16 April 2014 on electronic invoicing in public procurement.
ERP	Enterprise Resource Planning, an integrated management system for main business processes.
ESG	Environmental, Social and Governance.
Euronext Brussels	Euronext Brussels SA/NV, located at 1 Rue du Marquis, 1000 Brussels.
Francisco Partners	A leading global investment firm that specializes in partnering with technology and technology-enabled businesses, located at One Letterman Drive, San Francisco, CA 94129, United States of America.
FSMA	Financial Services and Markets Authority (Belgium).
FTE	Full-time Equivalent.
G&A	General and Administrative expenses.
G2B	Government to Business.
G2C	Government to Consumer
GDPR	General Data Protection Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.
Group or Unifiedpost	The Company and all of its direct or indirect, wholly or partially owned subsidiaries.
Horizontal Business Ecosystem	Companies from different sectors that operate together in the same ecosystem.
IAM	Identity and Access Management, a framework of policies and technologies that facilitates the management of electronic or digital identities.
IFRS	International Financial Reporting Standards, as adopted by the European Union.
KYC	Know your customer.
Law of 11 March 2018	Law of 11 March 2018 on the status of payment institutions and electronic money institutions, access to the business of payment service provider and to the activity of issuing electronic money and access to payment systems.
LTI	Long term incentive
M&A	Mergers and acquisitions.
Management	The members of the Management Committee.
Material Adverse Effect	Any event or effect adversely affecting the company's ability to perform its obligations, as well as any new event which is materially and adversely affecting the market for, or the value of, the Shares, the (financial, operational, legal or otherwise) condition, senior management, financial position, assets (including intellectual property rights), properties, prospects, results of operations or business of any of the Group Entities, it being understood that a Material Adverse Effect shall be deemed to have occurred in all cases where isolated events would not have such an effect but where the aggregate of two or more of such events would, taken in aggregate, have such effect.
Member State	EU Member States and where relevant other states that are party to the EEA Agreement.
NBB	National Bank of Belgium.
OCR	Optical character recognition.
Organic Revenue	Represents the growth of the business after removing the impact of acquisitions or other scope changes as well as exchange rate movements.
O2C & P2P	Order-to-cash & purchase-to-pay.

PDF	:	Portable document format.
PEPPOL	:	Pan-European Public Procurement On-Line, an EDI protocol designed to simplify the procure-to-pay process between government bodies and suppliers.
Project Revenue	:	Covers one-off requests from customers in the context of a specific project, such as implementation requests (set-up of new customers), change requests (requests from existing customers) and sales of licenses (one-off sales of perpetual licenses).
Prospectus	:	UPG prospectus for Initial Public Offering, as approved by the FSMA on 18 September 2020.
PSD2	:	The second Payment Services Directive (EU) 2015/2366 of 25 November 2015 on payment services in the internal market.
R&D	:	Research and Development.
Remuneration and Nomination Committee	:	Committee of the Board of Directors established in accordance with Article 7:100 of the BCCA and Provisions 4.17 to 4.23 of the Corporate Governance Code.
Royal Decree of 14 November 2007	:	the Belgian Royal Decree of 14 November 2007 relating to the obligations of issuers of financial instruments admitted to trading on a Belgian regulated market, as amended (Koninklijk besluit betreffende de verplichtingen van emittenten van financiële instrumenten die zijn toegelaten tot de verhandeling op een Belgische gereglementeerde markt / Arrêté royal relatif aux obligations des émetteurs d'instruments financiers admis aux négociations sur un marché réglementé belge).
RPA	:	Robotic process automation, a form of technology based on metaphorical software robots or artificial intelligence workers.
SDG	:	Sustainable Development Goals.
Share Capital	:	Share capital of the Company.
Shareholder	:	Shareholder of the Company.
Shareholders' Meeting	:	Annual, special or extraordinary general meeting of shareholders of the Company.
Shares	:	Shares that represent the Share Capital, with voting rights and without designation of nominal value, issued by the Company.
S&M	:	Sales and Marketing.
SME	:	Any customer of Unifiedpost that is not a Corporate.
SME Ecosystem	:	A community-based platform for the SME sector offered by the Group.
Sponsors	:	Professional or sector federations, trade associations, banks, accountants and large corporates.
Statutory Auditor	:	Past, current and future statutory auditor of the Company (currently, the statutory auditor is BDO).
Subscription Rights	:	Key Man Subscription Rights, employee stock ownership plan ('ESOP') Subscription Rights, as well as any other subscription rights issued by the Company.
Unifiedpost Payments	:	Unifiedpost Payments SA, a subsidiary of the Company that obtained a payment license under PSD1 on 12 October 2016 and an extension under PSD2.
Unifiedpost Platform or Platform	:	Fully cloud-based universal back-end platform for administrative and financial services, that allows real-time and seamless connections between Unifiedpost's customers, their suppliers, their customers and other parties in the financial supply chain.
VAT	:	Value Added Tax.
VAT gap	:	The VAT gap is the overall difference between the expected VAT revenue and the amount actually collected.
Vertical Business Ecosystem	:	Companies at different levels of the supply chain, but within the same sector of the economy.
Volume Acquisition	:	Acquisitions of companies which provide services currently offered by Unifiedpost (such as e-Invoicing and Identity services), in order to expand its customer base.
XML	:	Extensible Markup Language (a markup language is a set of codes, or tags, that describes the text in a digital document).
XS2A	:	Access to Account (XS2A) services, that enable third-party payment service providers to gain access to the bank accounts of EU consumers (as introduced in Article 36 of PSD2).

APM

The Alternative Performance Measures (APM's) are defined as follows or based on the following defined terms:

- **Organic Revenue** excludes (i) the impact of revenue from acquisitions over the last 12 months as well as (ii) exchange rate movements;
- **Net Financial Cash/(Debt)** is defined as cash and cash equivalents – investments minus interest bearing financials debts minus lease liabilities;
- *EBITDA* for a period, as profit/loss from operations, plus (i) the amortization of intangible assets and (ii) the depreciation of property, equipment and right-of-use assets;
- *EBITDA Margin* for a period, as the ratio of EBITDA to revenue for the period;
- **Adjusted EBITDA** for a period, as EBITDA plus (i) share-based payment expenses, (ii) non-recurring operational expenses, (iii) costs in relation with the Company's contemplated listing and the issuance of Bonds, less (iv) other income and expenses;
- **Adjusted EBITDA Margin** for a period, as the ratio of Adjusted EBITDA to revenue for the period;
- *Non-Recurring Operational Expenses*, as one-time expenses;
- **Adjusted EBITDA excluding expensed R&D** for a period; as Adjusted EBITDA minus expensed R&D;
- **Adjusted EBITDA excluding expensed R&D Margin** for a period, as the ratio of Adjusted EBITDA excluding expensed R&D to revenue for the period;
- Expensed R&D, as R&D expenses minus (i) the amortization (of intangible assets) and (ii) the depreciation (of property, equipment and right-of-use assets) cost in those R&D expenses.

Unifiedpost measures its financial performance using the above listed alternative performance measures and believes that these measurements are useful for analysing and explaining changes and trends in the historical results of operations as they allow performance to be compared on a consistent basis. These alternative performance measures are reconciled to the IFRS financials as follows:

Reconciliation to Organic Revenue

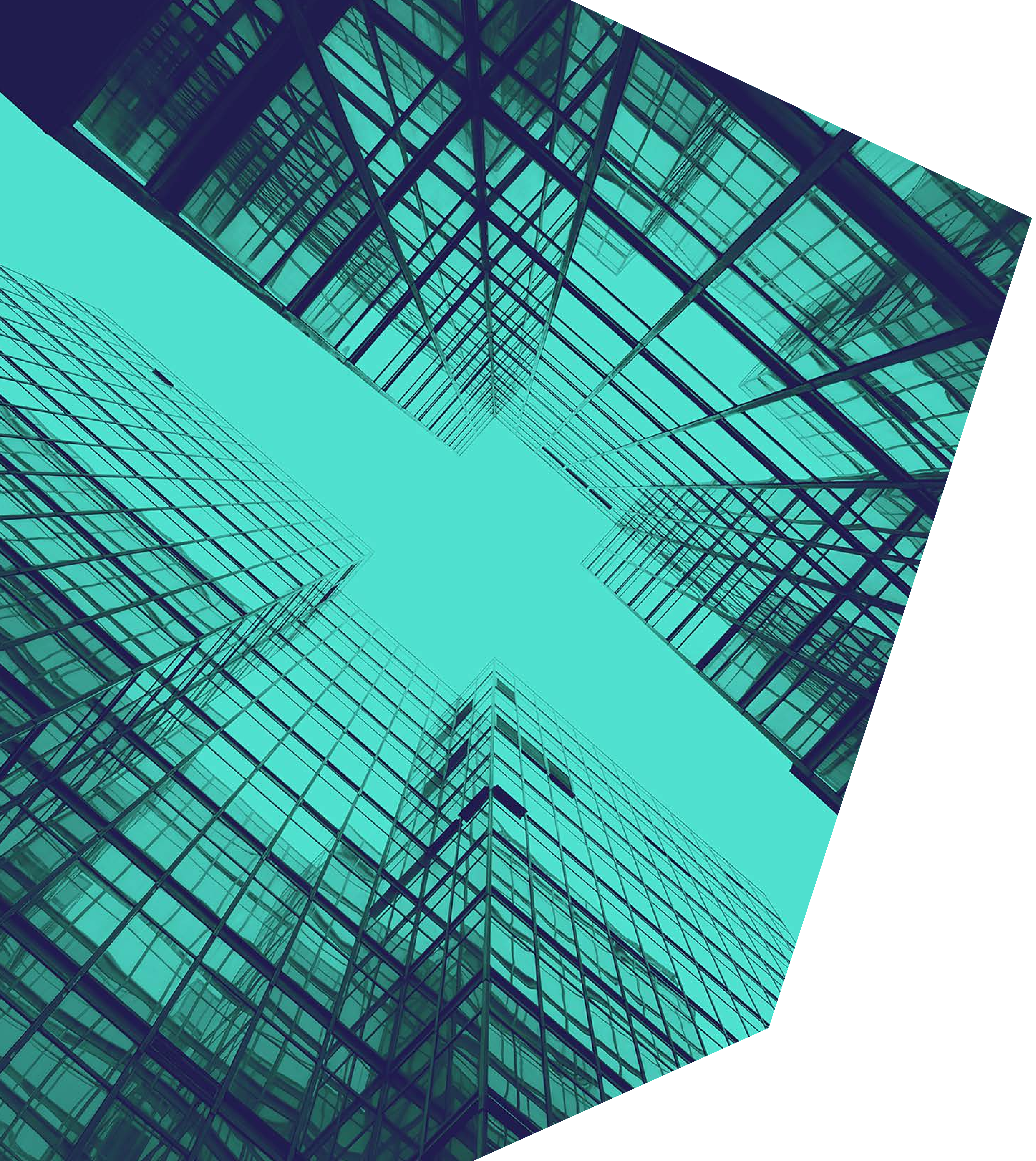
		For the year ended 31 December
Thousand of Euro	**2021**	**2020**
Revenue	170.533	68.928
Less: Acquired revenue 2021 acquisitions	90.836	
Organic Revenue	**79.697**	**68.928**
Organic revenue growth, %	15,6%	

Reconciliation to Net Financial Cash/(Debt)

		For the year ended 31 December
Thousand of Euro	**2021**	**2020**
Cash and cash equivalents	16.970	125.924
Bank borrowings	(29.212)	(25.783)
Lease liabilities	(10.680)	(8.057)
Net Financial Cash/(Debt)	**(22.922)**	**92.084**

Reconciliation to EBITDA (margin), Adjusted EBITDA (margin) and Adjusted EBITDA excluding Expensed R&D (margin)

		For the year ended 31 December
Thousand of Euro	**2021**	**2020**
Profit/(loss) from operations	(25.856)	(21.003)
Amortization and Depreciation	21.488	15.018
EBITDA	**(4.367)**	**(5.985)**
EBITDA margin	**-2,6%**	**-8,7%**
Share-based payment expenses	243	215
Non-recurring operational expenses	0	0
Acquisition expenses	1.248	751
Listing expenses	0	3.866
Other income and expenses	164	(466)
Adjusted EBITDA	**(2.712)**	**(1.618)**
Adjusted EBITDA margin	**-1,6%**	**-2,3%**
Expensed R&D	6.264	5.630
Adjusted EBITDA excluding Expensed R&D	**3.552**	**4.012**
Adjusted EBITDA excluding Expensed R&D margin	**2,1%**	**5,8%**



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