

The background of the slide is a dark blue, semi-transparent image of a business meeting. Several people are seated around a table, with their hands stacked in the center. On the table, there are documents, a laptop, and a coffee cup. One document is clearly labeled "INFORMATION". The overall scene conveys a professional and collaborative atmosphere.

Annual General Meeting Extraordinary General Meeting

May 17th 2022 - La Hulpe

AGM / EGM 2022 - Presence

- Hans Leybaert, Chief Executive Officer
- Stefan Yee, Chairman of the Board of Directors
- Marleen Mouton, Secretary, Chief Legal and Compliance Officer
- Laurent Marcelis, Chief Financial Officer
- Ellen Lombaerts, representing BDO Réviseurs d'Entreprises SCRL, Statutory Auditor
- The other members of the Board of Directors are released from attending and excused
- Notaries Public Peter Van Melkebeke and François Kumps

1. Welcome by the Chairman
2. Formalities
3. Deliberation on the agenda
4. Closing

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AGM / EGM 2022 - Formalities

- Convening notices
- Composition of the bureau
- Registration register and attendance list
- Quorum and majorities
- Validity of the convening and the composition of the meeting
- Agenda

Agenda of the Ordinary General Meeting

1. Communication of the Board of Directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2021
2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2021
3. Approval of the statutory financial statements closed on 31 December 2021 including the proposed allocation of the result
4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2021 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements
5. Approval to grant discharge to the members of the Board of Directors
6. Approval to grant discharge to the statutory auditor

Agenda of the Ordinary General Meeting

7. Approval of the cooptation of a member of the Board of Directors
8. Change of control provisions – article 7:151 of the Belgian Code of Companies and Associations
9. Approval of the re-nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2025

Agenda of the Extraordinary General Meeting

10. Transparency threshold in articles of association
11. Power of Attorney

1. Welcome by the Chairman
2. Formalities
3. Deliberation on the agenda
4. Closing

- Since all documentation was made available before the AGM, the annual report of the Board of Directors and the auditors' report will not be presented and read in full
- Agenda items 1, 3 and 4 are presented jointly as follows:
 - Business review by Hans Leybaert, CEO
 - Financial review by Laurent Marcelis, CFO
 - Audit report by Ellen Lombaerts, representing BDO Réviseurs d'Entrepris SCRL, Statutory Auditor

Business Update



The background of the slide is a dark blue-tinted photograph of a business meeting. Several people are seated around a wooden table, with their hands stacked in the center. On the table, there are various items including a laptop, a tablet, a coffee cup, and some documents. One document in the lower-left quadrant is clearly labeled "INFORMATION". A faint, white network diagram consisting of interconnected nodes and lines is overlaid on the right side of the image.

Vision & Mission

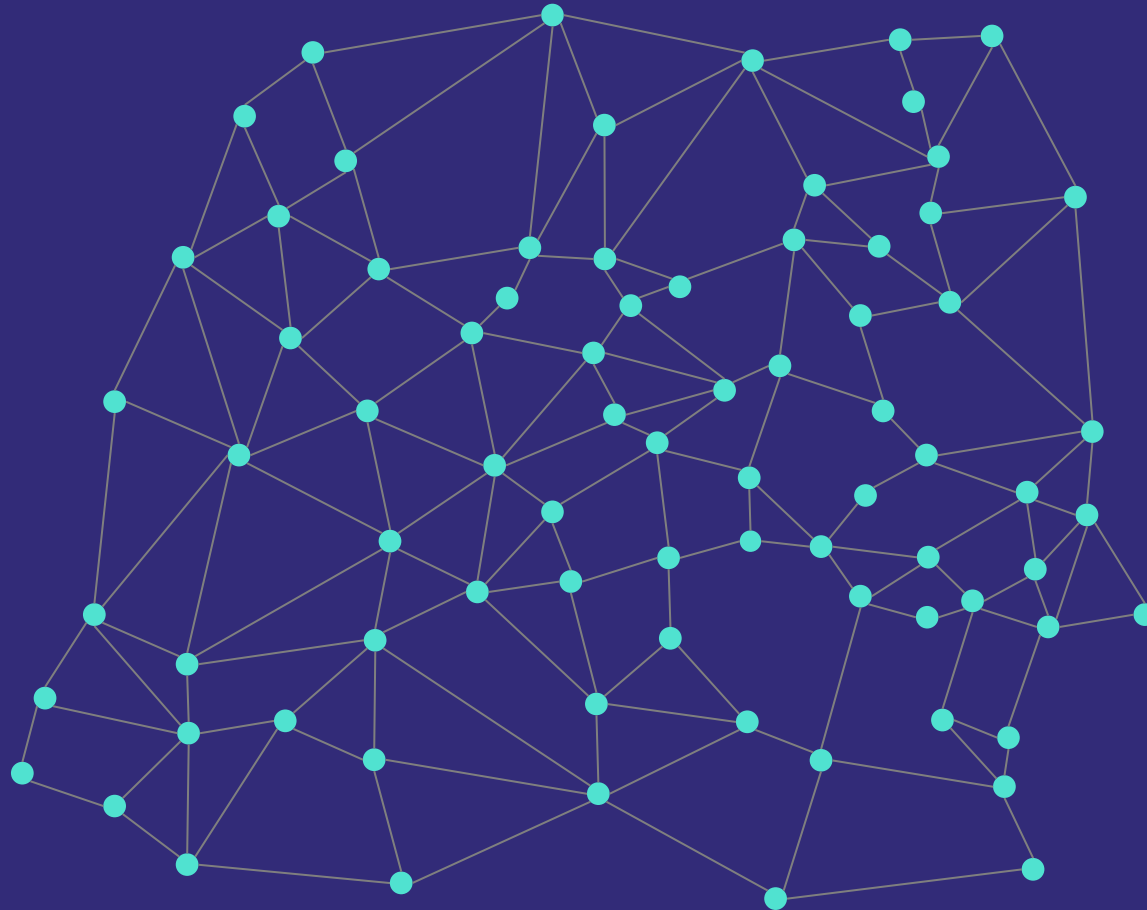
The background of the slide is a top-down view of a business meeting. Several people are gathered around a table, with their hands stacked in the center. On the table, there are various items including a laptop, a tablet, a coffee cup, and some papers. The entire scene is overlaid with a semi-transparent blue filter and a network of white dots and lines, suggesting a digital or interconnected theme.

Our vision is to become the leading digital one-stop shop solution for administrative, financial, and payment processes and communications .

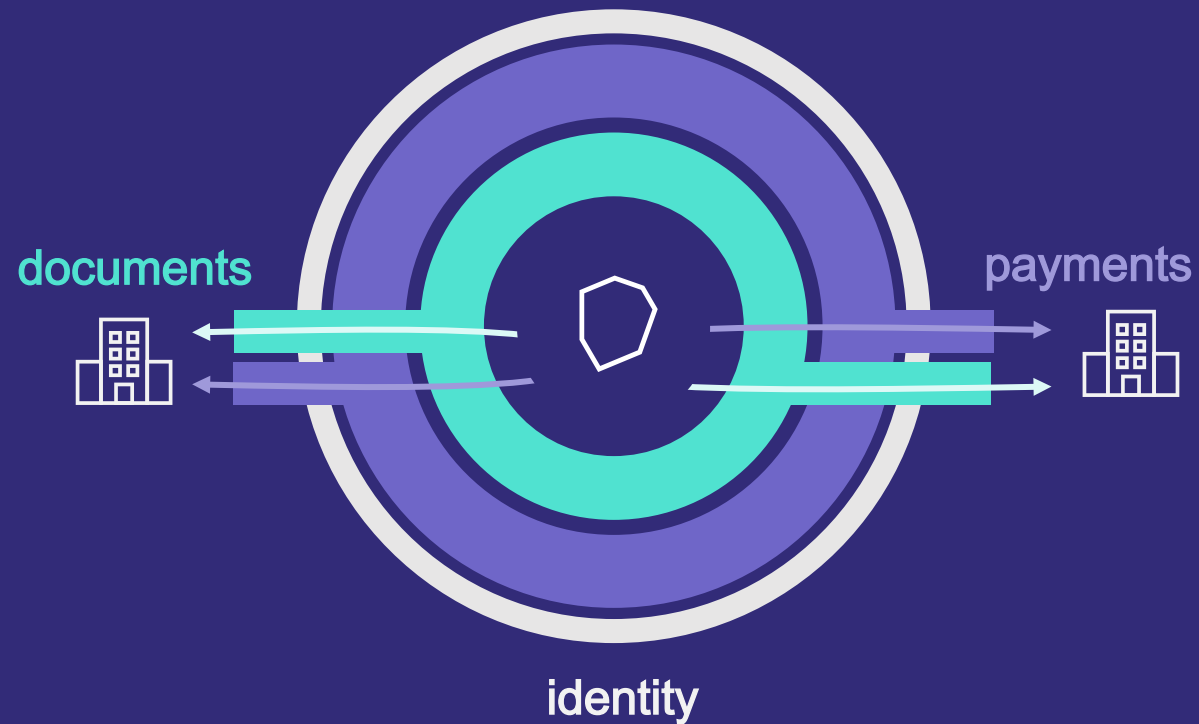
A top-down view of a business meeting around a table. Several people's hands are visible, some resting on the table and others holding documents. There are laptops, notebooks, and a coffee cup on the table. The background is a dark blue with a network of white dots and lines, suggesting connectivity and technology.

Our **mission** is to make business **simple and smart** across boundaries by...

Connecting businesses in a trusted digital network



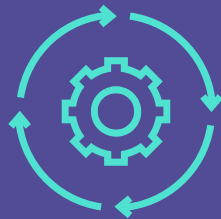
Ensuring a secure and reliable **exchange** of documents and payments



and digitizing and automating their administrative and financial processes



we streamline
order -to- cash
processes



we optimize
procure -to- pay
processes



we integrate payments
in financial processes



we integrate
supply chain finance
in financial processes

Making buying and selling **easy and fast**.

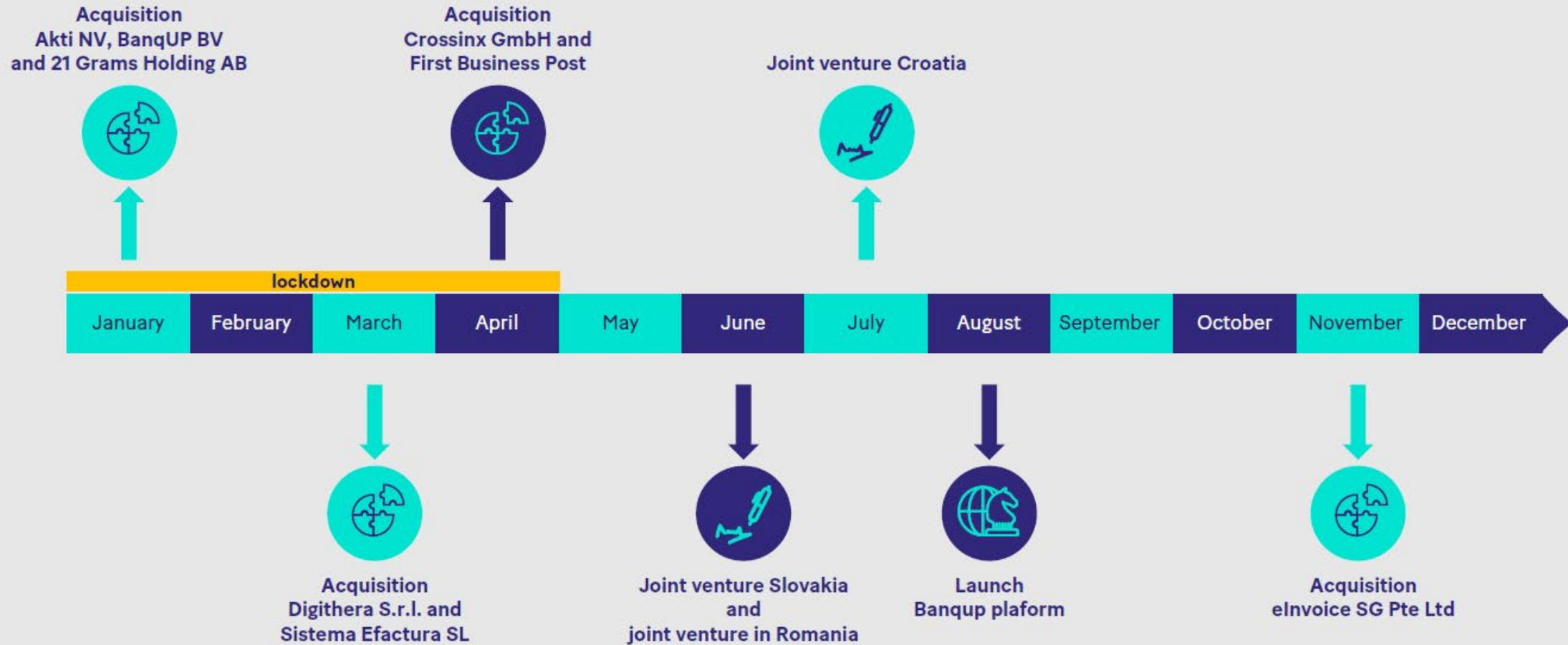
And **saving businesses tons of time and overhead** so they can focus on what they do best: **running their business**.



The background is a top-down view of a meeting around a wooden table. Several people's hands are stacked in the center. On the table are a laptop, a coffee cup, a calculator, a smartphone, and some papers. One paper is titled "INFORMATION". A faint network diagram of nodes and lines is overlaid on the right side of the image.

Throwback 2021

Highlights 2021. UPG's milestones

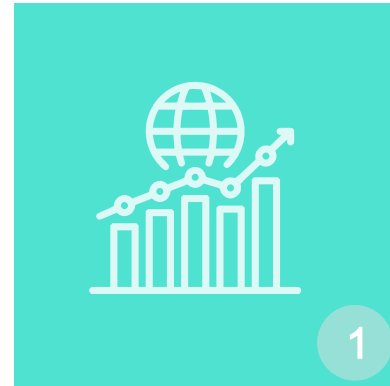


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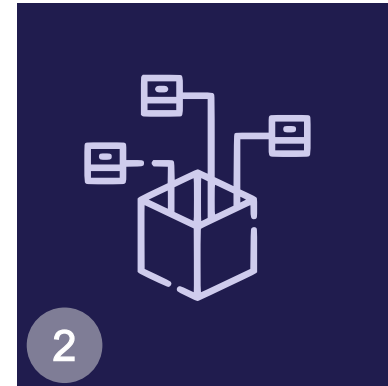
Where are we today

Where are we today.

market



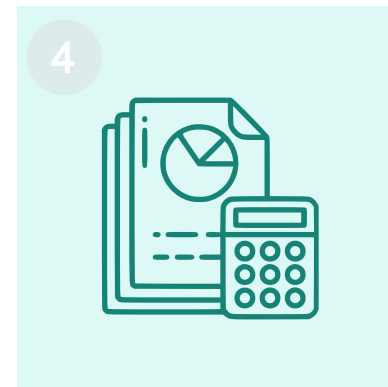
product



team



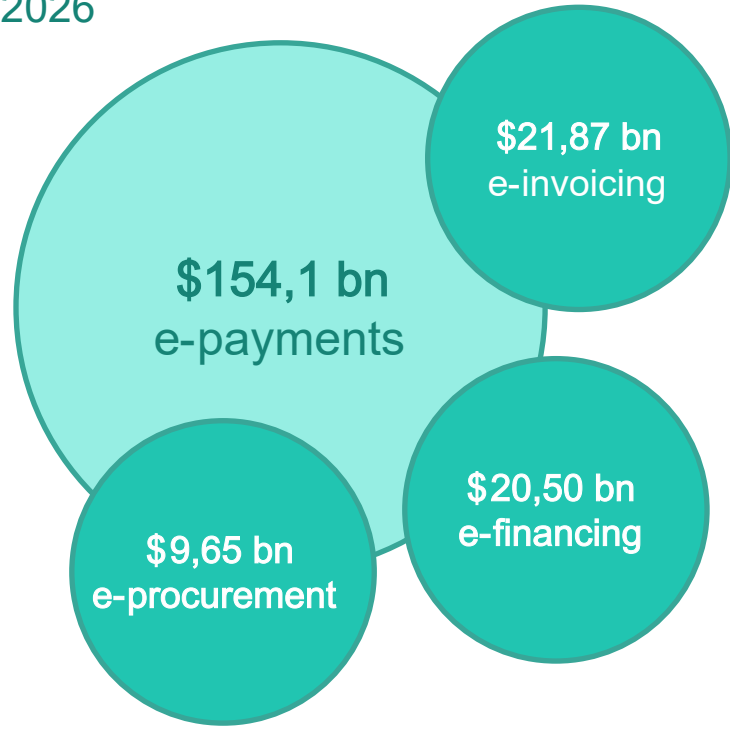
financials



Market Size

Forecasted by 2026

- Sources:
- *Research & Markets*
 - *Markets & Markets*
 - *IMARC Group*



SMEs
In Europe

- 24 million SMEs
- 99% of companies is SME
- 100 million employees

“Belgium is Europe’s SME country”
There are circa 1,166,000 SMEs in Belgium with a 2.7% yearly increase

Source: Renew Europe

Cost savings

10€ lower costs with electronic invoice
Earlier payment (approx. 5-7 days)
75% discount savings



cost savings



public compliance

Strong regulatory tailwind

500 billion € estimated global VAT gap (2021)
164 billion € expected VAT gap in Europe (2020)
Most disruptive development in global economy

Digitalization opportunity

e-invoicing adoption varies per region
Eastern Europe: <20%
Western Europe: 20-50%
Italy & Nordics: >50%



digitalization

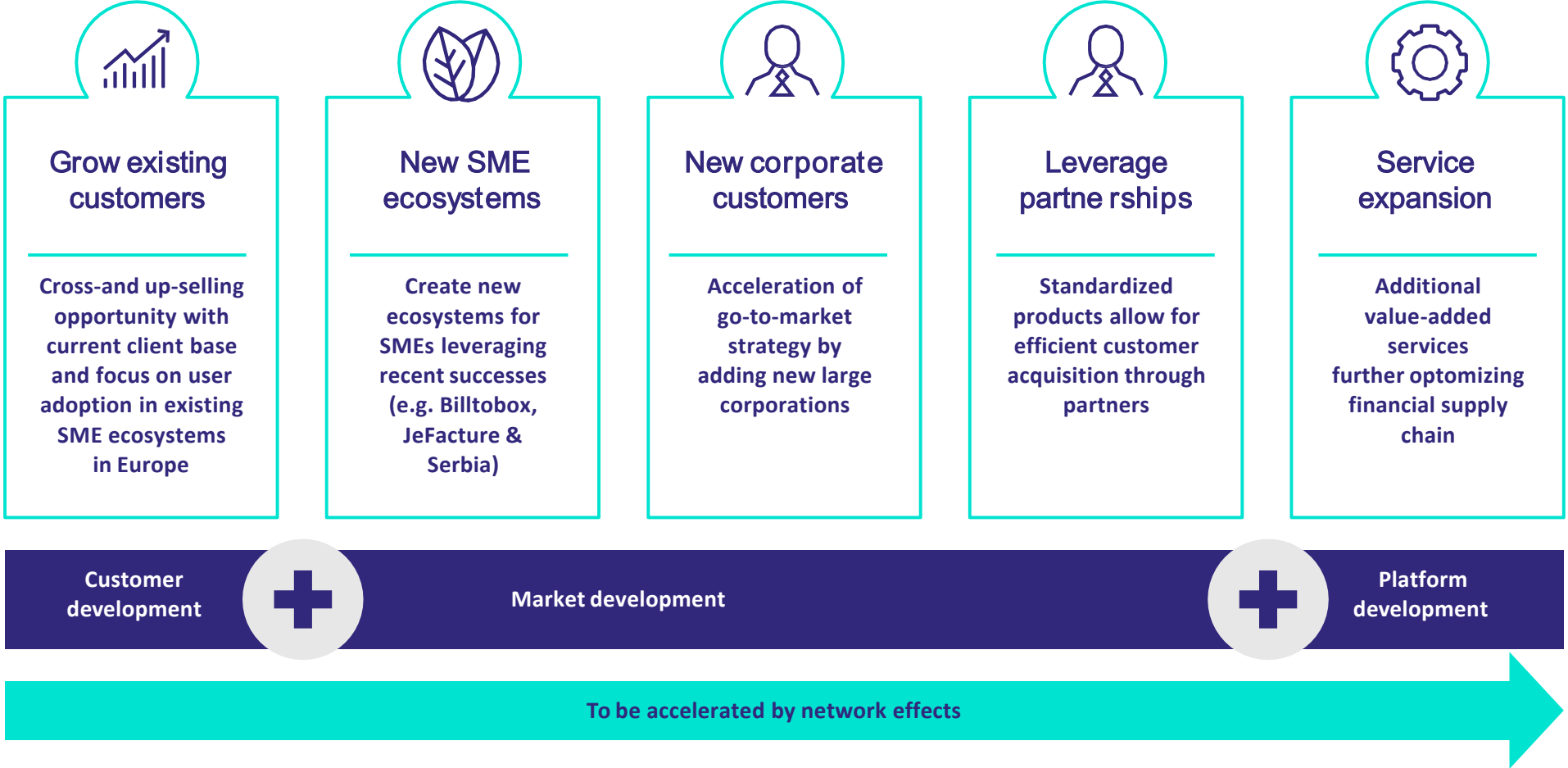


ESG

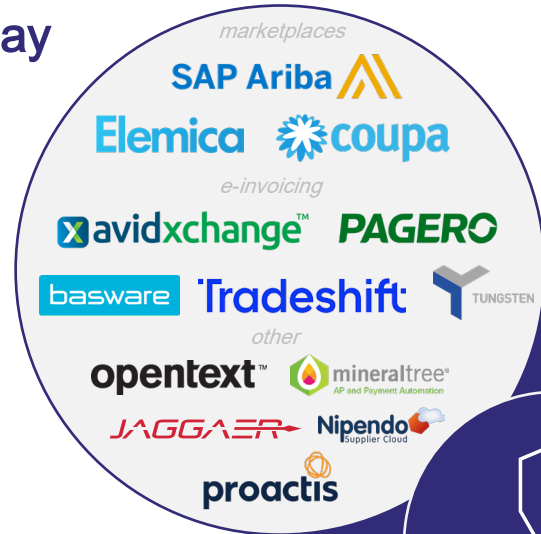
Environmental, social and corporate governance

EU Green Deal
1.4 billion tons CO2 reduction across Europe

A favorable environment propelled by various external factors



procure -to-pay



order -to-cash



Unique offering

- ✓ We are the only vendor covering all aspects combined
- ✓ We are the only vendor serving companies of all sizes

Unique technology

- ✓ Standardized and scalable products
- ✓ Technology for which we own the intellectual property rights

payments



supply chain financing





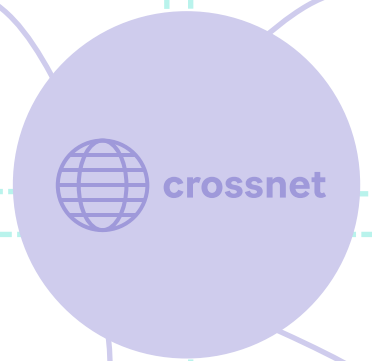
Business Account for SME's

All-in-one business account for handling financial and administrative processes



Personal Account

Online, in-store and mobile payments in a breeze



Mid-sized & Large Seller Solution

Digitize and automate the sales and accounts receivable process



Mid-sized & Large Buyer Solution

Digitize and automate the purchasing and accounts payable process



Digital Processing: Banqup. The all-in one business account for SMEs

A smart business account with document capabilities for small to medium businesses



business wallet linked to your bank

always-on accounting link

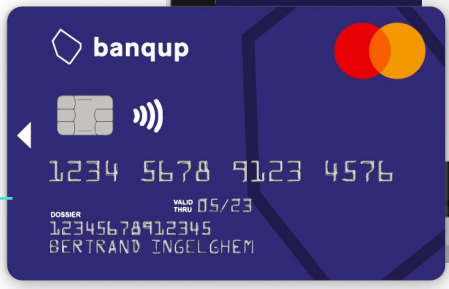
additional services

cash insights financing

affordable

connected experience

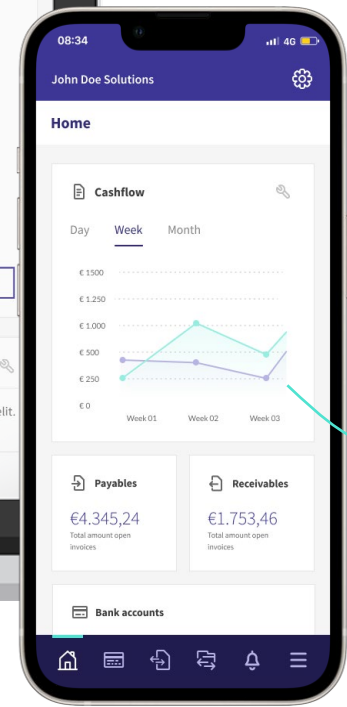
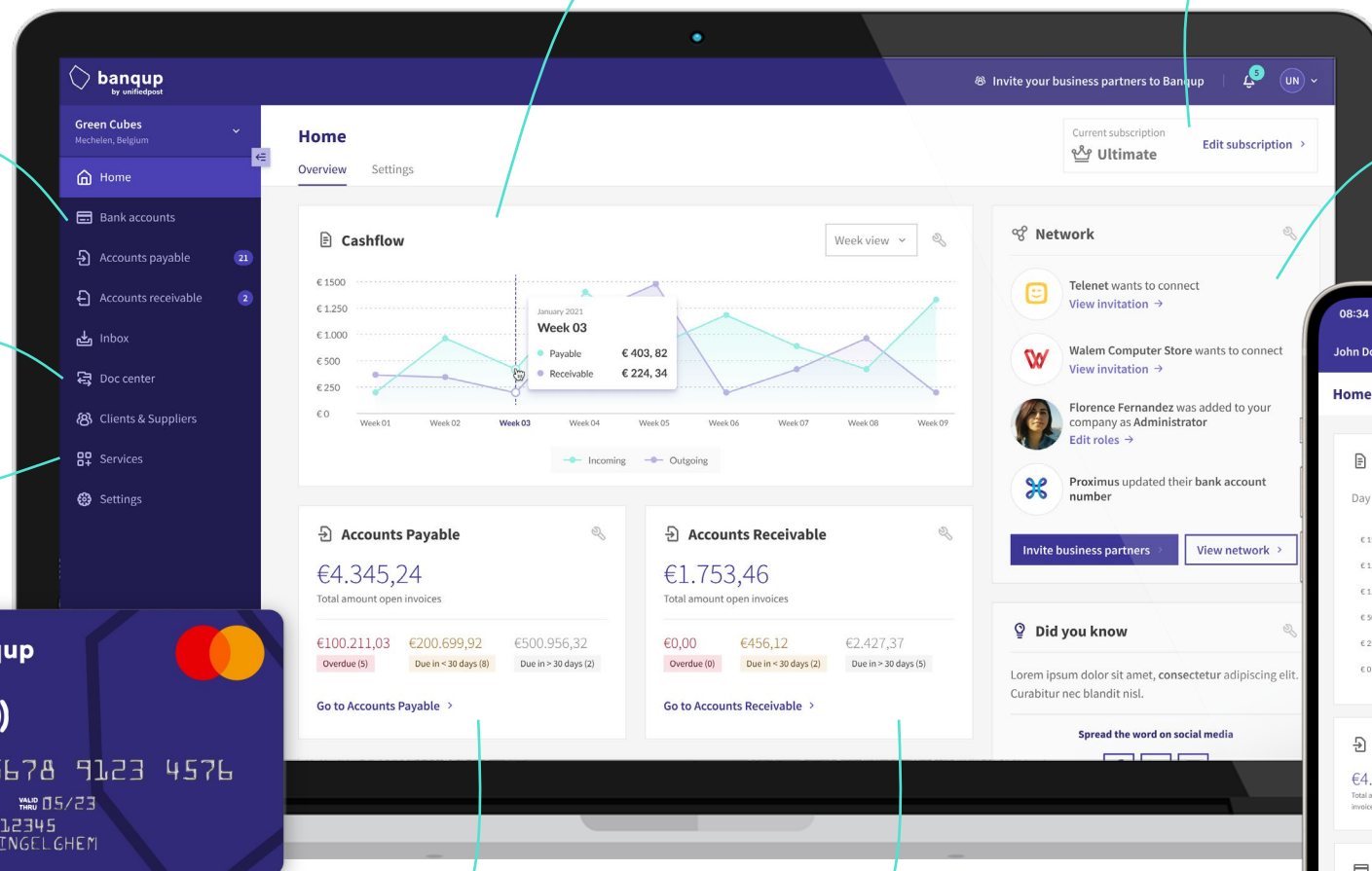
in the pocket available everywhere

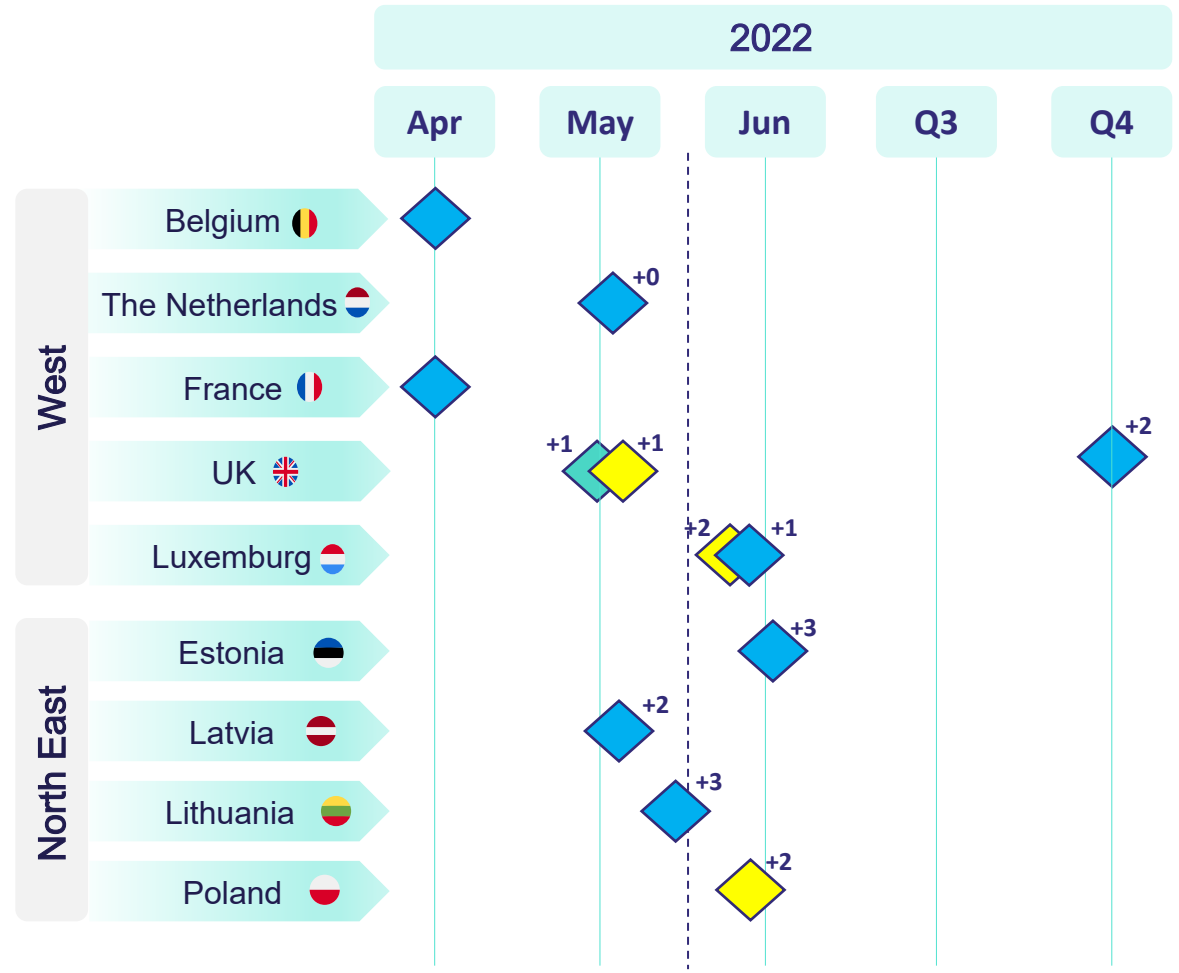


business debit card

purchase invoices
expense notes
payments

sales invoices
money collection





General comments

- ✓ Western countries & North eastern countries are commercially live with Documents
- ✓ Launch Vietnam has been postponed to 2023
- ✓ Singapore launch planned in early Q4 on GCP in Europe

Croatia

Bosnia-Herzegovina

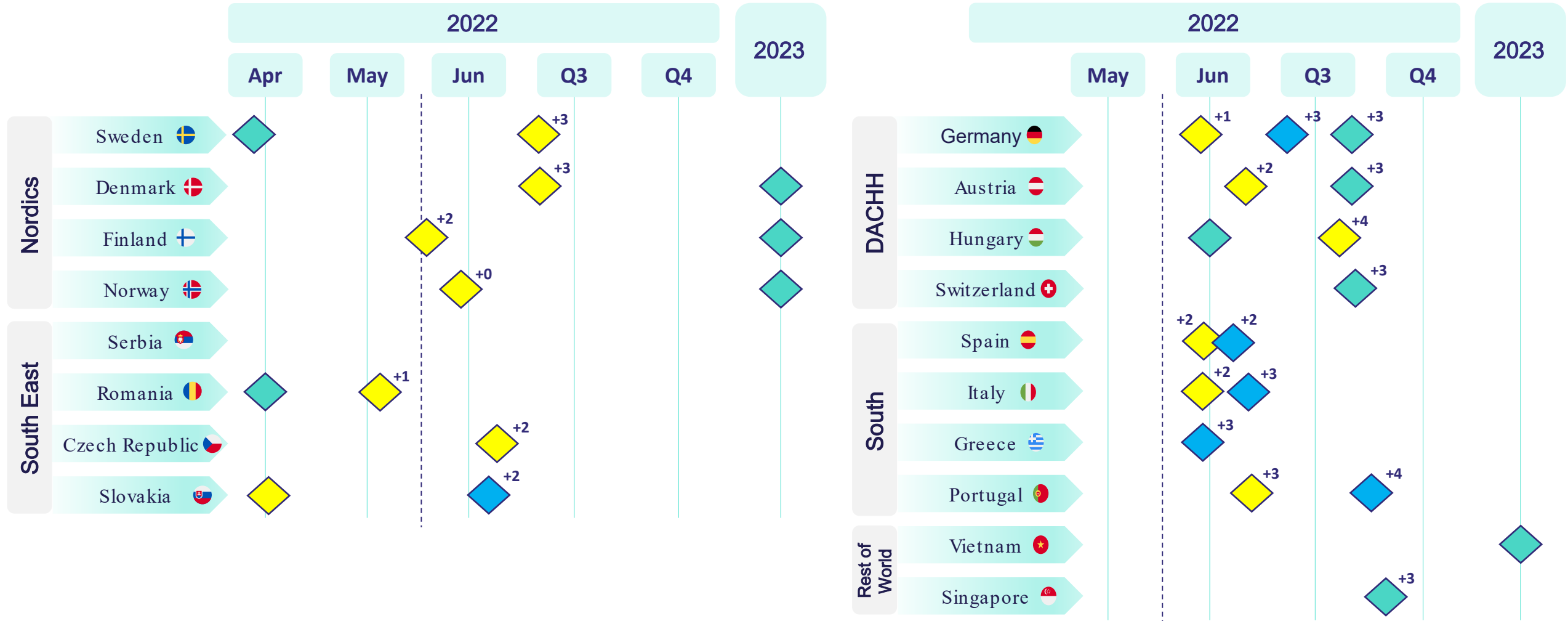
Slovenia

Morocco

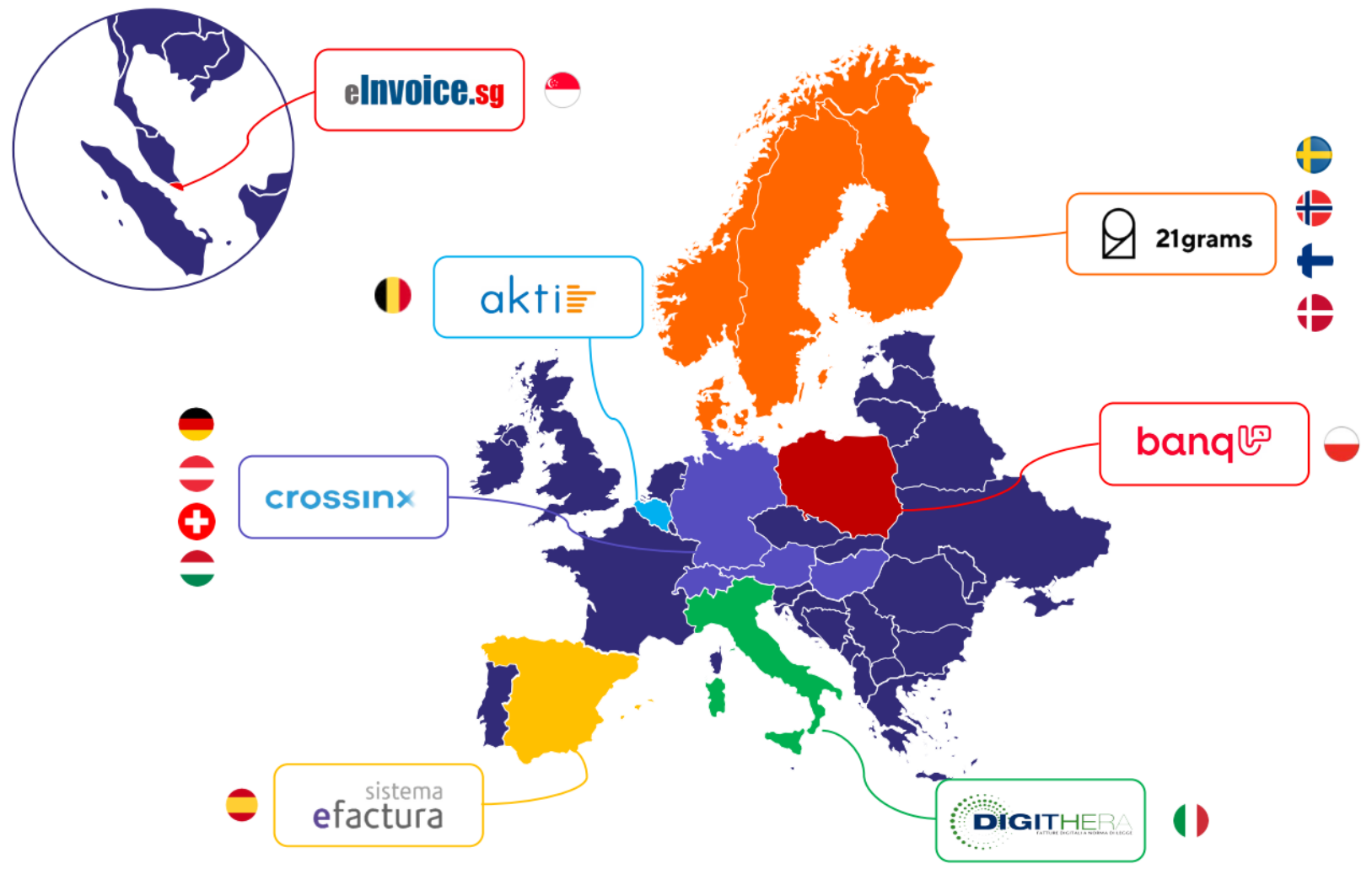
To be scheduled



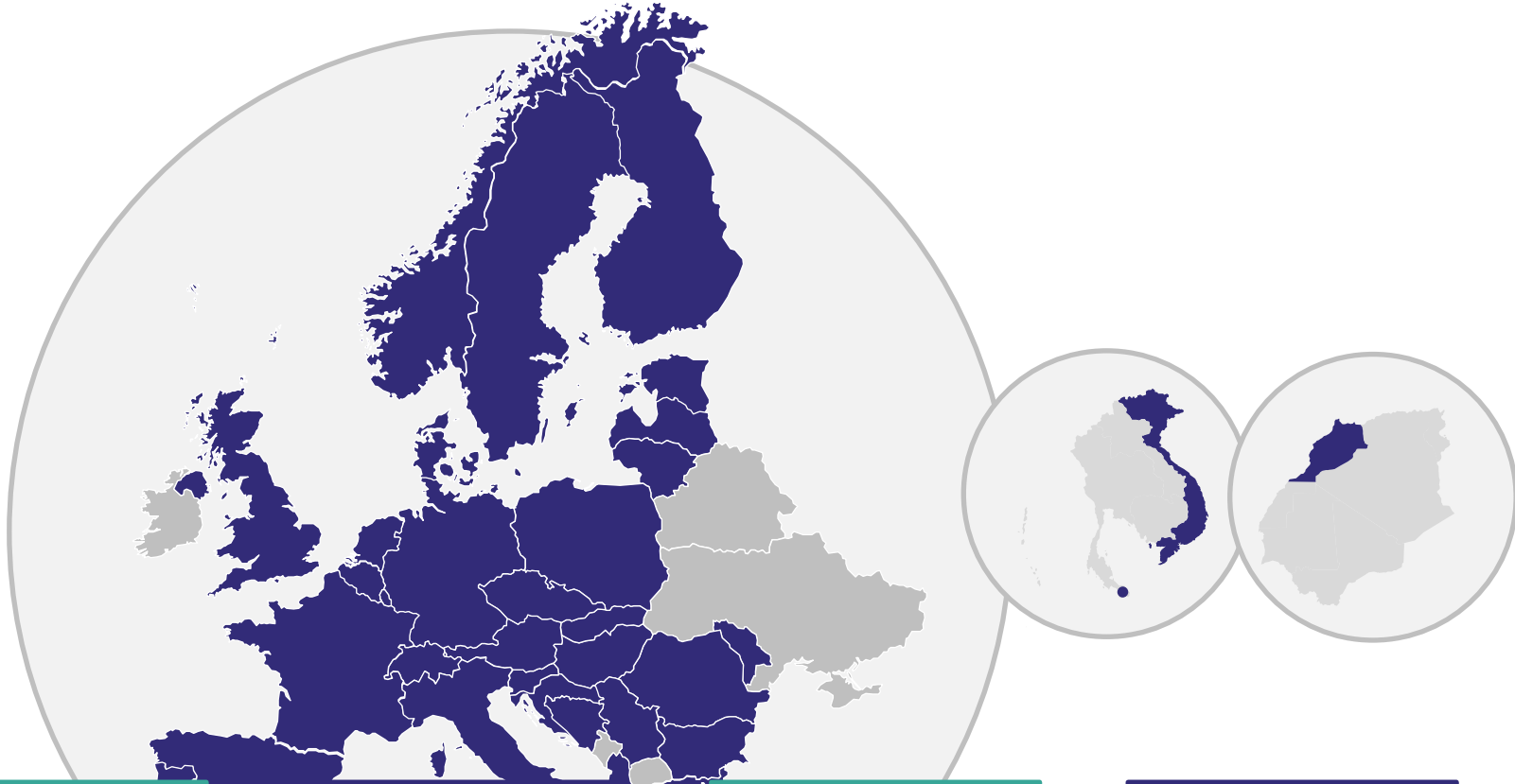
Numbers indicate the difference in months with the schedule of investor day (0 / 11)



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2020: 854
2021: 1.476
Q1 2022: **1.484**
All Headcount

38
Average age of employee

2020: 90 %
2021: 86 - 78 %
Avg. Retention rate/country

+32
Cultures
1 Culture

38% / 62%
Diversity between women and men

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What's next



state-of-the art

- ✓ Remove redundant legacy technology
- ✓ Continuous technology improvements



one company culture

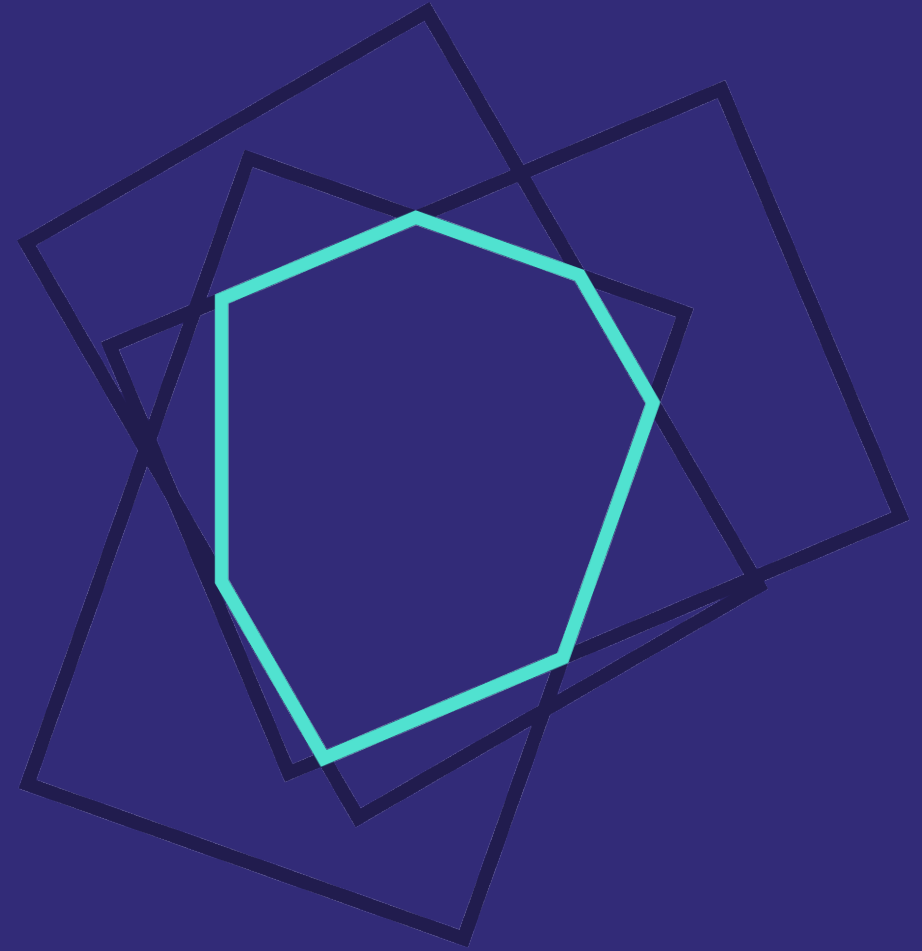
- ✓ 1 Unifiedpost Group identity among employees
- ✓ Towards full integration of all acquisitions
- ✓ Unmatched local & cross border payment services



established teams

- ✓ Established country teams supported by group departments
- ✓ Well defined value proposition

FY 2021 RESULTS



Cautionary note regarding forward-looking statements: The statements contained herein may include prospects, statements of future expectations, opinions and other forward-looking statements in relation to the expected future performance of Unifiedpost Group and of the markets in which it is active. Such forward-looking statements are based on management's current views and assumptions regarding future events. By nature, they involve known and unknown risks, uncertainties and other factors that appear justified at the time at which they are made but which may not turn out to be accurate. Actual results, performance or events may therefore differ materially from those expressed or implied in such forward-looking statements. Except as required by applicable law, Unifiedpost Group does not undertake any obligation to update, clarify or correct any forward-looking statements contained in this presentation in light of new information, future events or otherwise and disclaims any liability in respect hereto. The reader is cautioned not to place undue reliance on forward-looking statements.



15.6%
FY2021 organic growth

€170.5m
total revenue
+147% y-o-y

43.7%
digital processing
gross margin

€ 106.9m
digital processing revenue

+ €4.0m
operating cashflow

- €2.7m Adj. EBITDA
- €0.6m y-o-y

€ 18.9m net debt
€17.0m cash

93% recurring revenue

€27.9 / month ARPU
Q4 2021

€33.1m R&D
31% of digital
processing revenue

15.6%

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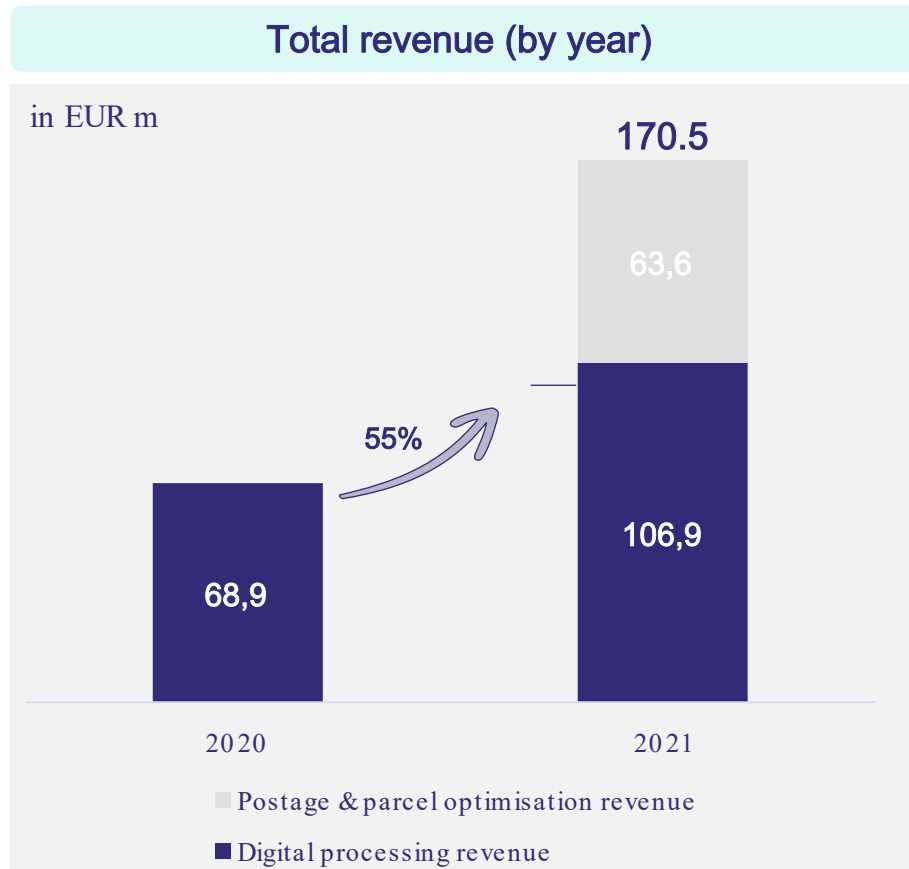
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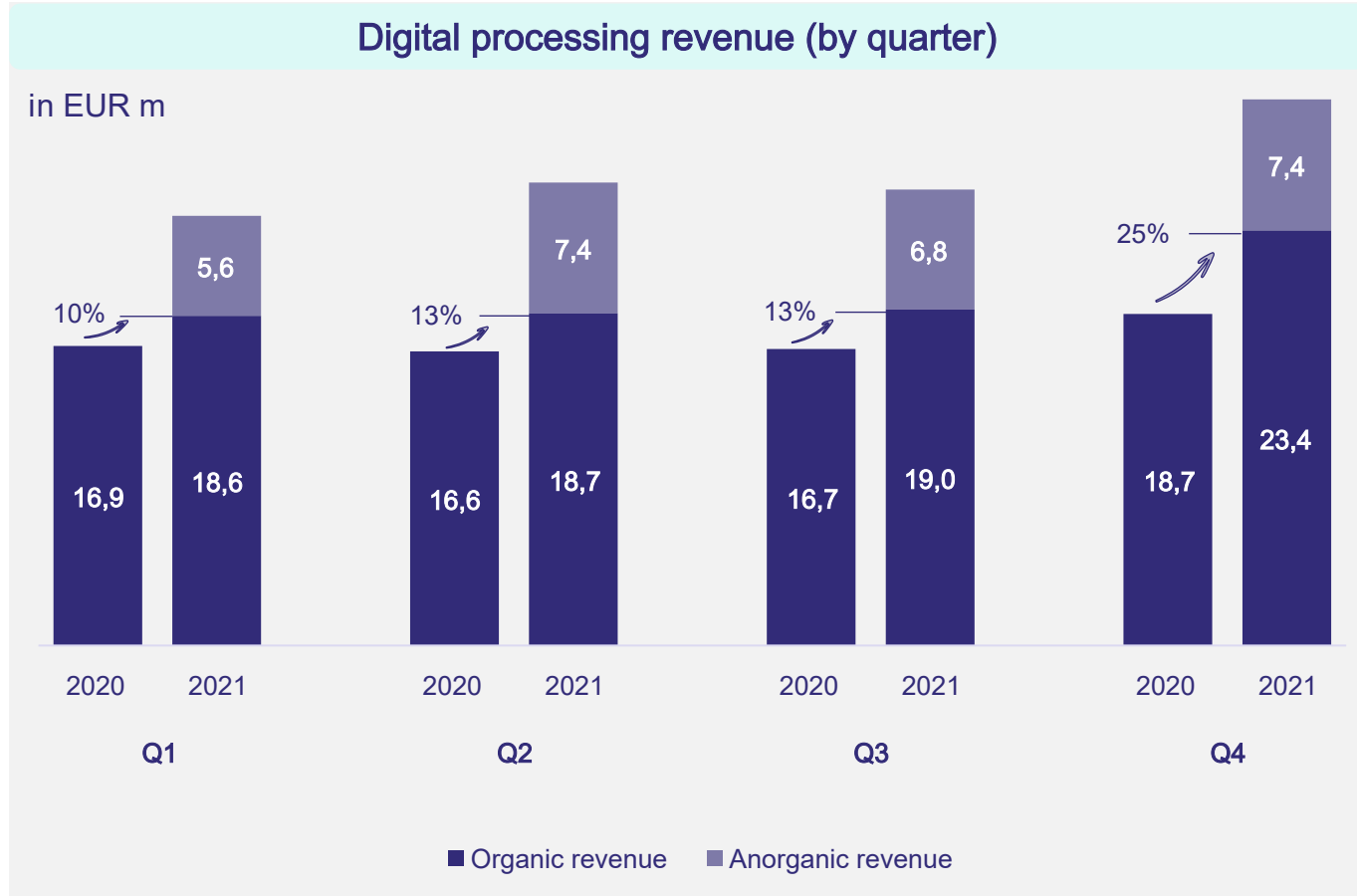
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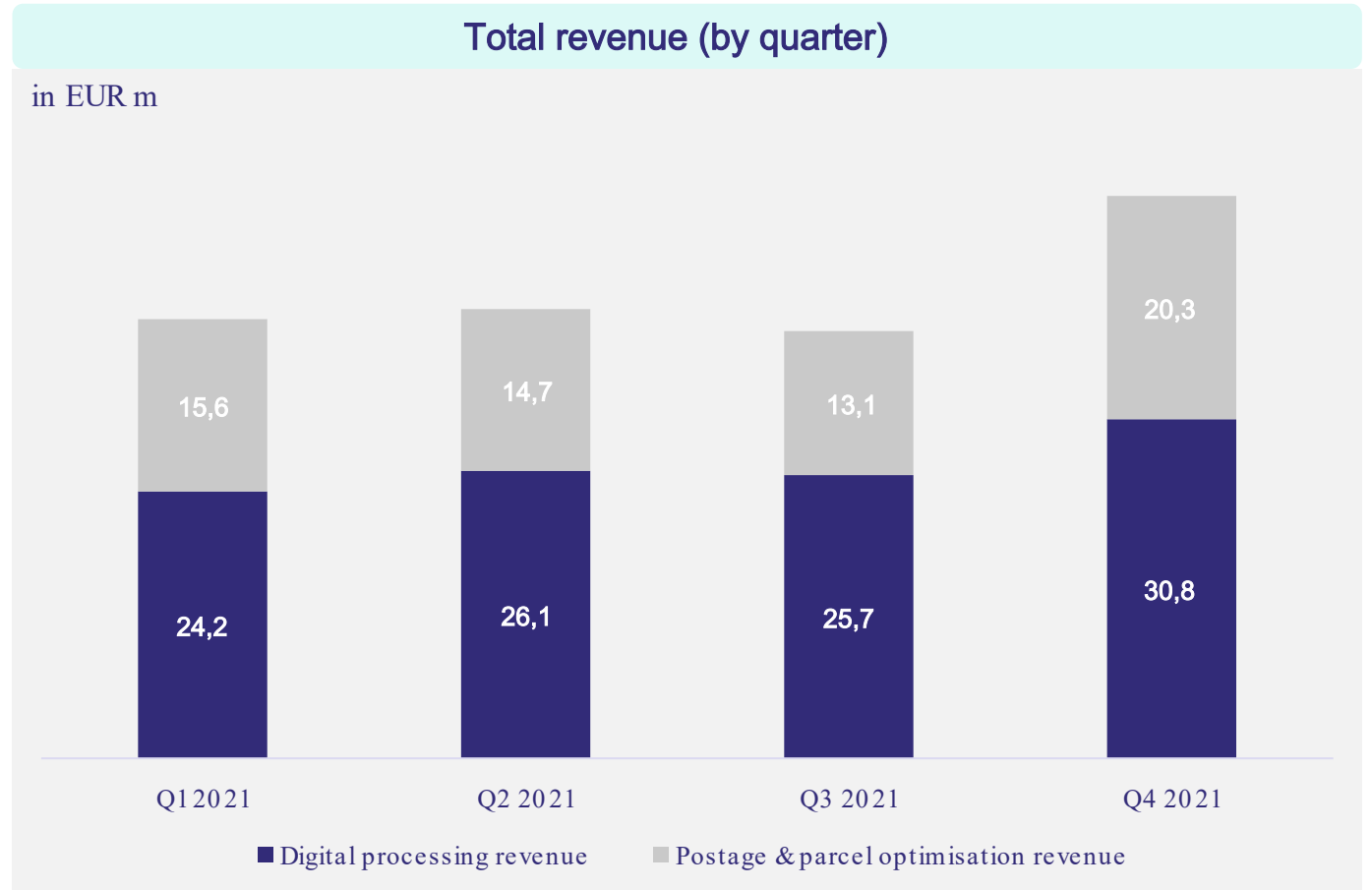


✓ Strong FY2021 with revenue growth of 55% in digital processing, supported by acquisitions.



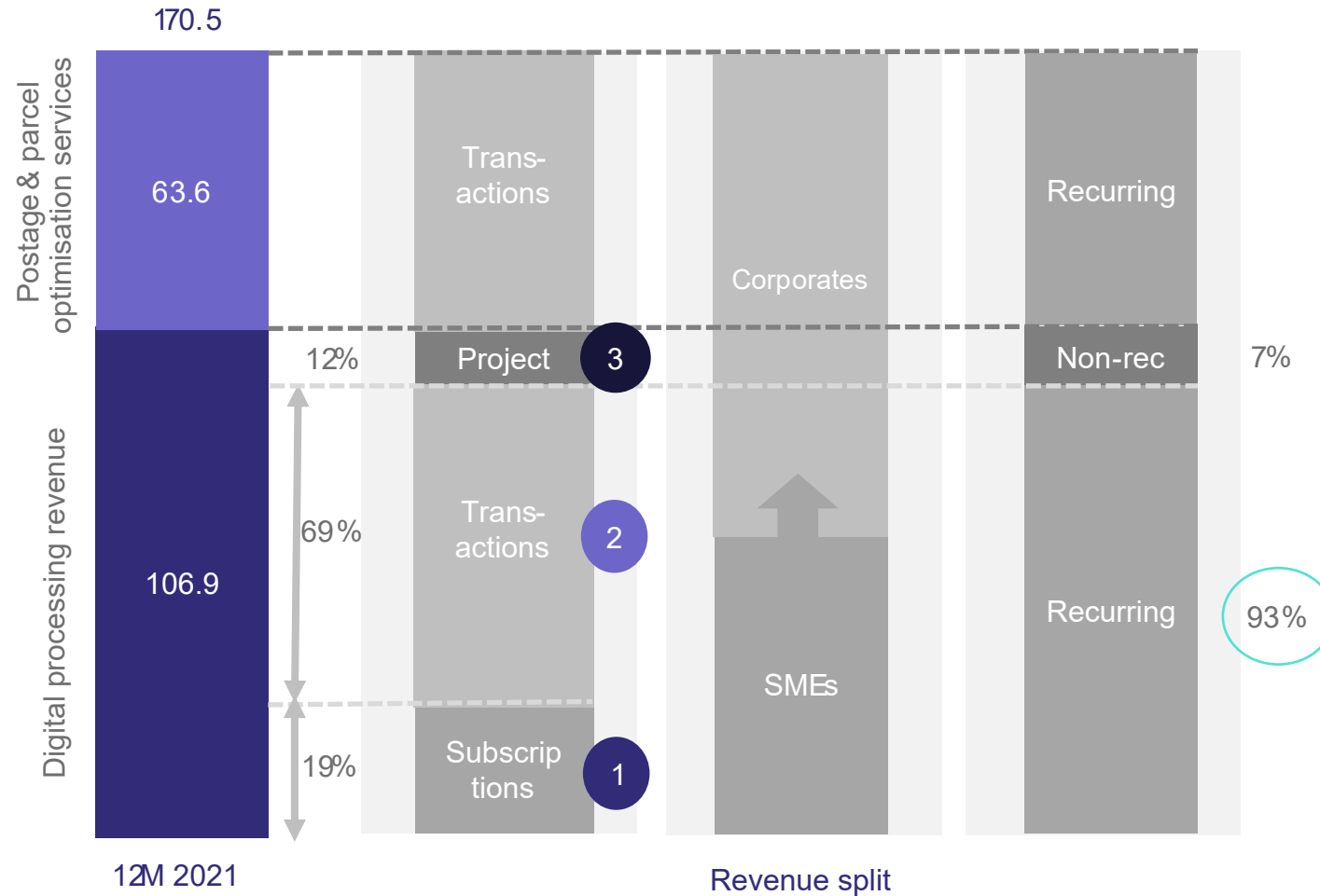
✓ Management guidance well reached - organic growth in digital processing up +15.6% y-o-y (vs. management guidance of “at least 15%”)

- ✓ Top line growth showed increasing momentum – both segments with strong Q4
- ✓ Revenues in postage & parcel optimisation benefit from price increases, large new customers and seasonality effects in Q4



Well over 90% of Unifiedpost Group's revenue remain recurring

in EUR m



1 Subscriptions

- Subscriptions available from 10 EUR/month basic document exchange, higher prices for more volume and/or more services
- B2B e-payments subscription from 17 EUR/month

2 Volume-based transaction

- Large volume communication
- Ad-hoc implementation and change requests for large corporates / tailor-made solutions

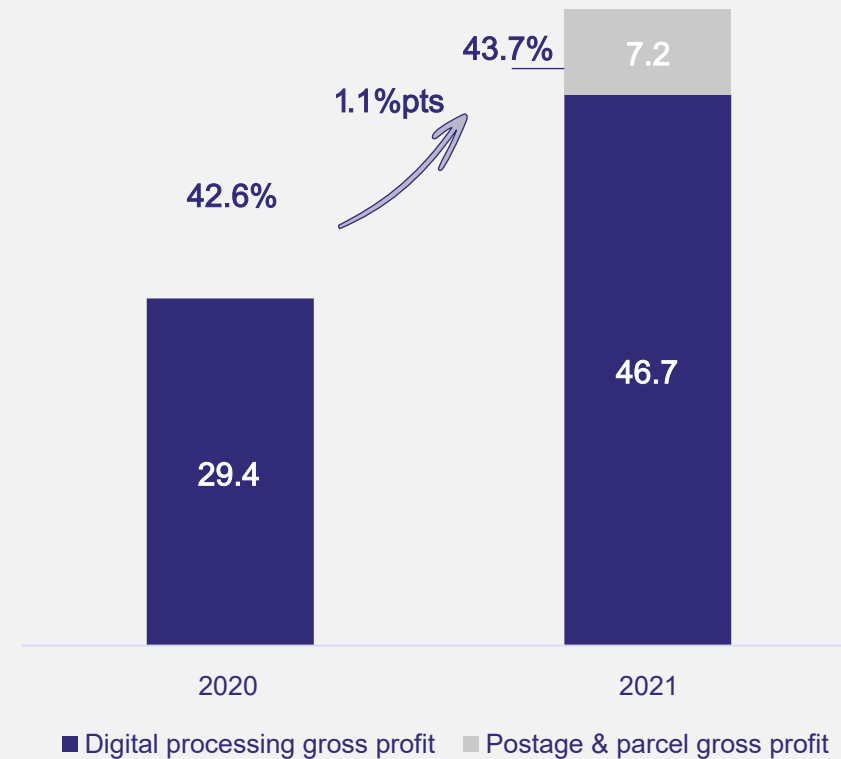
3 Project revenues

- Share of recurring revenues slightly affected by increased project revenue from license sale in Serbia in Q4

✓ Overall strong gross profit improvement, supported by impact from acquisitions

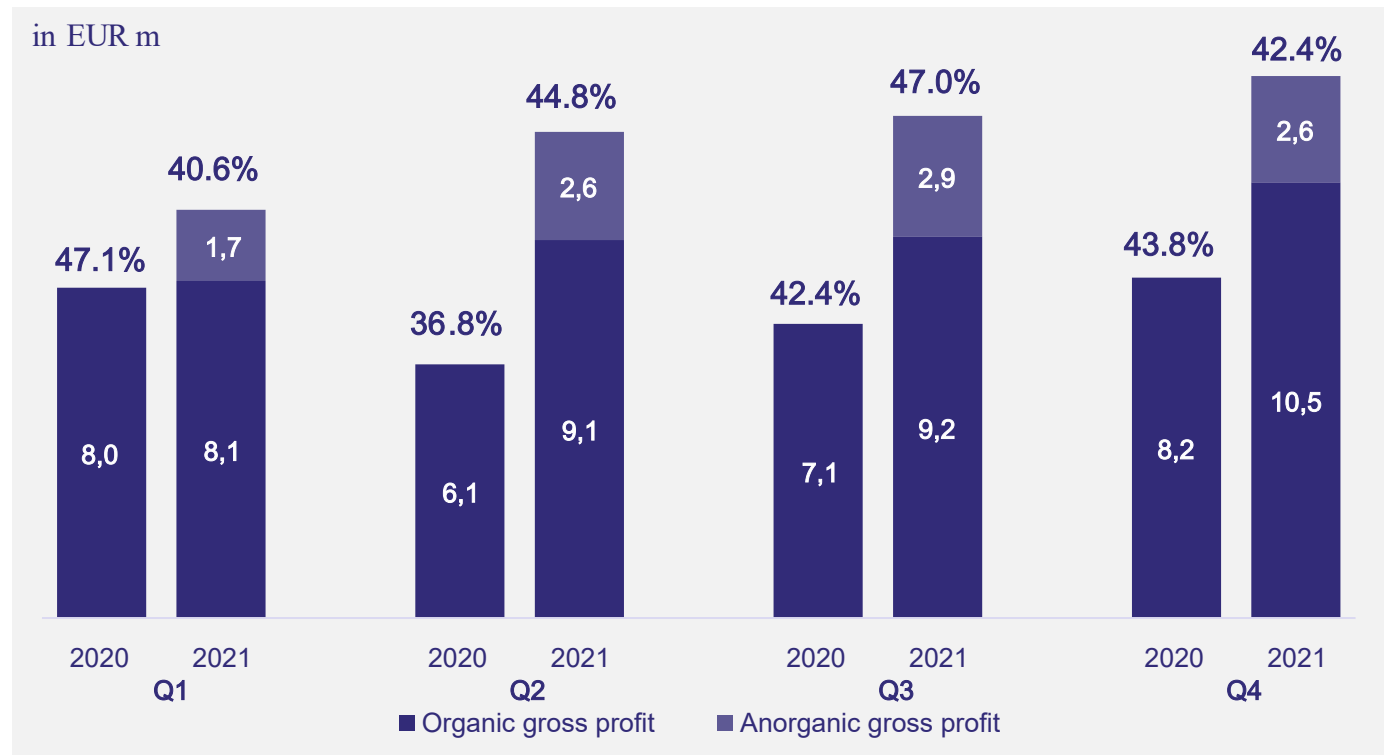
Digital processing gross profit & margin (by year)

in EUR m



✓ Gross margin in digital processing benefits from economies of scale on the back of strong demand for end-to-end digital processing solutions

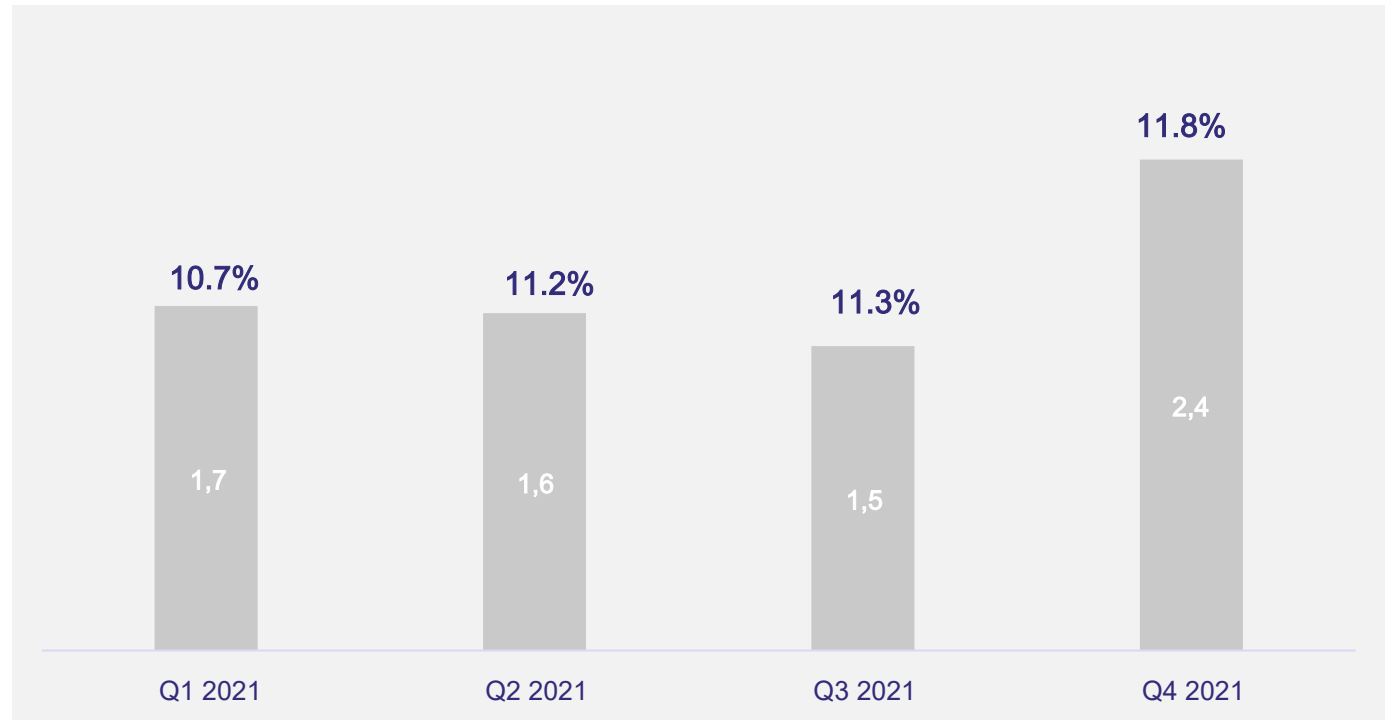
Digital processing gross profit & margin (by quarter) ¹



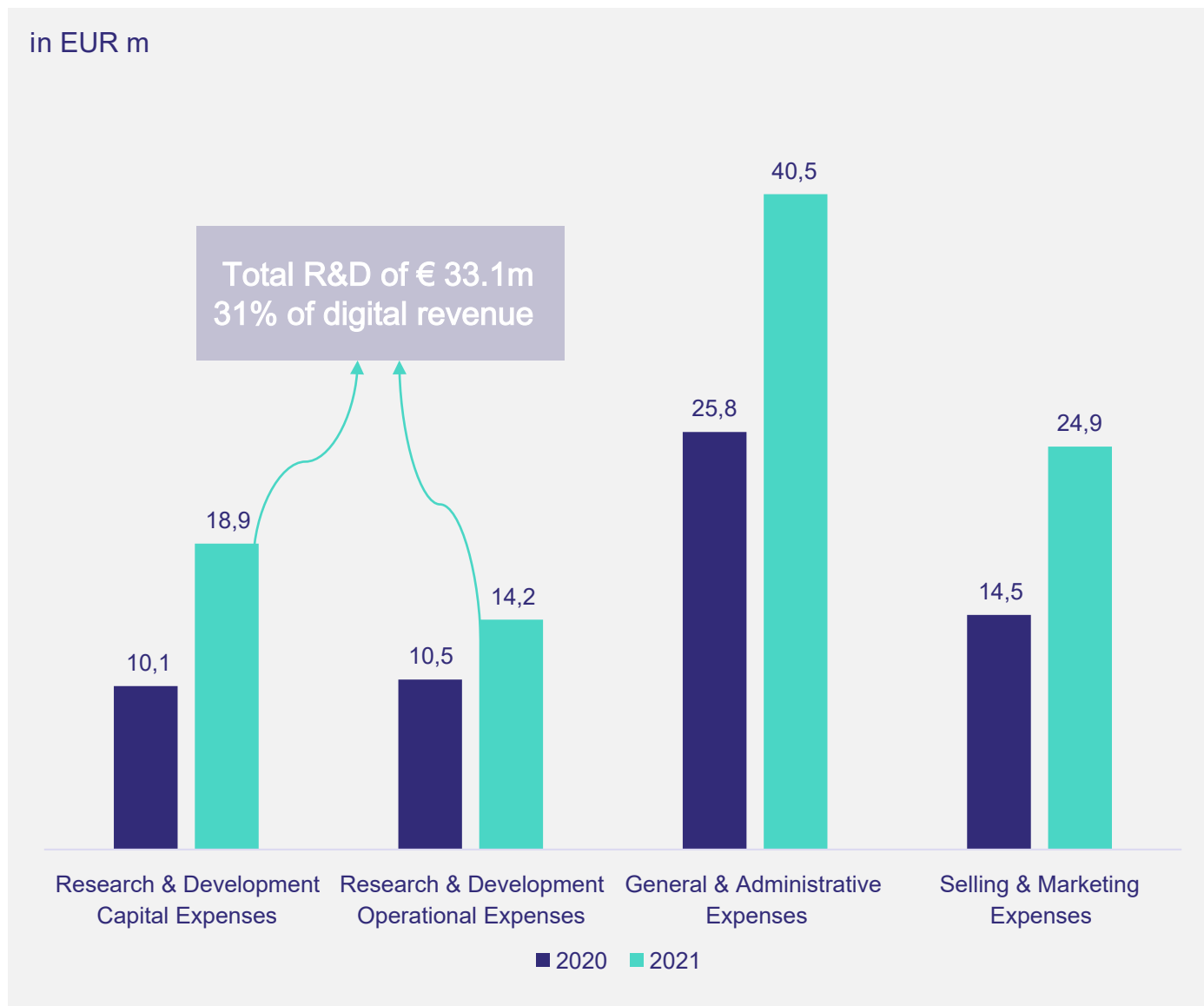
(1) Gross margin of digital processing organic revenue: Q1 43.7%, Q2 48.6%, Q3 48.4% and Q4 44.8%

✓ Gross margin in postage & parcel optimisation services up on economies of scale despite some new large customers

Postage & parcel optimisation services gross profit & margin (by quarter)

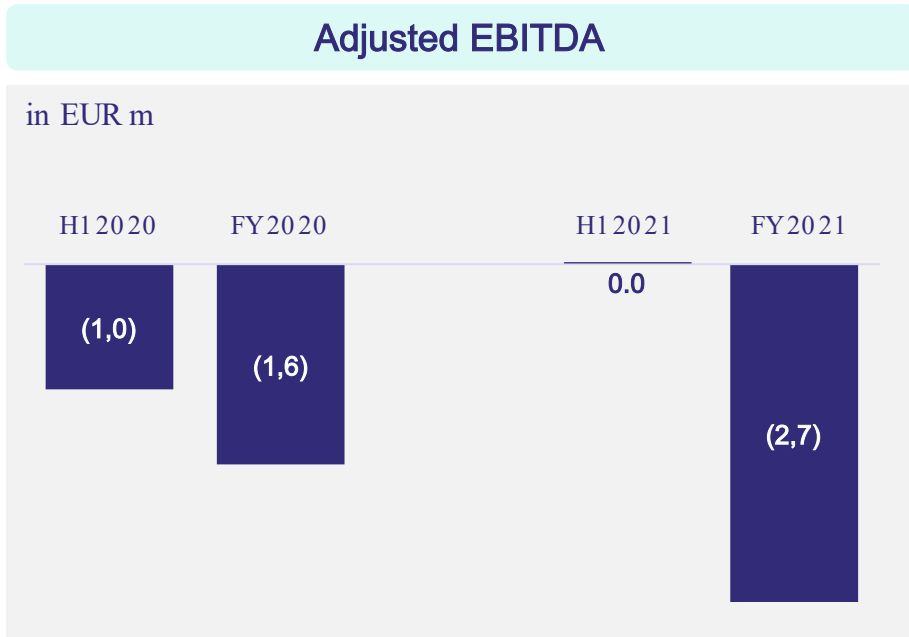


Cost development – Reflecting expansion into 32 countries incl. impact from acquisitions



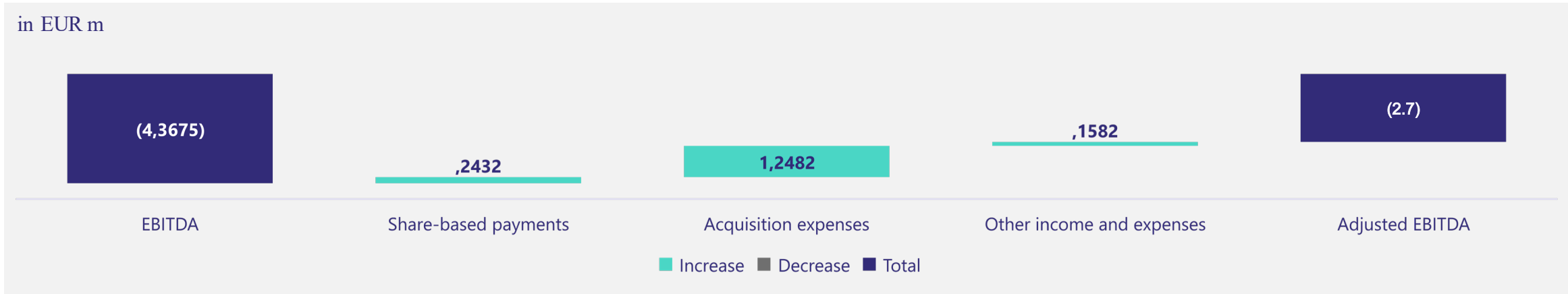
- ✓ Continued development in R&D spending – predominantly due to development cost for Banqup and Payment Solution
- ✓ 57% of total R&D capitalised
- ✓ Increase in G&A expenses mainly due to consolidation effects from acquired companies and M&A expenses
- ✓ Higher marketing efforts mainly in view of the global rollout plan as well as acquisition effects from 2021

FY 2021 adjusted EBITDA level rather unchanged y -o-y despite strong investments into growth



- ✓ EBITDA level rather unchanged despite strong investment into product development, product launch and international footprint
- ✓ H2 2021 somewhat affected by consolidation effects and investment into international footprint and Banqup rollout
- ✓ EBITDA adjustment mainly reflects expenses for acquisitions in H1 2021

EBITDA to adjusted EBITDA FY 2021



Balance sheet		FY2021	FY2020	
				in EUR m
1	Goodwill	155.0	35.2	Comments 1 Goodwill increase mainly due to acquisition of Crossinx, 21 Grams and BanqUP 2 Reduction in cash mainly due to pay-out for acquisitions in H1 2021 (~€84.8 million ¹) 3 Unused credit facilities of nearly €20 million – new hybrid financing deal agreed
	Other intangible assets	83.5	47.9	
	Property and equipment	8.0	6.8	
	ROU assets	10.8	8.1	
	Other non-current assets	2.2	1.6	
	Non-current assets	259.5	99.6	
	Inventories	0.6	0.5	
	Trade and other receivables	34.8	17.7	
	Other current assets	5.2	3.4	
	Current assets	57.6	21.6	
2	Cash and cash equivalents	17.0	125.9	
	Total assets	317.1	247.1	
	Equity	196.4	168.2	
	Non-current loans and borrowings	8.9	19.9	
	Non-current lease liabilities	6.9	5.1	
	Other non-current liabilities	13.6	7.4	
	Non-current liabilities	29.4	32.3	
	Current loans and borrowings	23.3	6.3	
	Current lease liabilities	3.8	3.0	
	Trade and other payables	42.7	16.6	
3	Contract liabilities	13.0	10.2	
	Current income liabilities	0.8	0.7	
	Other current liabilities	7.7	9.9	
	Current liabilities	91.3	46.6	
	Total equity and liabilities	317.1	247.1	

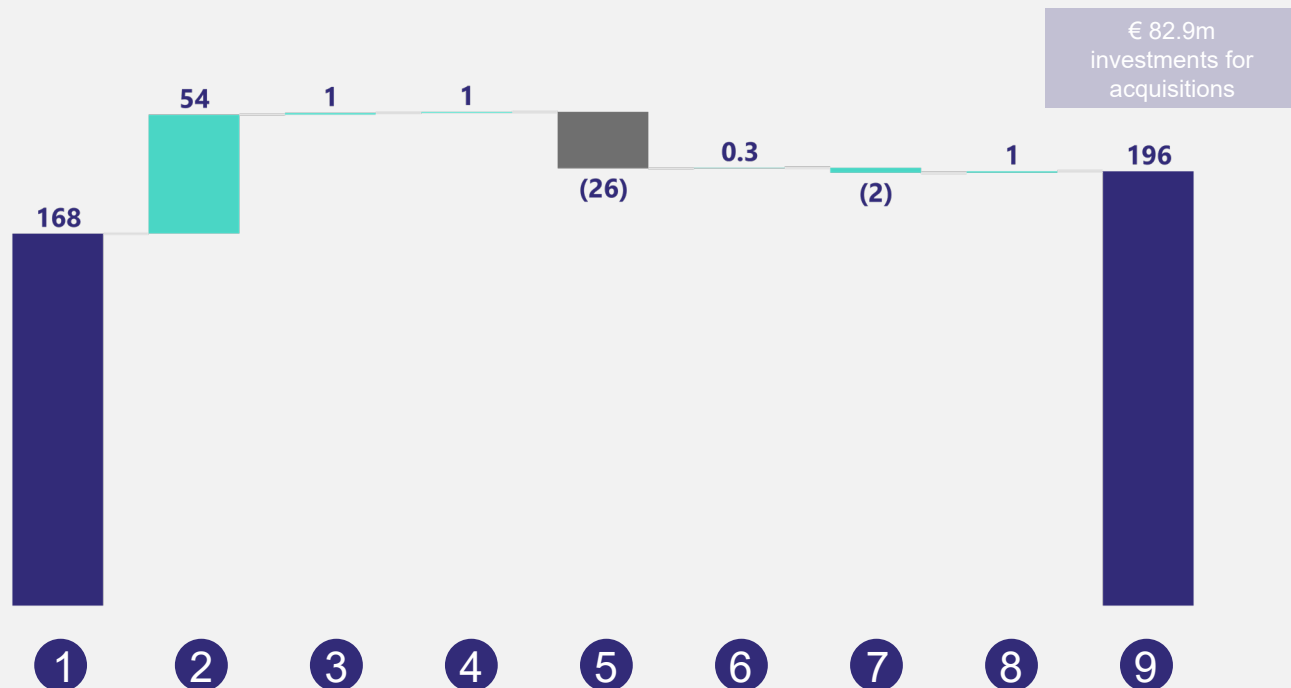
Bank borrowings per 31 December 2021 in EUR m

Borrowings	29.2
Bank borrowings	29.2
Unused credit facilities	19.7
Factoring	18.7
Straight loans	1.0

(1) Amount including the put option in Slovakia

Equity evolution

in EUR m



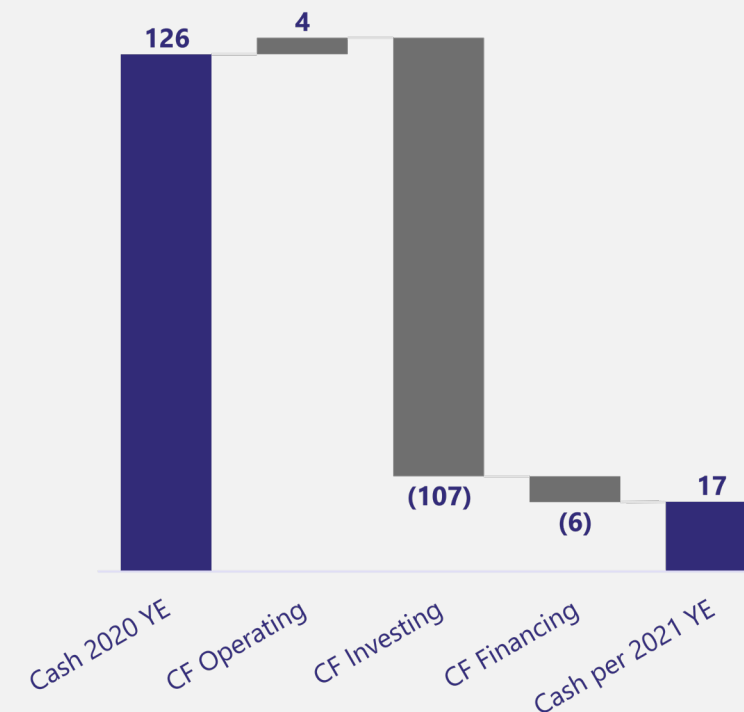
€ 82.9m investments for acquisitions

- 1 Equity 2020 YE
- 2 Contribution in kind vendor loan ¹
- 3 Share-based payments
- 4 Conversion investment rights
- 5 Loss of the period
- 6 Other comprehensive income (OCI)
- 7 Put option Slovakia
- 8 Difference in FV embedded derivative relating capital increase June -July 2020
- 9 Equity per 2021 YE

(1) Issuance of shares from contribution in kind of vendor loan of 2021 acquisitions

Cash evolution

in EUR m



Financials - Funding



New hybrid growth financing – Enhanced funding scope and flexibility

Key information

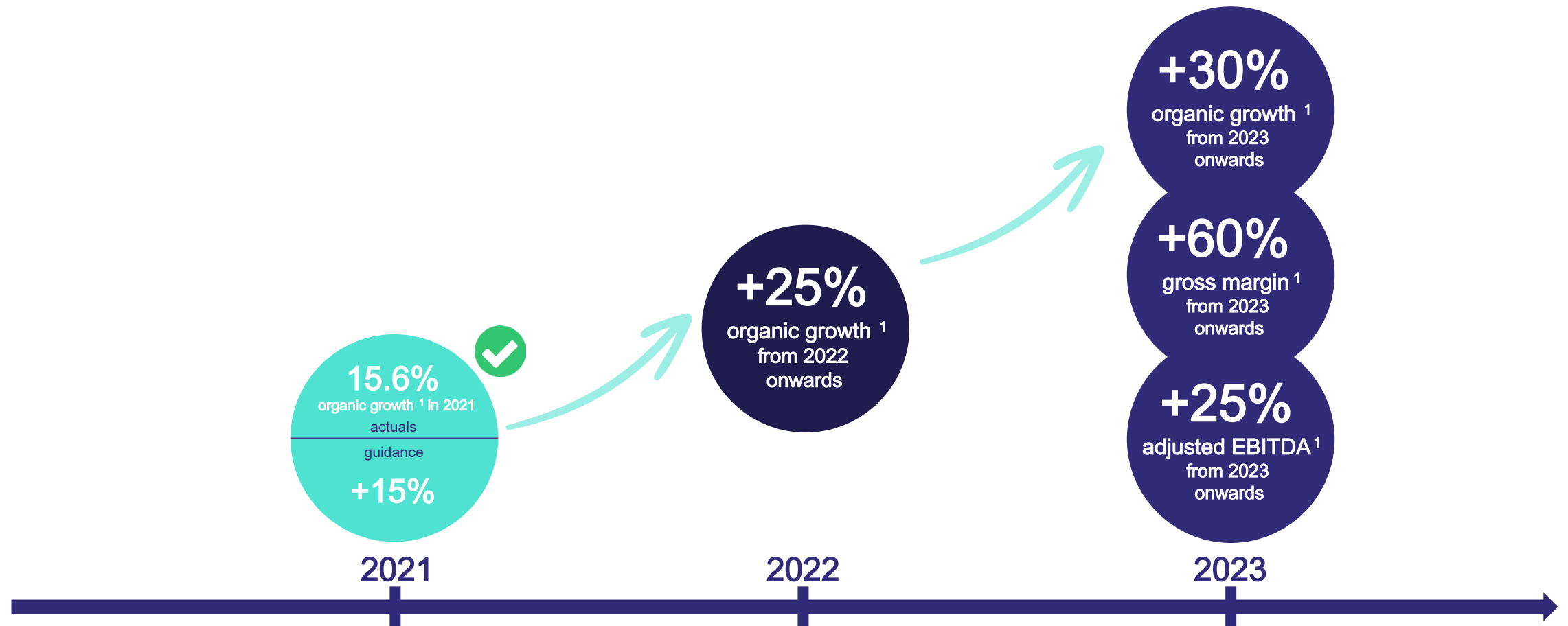
Committed amount	✓ EUR 100m
Tenor	✓ 5 years, prepayment without costs from year 3
Structure / Committed amount	✓ Term Loan B facility: EUR 75m ✓ Capex facility: EUR 25m
Covenant	✓ Quarterly liquidity test
Lender	✓ Francisco Partners
Type	✓ Quasi equity funding
Cost	✓ 3% cash interest, 8% PIK interest, 3% equity participation

Use of proceeds

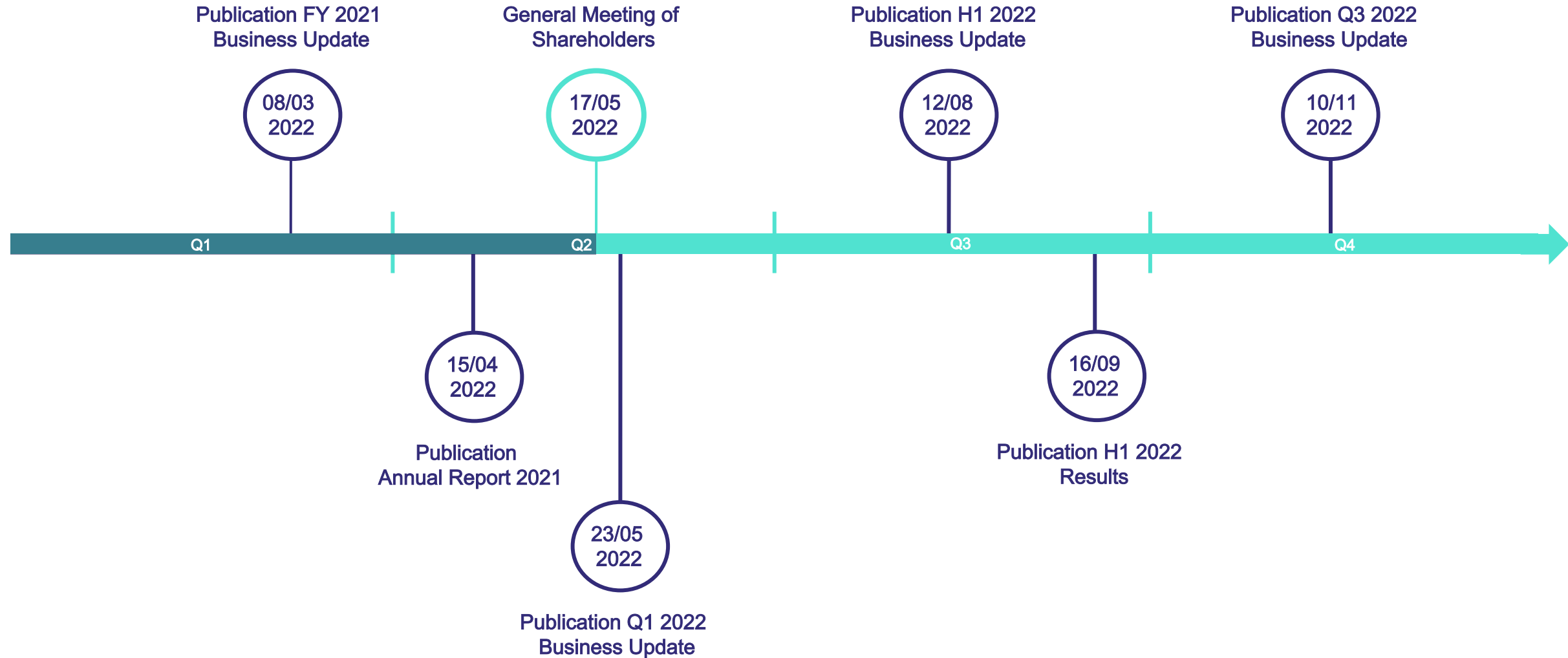
Refinance existing debt

Support growth strategy

- ✓ R&D investments
- ✓ Working capital requirements
- ✓ Fund potential future transactions to additionally expand capabilities and geographical coverage



(1) Calculated on digital processing revenue



1. Unqualified audit opinion on the consolidated financial statements of Unifiedpost Group SA for the year ended 31 December 2021

2. Key audit matters :

- business combinations
- impairment of goodwill and intangible assets
- financial funding

3. The conformity of the European Single Electronic Format with the regulatory technical standards established by Commission Delegated Regulation (EU) 2019/815 of 17 December 2018, mandatory as of 2021, was audited.

1. Communication of the Board of Directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2021

- Commented above
- These reports do not need to be approved by the shareholders

2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2021 (1/2)

Proposed resolution : approval of the remuneration report for the financial year closed on 31 December 2021.

Board of Directors	Position	Remuneration (€)
AS Partners BV, represented by Stefan Yee	Non-executive Director (Chairman)	42.500
Sofias NV, represented by Hans Leybaert	Executive Director	-
Jinvest BV, represented by Jürgen Ingels	Non-executive Director until 17/12/2021	27.500
Joost Uwents	Independent Director	27.500
Risus Sports BV, represented by Katrien Meire	Independent Director	25.000
FPIM– SFPI NV, represented by LeonCappaert	Non-executive Director	20.000
Fovea BV, represented by KatyaDegrieck	Independent Director	25.000
Angeline (Marie-Ange) Marx	Independent Director	27.500
Sopharth BV, represented by Philippe De Backer	Independent Director	20.000
First Performance AG, represented by Michaël Kleindl	Non-executive Director	25.000
TOTAL		240.000

2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2021 (2/2)

Executive Management Committee	Position	Remuneration (€)
Sofias NV, represented by Hans Leybaert	Chief Executive Officer	391.420
Aprilis BV, represented by Tom Van Acker	Chief Operating Officer	270.075
Marcelis BV, represented by Laurent Marcelis	Chief Financial Officer	300.000
Kilauea Management Consult BV, represented by Hans Jacobs	Chief Commercial Officer	222.666
Marleen Mouton BV, represented by Marleen Mouton	Chief Legal Officer	250.000
Marcus Laube	Chief Sales Officer	187.790

3. Approval of the statutory financial statements closed on 31 December 2021 including the proposed allocation of the result

Proposed resolution: approval of the statutory financial statements closed on 31 December 2021 showing a loss in the amount of EUR 5.614.198 and the proposed allocation of the result as losses carried forward.

4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2021 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements

- Commented above
- These reports do not need to be approved by the shareholders

5. Approval to grant discharge to the members of the Board of Directors

Proposed resolution: approval to grant discharge to all members of the Board of Directors for the execution of their mandate for the financial year closed on 31 December 2021

6. Approval to grant discharge to the statutory auditor

Proposed resolution: approval to grant discharge to BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, for the execution of its mandate as statutory auditor of the Company during the financial year closed on 31 December 2021

7. Approval of the cooptation of a member of the Board of Directors

Proposed resolution: upon nomination by the Board of Directors and after proposal of the Remuneration and Nomination Committee, it is proposed to approve and confirm the cooptation of First Performance AG, permanently represented by Michael Kleindl, as non-executive director for a renewable period of 4 years, ending on the date of the annual general shareholders' meeting of 2026, replacing Jinvest BV, permanently represented by Jürgen Ingels, who resigned on 18 December 2021. The curriculum vitae of Mr. Michael Kleindl is available for consultation at <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting-2022>. First Performance AG, permanently represented by Michael Kleindl, will be remunerated in accordance with the principles as established by the Company for non-executive directors.



Professional career

- Founder & Managing Partner of KOMM Investment (2005 -present)
- Co-Founder & Managing Partner of Blue Horizon Ventures (2018-2021)
- Serial entrepreneur and successful founder of a multitude of digital businesses (1994-2017)

Education

- EBS University, Business Administration. Marketing & International Management (1990-1994)

8. Change of control provisions – article 7:151 of the Belgian Code of Companies and Associations

Proposed resolution : the general meeting of shareholders approves and, insofar as required, ratifies, in accordance with and to the extent falling within the scope of article 7:151 of the Belgian Companies and Associations Code, those provisions of the EUR 100 million senior facilities agreement entered into by the Company and some of its subsidiaries on 7 March 2022 and the other transaction documents in relation thereto which grant rights to third parties that either have a substantial influence on the assets of the Company or create a substantial debt or obligation for the Company if the exercise of these rights is dependent on the launch of a public takeover bid on the securities of the Company or on a change of the control exercised over it, including, without limitation, clause 7.2 (*Exit*) of the senior facilities agreement.

9. Approval of the re -nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2025

Proposed resolution: approval of the re-nomination of BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, as statutory auditor of the Company as of the date of this General Meeting until the General Meeting of 2025.

10. Transparency threshold in articles of association

Proposed resolution: adding a new paragraph at the end of article [11] of the articles of association of the Company, which reads as follows:

“The requirements of the applicable legislation on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market apply to the acquisition of holdings in the company, it being understood that the duty of disclosure arises on the acquisition of a first holding of three per cent (3%) of the voting rights in the company, without prejudice to the disclosure requirements on the acquisition of a holding of five per cent (5%) or multiples of five per cent (5%) thereafter” .

11. Power of Attorney

***Proposed resolution:** Granting of a power of attorney to Mrs. Marleen Mouton and Mrs. Hilde Debontridder, choosing as address Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium, as extraordinary proxy holders, with the right to act individually and with powers of sub-delegation, to whom they grant the power, to represent the Company regarding the fulfilment of the filing and disclosure obligations as set out in the Belgian Code on Companies and Associations and all other applicable legislation. This power of attorney entails that the aforementioned extraordinary proxy holders may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to file the aforementioned decisions with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Official Gazette.*

Ordinary General Meeting

1. Communication of the Board of Directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2021
2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2021
3. Approval of the statutory financial statements closed on 31 December 2021 including the proposed allocation of the result
4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2021 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements
5. Approval to grant discharge to the members of the Board of Directors
6. Approval to grant discharge to the statutory auditor

7. Approval of the cooptation of a member of the Board of Directors
8. Change of control provisions – article 7:151 of the Belgian Code of Companies and Associations
9. Approval of the re-nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2025

Extraordinary General Meeting

10. Transparency threshold in articles of association
11. Power of Attorney

AGM / EGM 2022 – Meeting overview

1. Welcome by the Chairman
2. Formalities
3. Deliberation on the agenda
4. Closing



Communicate with us

Hans Leybaert
CEO

hans.leybaert@unifiedpost.com

Laurent Marcelis
CFO

laurent.marcelis@unifiedpost.com

Sarah Heuninck
Investor Relations

+32 491 150509
investor.relations@unifiedpost.com



Join us

- 15 March 2022: Berenberg EU Opportunities Conference 2022, London
- 23 March 2022: Euronext STAR Conference 2022, Milan
- 30 March 2022: Benelux Conference Bank Degroof Petercam, Madrid
- 23 April 2022: VFB Happening, Antwerp (retail investors)
- 24 May 2022: Berenberg Conference USA 2022, Tarrytown



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Unifiedpost Group
Avenue Reine Astrid 92A
1310 LaHulpe, Belgium

Thank you for your attention!

