

## Information on the total number of voting rights and shares

October 1, 2020

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### WARNING

This announcement does not constitute an offer to sell, or an invitation to offer or to buy or subscribe for any existing or new shares (the “Shares”) of Unifiedpost Group SA (the “Company”) referred to in this announcement. An investment in the Shares involves substantial risks and uncertainties. Prospective investors need to base their investment decision on the prospectus published by the Company in connection with the listing of its Shares on Euronext Brussels (the “Prospectus”), as approved by the Belgian Financial Services and Markets Authority (the “FSMA”) and particularly, the risk factors, set forth therein, including the risk that (i) Unifiedpost faces significant competition from both established and new companies with similar strategies or similar offerings of products and services, which may limit Unifiedpost’s ability to increase revenue, maintain or increase customer renewals and maintain prices, (ii) Unifiedpost’s strategy of growing its business organically and adding more SME customers to its Business Ecosystem solutions is highly dependent upon Sponsors and may prove unsuccessful, including as a result of the more complex and unpredictable sales cycle and roll-out for SME customers, (iii) Unifiedpost may fail to effectively cross- or upsell higher margin products and services to existing and new customers, (iv) If Unifiedpost does not continue to acquire new businesses, it may not continue to grow its business at similar rates, (v) In the opinion of the Company, Unifiedpost does not have sufficient working capital for its present requirements for the 12 months following the date of the Prospectus. To the extent Unifiedpost would not be able to attract sufficient new funds (beyond its existing cash and cash equivalents), it expects to run out of working capital by January 2021 (with a shortfall of €1.4 million). Assuming Unifiedpost maintains its current strategy and development activities, the maximum working capital shortfall in the 12 months’ period following the date of the Prospectus, assuming that Unifiedpost is not be able to attract additional funds, is estimated to amount to approximately €6.5 million at 30 September 2021. Assuming the completion of the Private Placement, Unifiedpost is of the opinion that the amount of the net proceeds of the Pre-Commitments (i.e. approximately €97,653,204 (assuming a USD to EUR conversion rate of 0.8409 as per 15 September 2020 – Source: European Central Bank)), together with its available cash and cash equivalents, will provide sufficient working capital to meet its present requirements and working capital needs for a period of at least 12 months from the Closing Date, (vi) Unifiedpost has a history of negative net-equity (at a consolidated level) and breaches of financial covenants under its Acquisition Facility, (vii) Unifiedpost has incurred operating losses, negative operating cash flows and an accumulated deficit and may not be able to achieve or subsequently maintain profitability, and (viii) in case of bankruptcy, shareholders may not be able to recover their investment in whole or in part, given that Unifiedpost’s goodwill and intangible assets represent a material part of its assets and that Unifiedpost has a significant debt. All of the risk factors set forth in the Prospectus should be considered before investing in the Shares. Prospective investors must be able to bear the economic risk of an investment in the Shares and should be able to sustain a partial or total loss of their investment.

### Information on the total number of voting rights and shares - End of Stabilization Period – Publication of transparency notifications

**La Hulpe (Belgium), 1 October 2020 – Regulated Information – Announcement of total number of outstanding Shares following the closing of the Private Placement and Listing on 24 September 2020, announcement of the end of stabilization activities in connection with the Listing and publication of transparency notifications.**

#### Information on the total number of outstanding Shares

The first listing and trading of the Shares of the Company on the regulated markets of Euronext Brussels (the “Listing”) was preceded by a private placement of 12,578,121 Placement Shares[1] with Qualified Persons[2] only at a Placement Price of €20.00 per Share (the “Private Placement” and jointly with the Listing, the “Transaction”). Following the closing of the Transaction on 24 September 2020, the Company has a total of 30,401,990[3] Shares outstanding.

In accordance with article 15 of the Law of 2 May 2007 on the disclosure of large shareholdings, Unifiedpost Group publishes the following information following the conversion of 184 automatically convertible bonds on 24 September 2020 in connection with the closing of the Private Placement:

Share Capital	€ 251,543,298.24
Total number of securities carrying voting rights	30,401,990
Total number of voting rights (= denominator)[4]	30,401,990
Number of rights to subscribe to securities carrying voting rights not yet issued	100,000 “Key Man Subscription Rights” held by Sofias BV (Hans Leybaert), entitling their holders to subscribe for a total of 1,000,000 securities carrying voting rights (all ordinary Shares).  55,000 “ESOP Subscription Rights (2015)”, of which 1,000 have not been allocated, entitling their holders to subscribe for a total of 550,000 securities carrying voting rights (all ordinary Shares).

26,022 "Investment Subscription Rights", entitling their holders to subscribe for a total of 260,220 securities carrying voting rights (all ordinary Shares).

#### End of Stabilization Period

Within the framework of the Listing of the Company's Shares on the regulated market of Euronext Brussels under the symbol "UPG", Joh. Berenberg, Gossler & Co. KG ("**Berenberg**") has been appointed by the Company as stabilization manager (the "**Stabilization Manager**").

In addition, three Selling Shareholders, i.e. PE Group NV, Smartfin Capital NV (a "private privak" under Belgian law) and Michel Delloye, granted the Stabilization Manager an option to purchase additional existing Shares in a number equal to up to 15% of the Placement Shares at the Placement Price to enable the Stabilization Manager to cover the placement of Over-allotment Shares in the Private Placement or short positions created by such over-allotment (the "**Over-allotment Option**"). The Over-allotment Option was exercisable for a period of 30 calendar days following the Listing Date (i.e. 22 September 2020).

The Stabilization Manager has exercised the Over-allotment Option on 22 September 2020 in full, which marks the end of stabilization activities. During the stabilisation period, which commenced on the Listing Date, i.e., 22 September 2020, and was discontinued on 22 September 2020 upon full exercise of the Over-allotment Option, Berenberg did not carry out any stabilisation measures.

Berenberg acted as Sole Global Coordinator and Joint Bookrunner for the Private Placement. Van Lanschot Kempen Wealth Management N.V. ("**Kempen & Co**"), Bank Degroof Petercam NV/SA ("**Bank Degroof Petercam**") and Belfius Bank NV/SA ("**Belfius**"), the latter acting with its subcontractor Kepler Cheuvreux S.A., acted as Joint Bookrunners.

#### Publication of transparency notifications<sup>[5]</sup>

In accordance with article 14 of the Law of 2 May 2007 on the disclosure of large shareholdings, the Company publishes the following information:

##### Transparency notification by Sofias BV

Sofias BV has announced on 24 September 2020 that, on 22 September 2020, it held 3,904,970 Shares in the Company. On the basis of the denominator of 30,401,990 Shares, this holding represents 12.84% of the outstanding Shares:

A) Voting rights	Previous notification	After the transaction		% of voting rights		
		# of voting rights	# of voting rights	Linked to securities	Not linked to the securities	
Holder of voting rights			Linked to securities	Not linked to the securities	Linked to securities	Not linked to the securities
Hans Leybaert	0	0			0.00%	
Sofias BV	0	3,904,970			12.84%	0.00%
Subtotal		3,904,970			12.84%	
<b>TOTAL</b>		<b>3,904,970</b>	<b>0</b>		<b>12.84%</b>	<b>0.00%</b>

The full transparency notification can be consulted on the Company's website, [here](#).

##### Transparency notification by The Capital Group Companies, Inc

The Capital Group Companies, Inc ("**CGC**") has announced on 28 September 2020 that, on 22 September 2020, its subsidiary Capital Research and Management Company ("**CRMC**") held 2,000,000 Shares in the Company. On the basis of the denominator of 30,401,990 Shares, this holding represents 6.58% of the Shares.

A) Voting rights	Previous notification	After the transaction		% of voting rights		
		# of voting rights	# of voting rights	Linked to securities	Not linked to the securities	
Holder of voting rights			Linked to securities	Not linked to the securities	Linked to securities	Not linked to the securities
CGC	0	0			0.00%	
Capital Research and Management Company	0	2,000,000			6.58%	

Subtotal	2,000,000		6.58%	
<b>TOTAL</b>	<b>2,000,000</b>	<b>0</b>	<b>6.58%</b>	<b>0.00%</b>

CGC is the parent company of CRMC and Capital Bank & Trust Company ("CB&T"). CRMC is a U.S.-based investment management company that serves as investment manager to the American Funds family of mutual funds, other pooled investment vehicles, as well as individual and institutional clients. CRMC and its investment manager affiliates manage equity assets for various investment companies through three divisions, Capital Research Global Investors, Capital International Investors and Capital World Investors. CRMC is the parent company of Capital Group International, Inc. ("CGII"), which in turn is the parent company of four investment management companies ("CGII management companies"): Capital International, Inc., Capital International Limited, Capital International Sàrl and Capital International K.K. CGII management companies and CB&T primarily serve as investment managers to institutional and high net worth clients. CB&T is a U.S.-based investment management company that is a registered investment adviser and an affiliated federally chartered bank. Neither CGC nor any of its affiliates own shares of the Company for its own account. Rather, the Shares reported on the transparency notification are owned by accounts under the discretionary investment management of one or more of the investment management companies described above.

The full transparency notification can be consulted on the Company's website, [here](#).

[1] A total of 12,578,121 new and existing Shares have been placed in the Private Placement at a placement price of EUR 20.00 per Share (the "**Placement Price**"), of which 8,750,000 new shares, 2,187,498 existing Shares pursuant to the "increase option" granted by PE Group NV, Smartfin Capital NV (a "private privak" under Belgian law), Michel Delloye and EJF Funding Designated Activity Company, and 1,640,623 existing Shares from the holdings of PE Group NV, Smartfin Capital NV (a "private privak" under Belgian law) and Michel Delloye (the "**Over-allotment Shares**").

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

[3] This represents all outstanding Shares of the Company at this date and includes all 21,048,070 Shares of the Company existing prior to the Transaction, as well as all 8,700,000 new Shares issued on 24 September 2020 pursuant to the capital increase approved by the extraordinary shareholders' meeting of 31 August 2020 and 603,920 new Shares issued on 24 September 2020 pursuant to the conversion of 184 automatically convertible bonds following completion of the Private Placement.

[4] Unifiedpost Group's articles of association do not provide for any statutory thresholds in addition to the legal thresholds of 5% and multiples of 5% of the total number of voting rights attached to Unifiedpost Group's securities, as set forth in the Law of 2 May 2007 on the disclosure of large shareholdings.

[5] The following information has been received from Sofias BV, respectively The Capital Group Companies, Inc.

## IMPORTANT LEGAL INFORMATION

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

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

An offer to the public of any Shares may not be made in any Member State of the European Economic Area ("**EEA**") or the United Kingdom (each a "**Relevant State**") unless an offering prospectus has been approved by the competent authority in such Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation. The Prospectus only relates to the Listing of all Shares and has been prepared on the basis that all offers of Shares pursuant to the Private Placement

would be made pursuant to applicable exemptions under article 1(4)(a), 1(4)(b) and 1(4)(d) *iuncto* 3(1) of the Prospectus Regulation to the requirement to produce a prospectus for offers of Shares. In addition, in the United Kingdom, this announcement is only addressed to and directed at (i) persons having professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) high net worth entities, etc. falling within Article 49(2)(a) to (d) of the Order, and (iii) any other person to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The Private Placement was only be available to, and any invitation, offer or agreement to subscribe for, purchase, or otherwise acquire securities has been engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Accordingly, any person making or intending to make any offer within the EEA of Shares which are the subject of the Listing should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders or the Joint Bookrunners to produce a prospectus for such offer. Neither the Company, the Selling Shareholders nor the Joint Bookrunners have authorized, nor do the Company, the Selling Shareholders or the Joint Bookrunners authorize, the making of any offer of Shares through any financial intermediary, other than offers made by the Joint Bookrunners which constitute the final placement of Placement Shares contemplated in the Prospectus. The Shares have not been and will not be, offered to the public in any Member State of the EEA or the United Kingdom.

For the purpose of the previous paragraph, the expression "**offer of securities to the public**" in relation to any Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of an offering and the Shares so as to enable an investor to decide to purchase Shares.

Some of the information in these materials may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. You can identify forward-looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could," "may" or "might", the negative of such terms or other similar expressions. The Company wishes to caution you that these statements are only predictions and that actual events or results may differ materially. The Company does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events, unless such events or circumstances would give rise to an obligation for the Company to issue a prospectus supplement in accordance with article 23 of the Prospectus Regulation. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of the Company, including, among others, general economic conditions, the competitive environment, rapid technological and market change in the industries the Company operates in, as well as many other risks specifically related to the Company and its operations.

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

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

## **INFORMATION TO DISTRIBUTORS**

The Joint Bookrunners have informed the Company that the following information is intended for distributors only. The information is provided by the Joint Bookrunners and the Company does not assume responsibility for it.

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

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