Unifiedpost Group SA

Interim condensed Consolidated Financial Statements for the six-month period ended 30 June 2024

(unaudited)

Index to the interim condensed Consolidated Financial Statements

1. Interim consolidated statement of profit or loss and other comprehensive income (unaudited)

Thousands of Euro, except per share data		**For the six-month period ended 30 June**	
	Note	**2024**	**2023 (*)**
Digital services revenues	5.8	30.362	27.385
Digital services cost of services	5.9	(10.030)	(9.602)
Digital services gross profit		**20.332**	**17.783**
Traditional communication services revenues	5.8	20.461	23.008
Traditional communication services cost of services	5.9	(15.236)	(16.912)
Traditional communication services gross profit		**5.225**	**6.096**
Research and development expenses	5.9	(9.538)	(9.247)
General and administrative expenses	5.9	(17.074)	(18.431)
Selling and marketing expenses	5.9	(10.208)	(11.930)
Other income / (expenses)		180	1.230
Loss from operations		**(11.083)**	**(14.498)**
Financial income	5.10	289	69
Financial expenses	5.10	(8.417)	(7.444)
Gain realised upon losing control over subsidiaries	5.6.2	1.295	-
Share of profit / (loss) of associates	5.13	236	-
Loss before tax		**(17.680)**	**(21.873)**
Corporate income tax		(1.207)	(1.064)
Deferred tax		(63)	262
LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS		**(18.950)**	**(22.675)**
(Loss) from discontinued operations, net of tax	5.7	(5.404)	(1.366)
LOSS FOR THE PERIOD		**(24.354)**	**(24.041)**
Other comprehensive income / (loss):		**(416)**	**(1.388)**
Items that will or may be reclassified to profit or loss, net of tax:			
Exchange gains / (losses) arising on translation of foreign operations		92	217
Exchange gains / (losses) arising on translation of foreign operations related to discontinued operations		(507)	(1.605)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		**(24.770)**	**(25.429)**
Total loss for the period is attributable to:			
Owners of the parent		(24.469)	(24.058)
Continuing operations		(19.065)	(22.692)
Discontinued operations		(5.404)	(1.366)
Non-controlling interests		115	17
Total comprehensive loss for the period is attributable to:			
Owners of the parent		(24.885)	(25.446)
Continuing operations		(18.974)	(22.475)
Discontinued operations		(5.911)	(2.971)
Non-controlling interests		115	17
Loss per share attributable to the equity holders of the parent:			
Basic		(0,68)	(0,67)
Diluted		(0,68)	(0,67)
Loss from continuing operations per share attributable to the equity holders of the parent:			
Basic		(0,53)	(0,63)
Diluted		(0,53)	(0,63)

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7, and to demonstrate the new reporting structure as explained in note 5.4

The notes form an integral part of these Interim Consolidated Financial Statements.

2. Interim consolidated statement of financial position (unaudited)

Thousands of Euro	Note	At 30 June 2024	At 31 December 2023
ASSETS			
Goodwill	5.11	103.371	113.069
Other intangible assets	5.12	69.824	82.856
Property and equipment		1.852	7.420
Right-of-use-assets		9.686	9.734
Investments in associates	5.6.2	2.475	1.493
Non-current contract costs		437	475
Deferred tax assets		53	776
Other non-current assets		2.751	2.086
Non-current assets		**190.449**	**217.909**
Inventories		534	612
Trade and other receivables		14.937	23.420
Contract assets		113	617
Contract costs		1.117	1.281
Current tax assets		97	770
Prepaid expenses		1.752	1.901
Cash and cash equivalents	5.14	18.721	26.323
Current assets from continuing operations		**37.271**	**54.924**
Assets classified as held for sale	5.7	36.953	5.145
Current assets		**74.224**	**60.069**
TOTAL ASSETS		**264.673**	**277.978**
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital	5.15	329.238	326.806
Costs related to equity issuance		(16.029)	(16.029)
Share premium reserve		492	492
Accumulated deficit		(260.075)	(232.257)
Reserve for share-based payments		175	1.831
Other reserve		2.144	(1.581)
Cumulative translation adjustment reserve		(4.266)	(3.851)
Equity attributable to equity holders of the parent		**51.679**	**75.411**
Non-controlling interests		773	499
Total shareholders' equity		**52.452**	**75.910**
Non-current loans and borrowings	5.16	113.101	110.517
Liabilities associated with puttable non-controlling interests	5.17	-	200
Non-current lease liabilities		6.691	6.193
Non-current contract liabilities		4.968	4.430
Retirement benefit obligations		-	-
Deferred tax liabilities		2.123	4.636
Non-current liabilities		**126.883**	**125.976**
Current loans and borrowings	5.16	7.477	5.059
Current liabilities associated with puttable non-controlling interests	5.17	4.470	7.560
Current lease liabilities		3.229	3.547
Trade and other payables		37.607	43.930
Contract liabilities		15.219	13.487
Current income tax liabilities		2.801	1.845
Current liabilities from continuing operations		**70.803**	**75.428**
Liabilities directly associated with assets classified as held for sale	5.7	14.535	664
Current liabilities		**85.338**	**76.092**
TOTAL EQUITY AND LIABILITIES		**264.673**	**277.978**

The notes form an integral part of these Interim Consolidated Financial Statements.

3. Interim consolidated statement of changes in equity (unaudited)

Thousands of Euro	Note	**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 2024		**326.806**	**(16.029)**	**492**	**(232.257)**	**1.831**	**(1.581)**	**(3.851)**	**499**	**75.910**
Result for the period		-	-	-	(24.469)	-	-	-	115	(24.354)
Other comprehensive income / (loss)		-	-	-	-	-	-	(416)	-	(416)
Total comprehensive loss for the period		**-**	**-**	**-**	**(24.469)**	**-**	**-**	**(416)**	**115**	**(24.770)**
Conversion subscription rights	5.15	2.432	-	-	-	(1.656)	1.656	-	-	2.432
Current period profit AND OCI of NCI with put option	5.17	-	-	-	-	-	108	-	(108)	-
Changes in carrying value of liabilities associated with puttable NCI	5.17	-	-	-	-	-	(210)	-	-	(210)
Acquisition of 20% of the shares in Unifiedpost d.o.o.		-	-	-	(2.437)	-	2.437	-	-	-
Release of NCI due to acquisition of 20% of the shares in Unifiedpost d.o.o.		-	-	-	-	-	(266)	-	266	-
Dividend payments		-	-	-	(904)	-	-	-	-	(904)
Other		-	-	-	(8)	-	-	1	1	(6)
Balance at 30 June 2024		**329.238**	**(16.029)**	**492**	**(260.075)**	**175**	**2.144**	**(4.266)**	**773**	**52.452**

Thousands of Euro	Note	**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 2023		**326.806**	**(16.029)**	**492**	**(148.497)**	**1.813**	**(2.863)**	**(3.713)**	**281**	**158.290**
Result for the period		-	-	-	(24.058)	-	-	-	17	(24.041)
Other comprehensive income / (loss)		-	-	-	-	-	-	(1.388)	-	(1.388)
Total comprehensive loss for the period		**-**	**-**	**-**	**(24.058)**	**-**	**-**	**(1.388)**	**17**	**(25.429)**
Share-based payments		-	-	-	-	18	-	-	-	18
Current period profit AND OCI of NCI with put option	5.17	-	-	-	-	-	(169)	-	169	-
Other		-	-	-	14	-	-	-	-	14
Balance at 30 June 2023		**326.806**	**(16.029)**	**492**	**(172.541)**	**1.831**	**(3.034)**	**(5.101)**	**467**	**132.891**

The notes form an integral part of these Interim Consolidated Financial Statements.

4. Interim consolidated statement of cash flows (unaudited)

Thousands of Euro	For the six-month period ended 30 June		
	Note	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss for the period		**(24.354)**	**(24.041)**
Adjustments for:			
- Amortisation and impairment of intangible fixed assets	5.12	10.545	10.351
- Impairment losses of goodwill	5.11	-	-
- Depreciation and impairment of property, plant & equipment		657	746
- Depreciation of right-of-use-assets		2.047	2.162
- Impairment of trade receivables		151	35
- Gain on disposal of fixed assets		(13)	(25)
- Financial income		(315)	(87)
- Financial expenses	5.10	8.648	7.640
- (Gain) realised upon losing control over subsidiaries	5.6.2	(1.295)	-
- Result of remeasurement at fair value less costs to sell for disposal groups	5.7.2	4.884	-
- Share of profit / (loss) of associate	5.13	(236)	-
- Income tax expense / (income)		1.075	292
- Share-based payment expense / own shares		-	18
Subtotal		**1.794**	**(2.909)**
Changes in Working Capital			
- (Increase) / decrease in trade receivables and contract assets & costs		(1.096)	4.566
- (Increase) / decrease in other current and non-current receivables		(677)	(141)
- (Increase) / decrease in Inventories		(64)	131
- Increase / (decrease) in trade and other liabilities		6.607	(2.561)
Cash generated from / (used in) operations		**6.564**	**(914)**
Income taxes paid		(1.051)	(1.592)
Net cash provided by / (used in) operating activities		**5.513**	**(2.506)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments made for acquisition of subsidiaries, net of cash acquired	5.13	(282)	-
Payments made for purchase of intangibles and development expenses	5.12	(8.530)	(9.050)
Proceeds from the disposals of intangibles and development expenses		37	-
Payments made for purchase of property, plant & equipment		(160)	(344)
Proceeds from the disposals of property, plant & equipment		572	94
Interest received		315	87
Net cash provided by / (used in) investing activities		**(8.048)**	**(9.213)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Conversion of subscription rights	5.15	2.432	-
Proceeds from loans and borrowings	5.18	1.832	5.752
Repayments of loans and borrowings	5.18	(1.426)	(4.762)
Repayment of lease liabilities		(2.071)	(2.373)
Interest paid on loans, borrowings and leasings	5.18	(2.536)	(2.235)
Net cash provided by / (used in) financing activities		**(1.769)**	**(3.618)**
FX impact cash		-	-
Net increase / (decrease) in cash & cash equivalents		**(4.304)**	**(15.337)**
Cash classified within current assets held for sale	5.7	(3.123)	-
Cash movement due to change in consolidation range		(174)	-
Net increase/(decrease) in cash & cash equivalents, including cash classified within current assets held for sale		**(7.601)**	**(15.337)**
Cash and cash equivalents at beginning of period	5.14	26.323	40.033
Cash and cash equivalents at end of period	5.14	18.721	24.696

The notes form an integral part of these Interim Consolidated Financial Statements.

5. Notes to the Interim Consolidated Financial Statements (unaudited)

5.1 General

Unifiedpost Group SA (the "Company") is a leading Belgian fintech company providing a complete technology portfolio of integrated business combinations solutions. Unifiedpost Group SA is a limited liability company with its registered office at Avenue Reine Astrid 92, 1310 La Hulpe. The interim consolidated financial statements of Unifiedpost Group SA for the six-month period ended 30 June 2024 (the "Interim Consolidated Financial Statements") comprise Unifiedpost Group SA and its subsidiaries, together "the Group".

These unaudited Interim Consolidated Financial Statements were authorised for issue by the Board of Directors on 22 August 2024.

5.2 Declaration of conformity

These Interim Consolidated Financial Statements of the Group have been prepared in accordance with IAS 34 Interim Financial Reporting. As they are only intended to provide an update of the last complete set of Annual Financial Statements, these Interim Consolidated Financial Statements of the Group should be read in conjunction with the 2023 Financial Statements.

The accounting standards applied in the Interim Consolidated Financial Statements for the period ended 30 June 2024 are consistent with those used to prepare the Consolidated Financial Statements for the year ended 31 December 2023, except as mentioned in note 5.4 and except for the adoption of new and amended IFRS Accounting Standards as set out below.

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

Standards and interpretations applicable for the annual period beginning on or after 1 January 2024

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants
- Amendments to IFRS 16 Leases: Lease liability in a Sale and Leaseback
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements

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

Standards and interpretations published, but not yet applicable for the annual period beginning on 1 January 2024

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (applicable for annual periods beginning on or after 1 January 2025, but not yet endorsed in the EU)
- IFRS 18 Presentation and Disclosure in Financial Statements (applicable for annual periods beginning on or after 1 January 2027, but not yet endorsed in the EU)
- IFRS 19 Subsidiaries without Public Accountability – Disclosures (applicable for annual periods beginning on or after 1 January 2027, but not yet endorsed in the EU)
- Amendments to IFRS 9 and IFRS 7 Classification and Measurement of Financial Instruments (applicable for annual periods beginning on or after 1 January 2026, but not yet endorsed in the EU)

All "currency" values are rounded to the nearest thousands in these Interim Consolidated Financial Statements, except where otherwise indicated.

5.3 Significant events and transactions

Divestment of the stand-alone products FitekIN and ONEA

Unifiedpost signed a binding term sheet on 31 July 2023 to divest business assets related to the applications FitekIN and ONEA with a private equity fund. In order to make this transaction possible it required a complex carve-out exercise of the business assets in five different countries. After the formal realisation of this carve-out (early October 2023), the structure was in place for the transaction to take place. The assets and related liabilities involved were considered from that moment onwards as available for immediate sale in their present condition.

On 29 December 2023, a binding framework agreement was signed between parties to execute the planned transaction, organised partially in a sale of shares and partially a sale of assets (intellectual property). The entirety of this transaction is sold for a cash consideration of € 7,2 million. This divestment represents a strategic decision for the Group and allows it to sharpen its focus on its core offering of e-Invoicing, e-Payments, e-Identity and e-Reporting.

On 5 July 2024, this transaction was closed as described in note 5.23. As the sales strategy is clear and conform to IFRS 5, the assets and related liabilities have been reported as assets held for sale and liabilities directly associated with these assets for the first time in the Consolidated Financial Statements of 2023. Further disclosure can be found in note 5.7.1.

Divestment of 21 Grams

On 30 April 2024, Unifiedpost Group announced an exclusive negotiation with PostNord Stralfors AB for the sale of all shares in the "21 Grams group" (including 21 Grams Holding AB and all its subsidiaries), combined with a strategic partnership for the distribution of Banqup and B2B digital products for the Nordic market and EU roaming. As described in note 5.23, an agreement on this transaction has been signed with PostNord Stralfors AB. The closing however is still subject to regulatory approvals, customary closing conditions and a positive outcome of the ongoing negotiations.

Further financial data related to this transaction is disclosed in note 5.7.2.

Divestment of New Image d.o.o. and Sirius Star Ltd

Unifiedpost sold respectively a 29% and 80% stake in the companies New Image d.o.o. and Sirius Star Ltd to its minority shareholder. New Image d.o.o. is a company purely focusing on print activities which is part of the traditional communication services and does no longer fit into the digital strategy of the Group. Sirius Star Ltd is owning the building in Belgrade and the opportunity to sell this company opens at the same time the opportunity to strengthen our position in the digital business in the Balkan area.

The consideration received for these transactions amounts to € 343 thousand and € 1.687 thousand respectively.

These two transactions have been finalised on 28 June 2024 and thus are divested from the financial position of Unifiedpost Group at 30 June 2024. Their income statements are included in the consolidated statement of profit and loss as these two transactions are not considered as a major business line in accordance with IFRS 5 and hence are not presented as discontinued operations.

This transaction is further disclosed in note 5.6.2.

Strengthen Unifiedpost position in the Balkan area

- **Serbia**

  Together with the above-mentioned divestment in the print activity and the ownership of the building, Unifiedpost acquired in Serbia an additional 20% share in Unifiedpost d.o.o (agreement signed 27 June 2024). and obtained the right to buy at an agreed price an additional 20% share in Unifiedpost Solutions d.o.o. (signed on 16 May 2024).

  Unifiedpost d.o.o. and Unifiedpost Solutions d.o.o. are both active in our digital service activities. Unifiedpost Solutions d.o.o. is mainly focussing on the eFaktura product which is an operational platform used by the Serbian government.

  The consideration paid for the 20% shares in Unifiedpost d.o.o. was fixed at € 3.500 thousand and the right to buy shares in Unifiedpost Solutions d.o.o. is agreed at a value of € 2.600 thousand. The latter right is valid till the end of November 2024.

- **Croatia**

  Unifiedpost Solutions d.o.o. acquired on 9 May 2024 all shares of BackEnd d.o.o., with its office in Zagreb, Croatia. This acquisition is strategic for the further development of our digital activities on the Croatian market as it opens the access to strategic partnerships for the distribution of Unifiedpost's Banqup product. The company is specialised in providing backend solutions and services, and employs 16 IT developers.

  The initial purchase price is € 283 thousand and can be increased based on a earn-out model on realised EBITDA in 2024 up to a maximum earn-out price of € 400 thousand.

These transactions in the Balkan area are further disclosed in note 5.6.

The delay in regulatory implementation

We refer to the same section in Unifiedpost's Annual Report 2023 where this point is elaborated on in full. During the first half of 2024, no material changes were announced. But it remains essential to strictly follow up on all these regulatory announcements and guidances.

5.4 New accounting policies and significant changes

Unifiedpost Group SA has applied the same accounting policies and methods of computation in its Interim Consolidated Financial Statements as in its 2023 Annual Consolidated Financial Statements, except for the IFRS amendments stated above, which apply for the first time in 2024 and the new accounting policies as explained in this chapter to account for the significant events mentioned in note 5.3.

Changes in reporting structure

As of 2024, Unifiedpost will present its financial figures until contribution in a new reporting structure, separating the business between 'Digital services' and 'Traditional communication services'. This split will more effectively align with Unifiedpost's strategic focus on digital services which are central to the Group, whereas previously, digital processing revenue also encompassed hybrid digital services.

Within the digital service business, we identify the following product lines: (i) e-Identity, (ii) e-Invoicing, (iii) e-Payments and (iv) e-Reporting. The traditional communication services are nearly exclusively volume-based and split into (i) hybrid digital activities (i.e. document data extraction + print and mail) and (ii) paper-based business (software-based optimisation, optimising large mailings or deliveries and parcel distribution).

Furthermore, the activities are split by type: (i) subscription revenue, (ii) transaction revenue, (iii) license sales and (iv) project revenue. Subscription and transaction revenue are considered recurring revenue as they are expected to occur regularly over time. License sales and project revenue are rather non-recurring because they are generated by one-off transactions and are not considered to occur in the future, except for the managed services where revenue is recognised over time based on the hours spent.

Finally, to better align with this new business approach, the Group will limit its segment information to three segments: (i) digital services (grouping the former used cash generating units ("CGUs") Digital Document Processing, Payment and Services and Apps), (ii) traditional communications services (summarising the CGUs Paper Processing and Postage and Parcel Optimisation) and (iii) corporate.

This new format of presenting the figures is integrated in the internal reporting system, and used in the reporting towards Management Committee, Audit Committee and Board of Directors.

Application of IFRS 5 Discontinued operations

Unifiedpost entered into an exclusive negotiation with a third party to divest all 21 Grams entities in the Nordics.

As the closing of the agreement is not yet final at 30 June 2024, the assets held for sale and the liabilities directly associated with these assets are presented separately in the statement of financial position. As this transaction is a major business line and it has a significant impact on the result of Unifiedpost, it is considered as a discontinued operation with as consequence that (i) the related income statement is presented on a separate line in the statement of profit and loss for the current reporting period and (ii) the comparative figures for the previous period are restated conform IFRS 5 (see note 5.7).

5.5 Significant accounting estimates and judgements

The preparation of Interim Consolidated Financial Statements in compliance with adopted IFRS requires the use of certain critical accounting estimates and assumptions regarding the future. It also requires Group management to exercise judgement in applying the Group's accounting policies. The accounting 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 estimation of uncertainties that are important for the presentation of the Interim Consolidated Financial Statements have not changed compared to those summarised in the Consolidated Financial Statements per 31 December 2023, except as mentioned below.

5.5.1 Going concern

The accompanying Interim Consolidated Financial Statements of Unifiedpost have been prepared on the basis of going concern which assumes that Unifiedpost has sufficient funds available to continue its operations in the normal course of business for a period of at least twelve months after the date these Interim Consolidated Financial Statements are approved.

Unifiedpost has incurred net losses and significant cash outflows over the past years, as it has been investing significantly in the development of its document processing and payment application as well as in the roll out of these products in its Pan-European structure. During the current reporting period, the Company incurred a consolidated net loss of € 18,9 million from continued operations, positive cash flows from operating activities of € 5,5 million and negative cash flows from investing and financing activities of respectively € 8,0 million and € 1,8 million. At 30 June 2024, Unifiedpost Group has an accumulated deficit of € 260,1 million but a positive total equity balance of € 51,7 million.

Per 30 June 2024, Unifiedpost Group has a net financial debt of € 107,6 million (see note 5.20.3) and cash and cash equivalents of € 11,3 million (excluding restricted cash for a total amount of € 7,4 million, see note 5.14) supported by the access to a short-term factoring line of € 20 million, of which only € 3,9 million was used at 30 June 2024.

Management prepared a forecast for the second half of 2024 and a growth plan for the first half of 2025 and assumes further growth of the business, improved contributions and margins, combined with measures around cost control and business activation. Furthermore, the Company is actively exploring or working on divestments to streamline the Group's operations and to refocus on core business activities. In this context, two transactions are closed and one transaction is signed with a binding share purchase agreement post balance date (see note 5.3). These steps are taken, to ensure that the funds available in the Company, including any undrawn portion of the factoring line, are sufficient to meet the Company's cash flow needs for a period of at least twelve months after the date these Interim Consolidated Financial Statements are approved. The forecast also takes into account the covenants linked to the Francisco Partner loan that include a minimum required liquidity of € 12,5 million (see note 5.20.3). Based on the forecast financial plan for 2024 and the first half year of 2025 as well as cash inflow from divestments, the Company believes it will meet its covenant requirement at 31 December 2024, 30 June 2025 and beyond.

Management recognises that material uncertainties exist in relation to the realisation of the budget due to uncertainties about (i) the speed and degree of adaptation of the Unifiedpost product line in the market, (ii) the successful continuation of a cost saving plan and/or business activation plans, and (iii) the successful closing of the planned divestments of business activities. Management is confident that all deviations from the budgeted cash flow can be mitigated by additional cost control measures on top of these that have already been taken. This approach enables management to absorb budget uncertainty and deviations from the budget with no or minimal impact on cash flow. By managing budget uncertainty in this way, management can effectively address any challenges related to the Company's going concern status and covenants linked to Francisco Partners' funding.

5.5.2 Other significant judgements, assumptions and uncertainties

Estimation of uncertainty requested by IAS 1.125

The following accounting estimates potentially have a significant impact on the carrying value of assets and liabilities within the next twelve months:

- **Impairment testing of goodwill and non-financial asset:**

  In the context of future business plans used for the impairment testing, the Group has made assumptions to build future modelling for the Banqup product suite, where Unifiedpost Group could not or limitedly rely on past experience. These assumptions were multiple: (i) period of mandatory character of e-billing per country inspired in the current legislative context, (ii) the expected monthly penetration rate of our product in the market per country, (iii) a target conversion rate from freemium user into paying user, and (iv) the sales channels to enter the market as different channels have and will have a different cost structure. This type of modelling is used for the Banqup products in the digital services segment and its corresponding cash generating units. In the weighted average case between the different scenario's, only half of the base case scenario was withheld. The Group acknowledges that in one or more countries, it may not realise its ambitions and for other countries, the Group can attract more customers than foreseen in the modelling. The presence and current accessible network of SMEs in different countries as well as the collaboration with different partners in the different regions is decreasing the risk which is inherent to such a model.

  In the context of impairment, the current assumptions on the risk profile of the Group impacting the calculation of the weighted cost of capital may change due to (i) changing financial market circumstances, such as decreasing market risk premiums or country specific risk premiums or sector specific risk premiums (out of the Group's control), (ii) attracting additional funding to support going concern of the Group and (iii) growing inherent risk profile of the Group by not meeting its budget targets. In such a case, the weighted cost of capital will further increase with a negative impact on the value in use, which could lead to additional impairment at year-end 2024.

  The applied weighted cost of capital is computed considering risk free interest rates, market risk premiums, country risk premiums and small-cap risk premiums reported in financial reports from highly reputable financial analyst firms and considering a weighted cost of debt currently applicable for the Group, whereby the underlying data for those parameters was collected mainly in July 2024.

  The carrying amounts tested during the impairment exercise and the applied discount rates are presented in note 5.11. We note that the market capitalisation of the Company values at € 110 million (based on average stock price over the last 30 trading days before 30 June 2024) to a value in use of € 211 million.

Significant judgement requested by IAS 1.122

The following judgement, as requested by IAS 1.122 to be disclosed, may have a significant impact on the carrying value of the assets and liabilities in these Interim Consolidated Financial Statements:

- Judgement has been made in relation to the significant influence Unifiedpost still considers to have in New Image d.o.o. and Sirius Star Ltd as explained in note 5.6.2.

Estimation of uncertainty requested by IAS 1.112c

As addition to what has been taken up in the Annual Report 2023 as estimation of uncertainty requested by IAS 1.112c, the following information on estimation of uncertainty is relevant to understanding the Interim Consolidated Financial Statements. It is disclosed further and it does not fall within the scope of IAS 1.125:

- **Fair value measurement** – Fair value measurement of 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 5.20.2).
- **Fair value measurement** – Preliminary fair value measurement is done on customer base valuation and contingent consideration in context of newly acquired business combination (see note 5.6.1).
- **Fair value measurement** – Fair value measurement on the continued goodwill for the accessible network in the Scandinavian region is done based on the agreed partnership agreement and the accompanied business plan prepared in consent between the contracting parties (see note 5.7.2 and 5.11.2).
- **Accounting treatment and judgement on cash inflow from divestments**

  Preliminary judgement and estimates are made in context of final cash consideration inflows, as well as the related transaction costs regarding the assets held for sale (see note 5.7). For the divestments, the closing procedures stipulate specific clauses on price adjustment formulas to adjust the price from enterprise value to equity value at the foreseen lockbox date. Estimates were made, based on the most recent available financial statements of the divested activities as well as estimates relating to the cost of transaction. These estimates impact the result of the foreseen divestments as presented in the reporting period.

5.6 Business combinations and changes in consolidation scope during the period

5.6.1 Business combinations

Unifiedpost Group has realised the following new business combination in the first half of 2024:

Acquisition	Principal activity	Date of acquisition	Proportion of shares acquired	Consideration *(thousands of euro)*
BackEnd d.o.o.	Providing backend solutions and services	09/05/2024	100%	683

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

Thousands of Euro	**BackEnd d.o.o.**
Cash	283
Contingent consideration	400
Total consideration	**683**

Details of the fair value of identifiable assets and liabilities acquired in the BackEnd d.o.o. business combination and of the resulting goodwill are estimated preliminary as follows:

Thousands of Euro	**BackEnd d.o.o.**
Other intangible assets – Customer Relationships	330
Property and equipment	1
Trade and other receivables	303
Cash and cash equivalents	1
Lease liabilities	(134)
Trade and other payables	(218)
Total net assets	**283**
Goodwill	400
Total consideration	**683**

A detailed PPA exercise will be performed before the end of the year.

5.6.2 Change in the current consolidation scope

The following changes in the consolidation scope of Unifiedpost Group occurred in the first half of 2024:

	Date of change	**Share at 31 December 2023**	**Share at 30 June 2024**
Unifiedpost CEE d.o.o.	24/04/2024	100%	-
New Image d.o.o.	20/06/2024	51%	22%
Sirius Star Ltd	20/06/2024	75%	19% (*)
Unifiedpost d.o.o.	27/06/2024	75%	95%

(*) Unifiedpost Group owns at 30 June 2024 in total (directly and indirectly) 95% of the shares in Unifiedpost d.o.o. and Unifiedpost d.o.o. owns, after this transaction 20% of the shares of Sirius Star Ltd. Hence, the remaining share stake in Sirius Star Ltd amounts to 19% or 95% of 20%.

Unifiedpost CEE d.o.o.

On 24 April 2024 a new Special Purpose Vehicle Unifiedpost CEE d.o.o., with its office in Tosin bunar 185, Belgrade, Serbia and registration number 220093030, was founded. Shares are owned 100% by our Latvian entity Unifiedpost CEE SIA, so it is under full control of Unifiedpost Group SA.

New Image d.o.o. and Sirius Star Ltd

At the end of June 2024, 29% of the shares of New Image d.o.o. has been sold to the non-controlling shareholder for an amount of € 343 thousand. Unifiedpost Group estimated the remaining share of 22% to represent a significant influence in the Company and as such it is accounted for as an associate. The fair value of the remaining 22% equals € 260 thousand.

Additionally, 80% of the shares in Sirius Star Ltd were sold to the non-controlling shareholder for € 1.687 thousand. The remaining 19% in Sirius Star Ltd is also deemed significant, and as such, classified as an associate at a fair value of € 421 thousand.

The impact of these transactions in the statement of profit and loss as gain realised upon losing control over subsidiaries can be summarised as follows:

Thousands of Euro	**New Image d.o.o.**	**Sirius Star Ltd**	**Total**
Consideration for disposal of shares	343	1.687	2.030
Net assets deconsolidated	(522)	(895)	(1.417)
Remeasurement at fair value of the remaining share after disposal	260	422	682
Total gain realised upon losing control over subsidiaries	**81**	**1.214**	**1.295**

Unifiedpost d.o.o.

At 27 June 2024, Unifiedpost CEE d.o.o. (a 100% indirectly owned subsidiary of Unifiedpost Group) acquired an additional stake of 20% of the shares in the Serbian entity Unifiedpost d.o.o.. After this acquisition, Unifiedpost Group owns indirectly 95% of all issued shares. The existing put/call arrangement with the minority shareholder has been cancelled as explained in note 5.17. This transaction strengthens our position in the Balkan area and more in particular in Serbia.

The consideration for this transaction amounts to € 3.500 thousand which was a non-cash transaction as it was offset against (i) an amount of € 343 thousand for the sale of shares in New Image d.o.o. (see above), (ii) the settlement of € 1.687 thousand for the Sirius Star Ltd transaction (see above), (iii) the settlement of the current account position between Unifiedpost d.o.o. and Sirius Star Ltd amounting to € 788 thousand and (iv) the settlement of the current account position between Unifiedpost Solutions d.o.o. and Sirius Star Ltd amounting to € 682 thousand.

5.7 Assets held for sale

5.7.1 FitekIN and ONEA

As explained in the Annual Report 2023 of the Group, and as Unifiedpost did not yet close the divestment of the stand-alone products FitekIN and ONEA at the end of June 2024, the assets and liabilities relating to these products are still classified as assets held for sale, separately from other assets and liabilities in the statement of financial position. The transaction has been closed on 5 July 2024 (see note 5.23).

As these activities were not considered as a major business line, therefore not classified as discontinued operations, as explained in the Annual Report 2023 of Unifiedpost Group, the income statement related to these activities is recognised in the consolidated statement of profit and loss. A restatement of the comparative figures per 30 June 2023 is not needed either.

The assets held for sale and the liabilities associated with those assets linked to this are the following:

Thousands of Euro	**At 30 June 2024**	**At 31 December 2023**
ASSETS		
Goodwill	1.847	1.847
Intangible assets – Customer Relationship	114	114
Intangible assets – Internally Generated Software	2.887	2.512
Intangible assets – Acquired Software	1	-
Property, plant and equipment – Furniture, fitting and equipment	9	5
Property, plant and equipment – Machinery and vehicles	4	5
Right-of-use assets – Land and buildings	45	-
Right-of-use assets – Vehicles	85	-
Deferred tax assets	1	1
Non-current assets held for sale	**4.993**	**4.484**
Trade receivables	378	411
Tax receivable – VAT	8	100
Other receivables	1	100
Contract assets	10	1
Prepaid expenses	58	75
Cash and cash equivalents	230	74
Current assets held for sale	**685**	**661**
Total assets held for sale	**5.678**	**5.145**
LIABILITIES		
Non-current lease liabilities – Land and buildings	25	-
Non-current lease liabilities – Vehicles	64	-
Non-current liabilities associated with assets held for sale	**89**	**-**
Bank loans unsecured	20	39
Current lease liabilities – Land and buildings	18	-
Current lease liabilities – Vehicles	21	-
Trade payables	114	41
Contract liabilities	93	87
Tax payable – VAT	22	51
Salaries and social security payable	632	404
Other amounts payable	8	7
Accrued expenses	32	35
Current liabilities associated with assets held for sale	**960**	**664**
Total liabilities associated with assets held for sale	**1.049**	**664**

The carrying value of these assets held for sale amounts to € 4.629 thousand for which a consideration of € 7,2 million will be collected (see note 5.23).

5.7.2 21 Grams group

As explained in note 5.3, Unifiedpost signed an agreement with PostNord Stralfors AB for the sale of all shares in the 21 Grams group.

As the activities of the 21 Grams group are considered as a major business line for Unifiedpost in accordance with IFRS 5 and there was a clear intention to divest these activities as at 30 June 2024 (see further in note 5.23 where it is disclosed that the final negotiation was concluded on 5 July 2024), this transaction is classified as a discontinued operation. The related assets and liabilities accounted for as assets held for sale shall be presented separately from the other assets and liabilities in the statement of financial position per 30 June 2024. The related income statement is presented as well as a separate line item 'result from discontinued operations, net of tax' in the statement of profit and loss per 30 June 2024 and the comparative figures per 30 June 2023 have been restated to reflect the impact of the discontinued operations additionally.

Adapting these IFRS 5 guidelines on discontinued operation for the first time in the Interim Consolidated Financial Statements for 30 June 2024, will have a significant impact on the presentation of the financial figures of the Group.

Based on the revenue of the 21 Grams group, approximately 35% belongs to segment Digital Services and 65% to Traditional Communication Services.

Statement of financial position

Thousands of Euro	**At 30 June 2024**
Assets	
Goodwill	4.970
Intangible assets – Brands	1.437
Intangible assets – Customer relationship	3.816
Intangible assets – Internally generated software	1.870
Intangible assets – Acquired software	3.632
Property plant and equipment – Buildings	4
Property plant and equipment – Furniture, fitting and equipment	4
Property plant and equipment – Machinery and vehicles	331
Right-of-use assets – Land and buildings	601
Right-of-use assets – Machinery and hardware	1
Right-of-use assets – Vehicles	249
Deferred tax assets	532
Other non-current assets	4
Non-current assets held for sale	**17.451**
Inventories	4
Trade receivables	10.865
Factoring receivable	-1.961
Other receivables	707
Contract assets	345
Current tax assets	752
Prepaid expenses	145
Cash and cash equivalents	2.967
Current assets held for sale	**13.824**
Assets held for sale	**31.275**
Liabilities	
Non-current lease liabilities – Land and buildings	134
Non-current lease liabilities – Vehicles	103
Deferred tax liabilities	1.816
Non-current liabilities associated with assets held for sale	**2.053**
Current lease liabilities – Land and buildings	461
Current lease liabilities – Vehicles	150
Trade payables	8.837
Tax payable – VAT	241
Salaries and social security payable	1.160
Other amounts payable	98
Accrued expenses	486
Current liabilities associated with assets held for sale	**11.433**
Liabilities associated with assets held for sale	**13.486**

Statement of profit and loss

Thousands of Euro, except per share data	For the six-month period ended 30 June	
	2024	**2023 (*)**
Digital services revenues	14.402	14.826
Digital services cost of services	(11.003)	(11.669)
Digital services gross profit	**3.399**	**3.157**
Traditional communication services revenues	26.514	27.941
Traditional communication services cost of services	(23.061)	(24.770)
Traditional communication services gross profit	**3.453**	**3.171**
Research and development expenses	(1.610)	(2.074)
General and administrative expenses	(2.997)	(2.302)
Selling and marketing expenses	(1.730)	(1.969)
Other income / (expenses)	(1.026)	(1.682)
Loss from operations	**(511)**	**(1.699)**
Financial income	26	19
Financial expenses	(230)	(196)
Remeasurement of disposal group at fair value less costs to sell	(4.884)	-
Loss before tax	**(5.599)**	**(1.876)**
Corporate income tax	(201)	(129)
Deferred tax	396	639
LOSS FOR THE PERIOD	**(5.404)**	**(1.366)**
Loss from continuing operations per share attributable to the equity holders of the parent:		
Basic	(0,15)	(0,04)
Diluted	(0,15)	(0,04)
Loss from operations	(511)	(1.699)
Depreciations and amortisation	2.343	2.325
EBITDA	**1.832**	**626**

Statement of cash flows

Thousands of Euro	For the six-month period ended 30 June	
	2024	**2023**
Net cash provided by / (used in) operating activities	(1.946)	2.516
Net cash provided by / (used in) investing activities	90	(26)
Net cash provided by / (used in) financing activities	(521)	(479)
Net increase / (decrease) in cash & cash equivalents	**(2.378)**	**2.011**

5.8 Revenue from contracts with customers

Compared to 2023 and as stated in note 5.4 of these Interim Consolidated Financial Statements, the revenue segments have been reclassified to align with the strategic focus of the Group on the digital services.

Important to note that only revenue from continuing operations has been taken up in this note.

5.8.1 Revenue by type of transaction

The Group derives revenue from the provision of services from the following sources:

Thousands of Euro	For the six-month period ended 30 June	
	2024	**2023 (*)**
Revenue from digital services	**30.362**	**27.385**
1. Recurring digital services	**27.676**	**25.361**
- Transactions	9.960	9.081
- Subscriptions	16.625	15.389
- Managed services	1.091	891
2. Non-recurring digital services	**2.686**	**2024**
- Project revenue	2.665	2.024
- Sale of licenses	21	-
Revenue from traditional communication services	**20.461**	**23.008**
1. Recurring traditional communication services	**20.414**	**22.886**
- Transactions	20.393	21.826
- Subscriptions	21	222
- Managed services	-	838
2. Non-recurring traditional communication services	**47**	**122**
Project revenue	47	122
Total	**50.823**	**50.393**

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7, and to demonstrate the new reporting structure as explained in note 5.4

Revenue from digital services at the end of June is growing 10,9% from € 27,4 million in 2023 towards € 30,4 million in 2024. As the result of the 21 Grams group has been taken up on a separate line item in our statement of profit and loss as explained in notes 5.4 and 5.7, there is no SEK_EUR exchange rate impact noted. The revenue from traditional communication services decreased by 11,1% in June 2024 compared to 30 June 2023.

5.8.2 Revenue by product line

Thousands of Euro	For the six-month period ended 30 June					
			2024			2023 (*)
	Recurring	Non-recurring	Total	Recurring	Non-recurring	Total
Revenue from digital services	**27.676**	**2.686**	**30.362**	**25.361**	**2.024**	**27.385**
- e-invoicing	18.845	2.646	**21.491**	17.206	1.955	**19.161**
- e-reporting	-	-	**-**	223	-	**223**
- e-payments	1.103	35	**1.138**	1.280	65	**1.345**
- e-identity	7.728	5	**7.733**	6.652	4	**6.656**
Revenue from traditional communication services	**20.414**	**47**	**20.461**	**22.886**	**122**	**23.008**
- Hybrid digital	9.692	47	**9.739**	11.404	122	**11.526**
- Paper based	10.722	-	**10.722**	11.482	-	**11.482**
Total	**48.090**	**2.733**	**50.823**	**48.247**	**2.146**	**50.393**

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7, and to demonstrate the new reporting structure as explained in note 5.4

5.9 Disclosure of expenses

Expenses by nature

Thousands of Euro	For the six-month period ended 30 June	
	2024	2023 (*)
Expenses by nature		
- Direct operating expenses	19.452	20.150
- Indirect operating expenses	9.270	7.252
- Staff and related expenses	30.062	35.620
- Amortisation and depreciation expenses	10.922	10.934
- Capitalisation of own development cost	(7.620)	(7.834)
Total	**62.086**	**66.122**

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7,

The total expenses decreased from € 66,1 million to € 62,1 million, mainly due to the decrease in staff and related expenses as a consequence of the measures taken by the management to reduce costs. Capitalisation of own development costs has reduced further due to the focus of the Group on its global products and the decision to only do 'maintain' efforts in the local products.

5.10 Financial result

Thousands of Euro	For the six-month period ended 30 June	
	2024	**2023 (*)**
Financial income	211	69
Interest income regarding client's money arrangement	78	-
Financial income	**289**	**69**
Interest and finance charges paid/payable on financial liabilities at amortised costs	(2.225)	(1.843)
Interest and finance charges paid/payable for lease liabilities	(176)	(141)
Financial charges non-cash out	(5.853)	(5.238)
Interest cost regarding client's money arrangement	(28)	-
Other	(135)	(222)
Financial expenses	**(8.417)**	**(7.444)**
Financial result	**(8.128)**	**(7.375)**

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7,

Regarding the Francisco Partners' loan, the total interest and finance charges paid / payable amounts to € 7.582 thousand. In the first six month of 2024, a total interest amount of € 5.853 thousand has been accrued and € 1.725 thousand was paid as interest (see note 5.18).

5.11 Goodwill and impairment testing

5.11.1 Introduction

IAS 36 states that an entity shall assess at the end of each reporting period whether there is an indication that an asset may be impaired. If such an indication exists, the entity shall estimate the recoverable amount of the asset.

Management has identified following indicators that could give rise to impairment and consequently has reassessed the carrying values at 30 June 2024 based on the extensive exercise prepared at year-end closing of the financial year 2023:

- the current trading for the Banqup product is behind expectation and is the key business driver of Unifiedpost Group for future growth
- change in the consolidation scope seen the divestments realised in Serbia and the planned divestments in the Nordics and Baltics (see note 5.3 and 5.6.2)

Reference should be made to note 5.13 'Goodwill and impairment testing' in chapter 4 'Financial Statements' of the Annual Report 2023 of Unifiedpost Group where the definition of the cash generating units ("CGUs") are disclosed and the followed approach is explained. The carrying value of the CGU Postage and Parcel optimisation is excluded from the assessment, as it is reclassified towards assets held for sale, which were tested at their fair value based on a signed proposal from a third party (see note 5.3 and 5.7.2).

5.11.2 Carrying amounts of goodwill

The carrying amount of goodwill is summarised below:

Thousands of Euro	At 31 December 2023	Transfer to assets held for sale (note 5.7.2)	Acquisition of BackEnd d.o.o. (note 5.6.1)	Currency exchange	At 30 June 2024
CGU_DDP	104.196	(9.854)	400	(244)	94.498
CGU_PAP	2.183	-		-	2.183
CGU_PAY	6.690	-		-	6.690
CGU_FSA	-	-		-	-
CGU_PPO	-	-		-	-
Total	**113.069**	**(9.854)**	**400**	**(244)**	**103.371**

At 31 December 2023, the goodwill allocated to the 21 Grams group amounted to € 14,2 million, which decreased to € 13,9 million at 30 June 2024 due to currency exchange impact. Supported by the partnership agreement with PostNord Stralfors AB which ensures Unifiedpost market access in the Nordics and subsequent economic benefits, € 4,0 million of that goodwill amount remains allocated to CGU Digital Document Processing for the continued operations, resulting in a goodwill of € 9,9 million transferred to assets held for sale.

Based upon the estimated fair value of the net assets of 21 Grams group per 30 June 2024, a loss on divestment of € 4,9 million was processed entirely linked to goodwill, ending up with a goodwill of € 5,0 million booked as asset held for sale, as shown in note 5.7.2.

5.11.3 Carrying amounts at the basis of the impairment testing

The carrying values included in the impairment testing at 30 June 2024 are as presented in the below table:

Thousands of Euro	CGU_DDP	CGU_PAP	CGU_PAY	CGU_FSA	Total
Goodwill	94.498	2.183	6.690	-	103.371
Intangible assets	48.601	-	10.998	481	60.080
Tangible assets	10.206	962	70	-	11.238
Leasing debt	(8.637)	(917)	(71)	-	(9.625)
Working capital	3.371	(235)	(960)	(35)	2.141
Total	**148.039**	**1.993**	**16.727**	**446**	**167.205**

5.11.4 Weighted cost of capital

The applied weighted cost of capital ("WACC") for June 2024 and December 2023 are:

In %	CGU_DDP	CGU_PAP	CGU_PAY	CGU_FSA
WACC June 2024 pre-tax	17,15%	14,69%	18,71%	18,71%
WACC December 2023 pre-tax	18,78%	15,53%	20,41%	20,41%

In general, it is noted that the WACC has been on an downward trend in the first half year of 2024 seen the slightly decreasing risk free rates and market risk premiums.

5.11.5 Impairment testing

The impairment testing was performed on the same model as used in the testing at year-end 2023. The actual figures as per 30 June 2024 are included in the exercise as well as forecast figures for 31 December 2024. Furthermore, the assets held for sale and the discounted operations have been excluded from the exercise. These were tested separately based on the fair values received from third parties. The transaction regarding the sale of the stand-alone products FitekIN and ONEA was closed and the binding sales agreement for 21 Grams signed both on 5 July 2024 (see note 5.23). The business from the newly acquired entity BackEnd d.o.o. is included entirely in the CGU Digital Document Processing.

The applied discount rate, the carrying value and the value in use of each CGU are:

Thousands of Euro	**WACC**	**Value in use**	**Carrying value (*)**	**Headroom**
CGU Digital document processing	17,15%	162.013	148.039	13.974
CGU Paper processing	14.69%	29.271	1.993	27.278
CGU Payment	18.71%	18.077	16.727	1.350
CGU Services and Apps	18.71%	1.734	446	1.288
CGU Group	-	-	-	-
Total		**211.095**	**167.205**	**43.890**

(*) Carrying values were determined as at 30 June 2024.

Per 31 December 2023 an impairment of € 37.400 thousand was applied for the CGU_DDP which was entirely deducted from the remaining goodwill. An impairment of € 1.600 thousand was applied for the CGU_FSA. Part of this impairment, amounting to € 1.174 thousand, has been deducted from the value of the goodwill, while the remaining portion of € 426 thousand has been offset against the internally generated software. Based on the assessment of June 2024, no further impairment is required as the value in use exceeds the carrying amounts.

A sensitivity analysis was performed, focussing on the impact of three parameters, namely (i) lowering the CAGR 5-year growth, (ii) lowering the level of gross margin, and (iii) increasing discount rates.

Below, the sensitivity analysis for the main cash generating unit Digital Document Processing is shown:

	CGU Digital document processing	**Base case**	**Modest case**	**Stress case**	**Weighted**
Key assumptions	Sales growth rate 2023 - 2028	15,63%	11,78%	8,23%	12,00%
	Sales growth rate 2023 - 2033	9,96%	7,61%	5,15%	7,71%
	Gross Margin evolution 2024 - 2033	68,8 %-76,4%	66,1 %-74,8%	64,3%-70,8%	66,5%-74,1%
	Pre-tax discount rate	17,15%	17,15%	17,15%	17,15%
	Terminal growth rate	1,50%	1,50%	1,50%	1,50%
Results	Value in use minus Carrying value *(in thousands of Euro)*				16 580,6
	Headroom-% = Value in in use / Carrying value -1				-11,4%
				Update parameter	Headroom in thousands of Euro
Sensitivity	Sensitivity CAGR 2023 - 2028 lowered with -1,00% (*)		CAGR	11,00%	2 291,3
	Sensitivity CAGR 2023 - 2028 lowered with -0,50% (*)		CAGR	11,50%	9 384,8
	Sensitivity gross margin lowered with -2,00% (*)		GM-%	64,5%-72,1%	4 233,1
	Sensitivity gross margin at level of stress case		GM-%	stress case	-990,3
	Sensitivity Discountrate increased with 1,25% (*)		Discountrate	18,40%	-13,1
	Sensitivity Discountrate increased with 1,00% (*)		Discountrate	18,15%	7 772,4

(*) Growth rates are computed comparing respectively forecast figures 2028, 2033 over actual figures 2023

5.12 Other intangible assets

The other intangible assets decreased from a net book value of € 82.856 thousand per 31 December 2023 towards € 69.824 thousand per end of June 2024, or a decrease of € 13.032 thousand.

As the Groups remains to invest in its global products, the additions to the assets under construction amount to € 8.530 thousand, out of which € 7.620 thousand was booked through capitalisation of own development. During the first six months of 2024, a total amount of € 10.367 thousand was transferred from assets under construction towards internally generated software due to the going live of particular products.

The total amortisation of these other intangible assets amounts to € 10.545 thousand and a negative foreign exchange impact of € 177 thousand was recorded per 30 June 2024.

Linked to the planned divestment of the stand-alone products FitekIN and ONEA, an additional € 375 thousand for internally generated software has been transferred to assets held for sale (see note 5.7.1). Subsequently, regarding the planned divestment of the 21 Grams group, a total amount of € 10.756 thousand was also transferred to assets held for sale as explained in note 5.7.2. Finally, because of the acquisition of BackEnd d.o.o., a total value of € 330 thousand was booked additionally as customer relationships.

5.13 Investments in associates

As explained in note 5.3 and 5.6.2, Unifiedpost has no longer control in the Serbian entities New Image d.o.o. and Sirius Star Ltd, with respectively a remaining 22% and 19% stake in their shares, and under IFRS they will be considered as an associate company.

The investments in associates per 30 June can be summarised as follows:

Thousands of Euro	**Facturel**	**New Image**	**Sirius Star**	**Total**
Opening balance as at 1 January 2023	1.875			1.875
Share in result of the associate	(382)			(382)
At 31 December 2023	**1.493**			**1.493**
Investment in issued capital		260	421	681
Share in result of the associate	303	-	-	303
At 30 June 2024	**1.796**	**260**	**421**	**2.477**

While the result of New Image d.o.o. and Sirus Star Ltd is still shown as fully part of the statement of profit and loss per 30 June 2024 because the sale of shares was only legally accepted by the local trade register on 28 June 2024, the share of loss of associates regarding Facturel SAS amounts to € 236 thousand per 30 June 2024:

Thousands of Euro	**For the six-month period ended**
	30 June 2024
Loss of the six-month period – Facturel SAS	(303)
Deferred margin for services made to Facturel SAS	67
Total share of profit / (loss) of associates	**(236)**

5.14 Cash and cash equivalents

Thousands of Euro	At 30 June 2024	At 31 December 2023
Cash in hand	4	2
Cash at bank	11.313	21.342
Restricted Cash ('Client's money')	6.234	3.789
Other restricted cash	1.171	1.190
Cash and cash equivalents per statement of financial position	**18.721**	**26.323**

Linked to the planned divestments of the stand-alone products FitekIN and ONEA on the one hand and 21 Grams group on the other hand, a total of € 3.123 thousand has been transferred to assets held for sale (see note 5.7).

Cash and cash equivalents decreased by € 7,6 million compared to the end of 2023.

5.15 Share Capital

On 2 May 2024, the CEO and key shareholders of Unifiedpost exercised 100.000 Key Man and 30.750 Plan de Warrants 2015 subscription rights, with as a result the issuance of 1.307.500 ordinary shares for a total amount of € 2.432 thousand. Following the issuance of these shares, the total capital of Unifiedpost Group amounts to € 329.238 thousand and is represented by 37.131.654 shares without mention of nominal value.

The total number of subscription rights to subscribe to unissued shares with voting rights amounts to 4.500 subscription rights under the 2015 Warrant Plan and 500.000 subscription rights under the Warrant Plan 2021.

5.16 Borrowings

Thousands of Euro	Note	At 30 June 2024			At 31 December 2023		
		Non-current	**Current**	**Total**	**Non-current**	**Current**	**Total**
Bank borrowings	5.16.1	2.330	5.261	7.591	5.633	3.282	8.915
Refundable government advances		255	81	336	234	94	328
Other loans	5.16.2	110.516	2.135	112.651	104.650	1.683	106.333
Total loans and borrowings		**113.101**	**7.477**	**120.578**	**110.517**	**5.059**	**115.576**

5.16.1 Bank borrowings

Thousands of Euro	At 30 June 2024			At 31 December 2023		
	Non-current	Current	Total	Non-current	Current	Total
Unsecured						
Subordinated loan	800	2.000	2.800	2.400	800	**3.200**
Other bank borrowings	8	1.565	1.573	8	1.585	**1.593**
Total unsecured bank borrowings	**808**	**3.565**	**4.373**	**2.408**	**2.385**	**4.793**
Secured						
Acquisition facility Buildings Sirius Star	-	-	-	1.024	191	**1.215**
Investment Credit	1.522	675	2.197	2.201	209	**2.410***
Other bank borrowings	-	1.021	1.021	-	497	**497**
Total secured bank borrowings	**1.522**	**1.696**	**3.218**	**3.225**	**897**	**4.122**
Total bank borrowings	**2.330**	**5.261**	**7.591**	**5.633**	**3.282**	**8.915**

(*) The loan with ProCredit Banka in Serbia should have been processed as an investment loan in 2023 instead of an other bank borrowing

The Group's new bank borrowings committed to during the first half of 2024 are the following:

- Unifiedpost Solutions d.o.o. took up an additional amount of € 270 thousand at the same terms as agreed upon in 2023 as investment loan
- Unifiedpost Solutions d.o.o. entered into a new secured bank borrowing contract with Banca Intesa for an amount of € 300 thousand and with Erste Banka for another € 300 thousand
- The Group received an unsecured bank borrowing, payable within 12 months, to finance the vacation pay of their employees in Belgium and the Netherlands for a total amount of € 850 thousand

At 30 June 2024, an amount of € 1,2 million of the BMI subordinated loan has been processed as a current bank borrowing compared to the valuation as non-current at 31 December 2023. It was agreed with BMI ("Belgische Maatschappij voor Internationale Investering NV") that at closing an early repayment of € 1,2 million was requested at the moment of closing the FitekIN/ONEA transaction.

5.16.2 Other loans

The other loans can be summarised as follows:

Thousands of Euro	At 30 June 2024			At 31 December 2023		
	Non-current	Current	Total	Non-current	Current	Total
Francisco Partners – Facility A + CAF	86.010	-	**86.010**	86.010	-	**86.010**
Francisco Partners – Accrued interest	22.734	19	**22.753**	16.900	-	**16.900**
Valitax	1.666	1.667	**3.333**	1.666	1.667	**3.333**
Valitax – accrued interest	91	49	**140**	59	16	**75**
Contingent consideration	-	400	**400**	-	-	**-**
Debt minority shareholder subsidiary Bulgaria	15	-	**15**	15	-	**15**
Total other loans	**110.516**	**2.135**	**112.651**	**104.650**	**1.683**	**106.333**

As explained in note 5.6.1, a contingent consideration at its fair value of € 400 thousand has been booked as an other loan.

5.17 Liabilities associated with puttable non-controlling interests

The liabilities associated with puttable non-controlling interests can be summarised as follows:

Thousands of Euro	At 30 June 2024			At 31 December 2023		
	Non-current	**Current**	**Total**	**Non-current**	**Current**	**Total**
Put option – Serbia	-	3.320	**3.320**	-	6.450	**6.450**
Put option – Romania	-	270	**270**	-	330	**330**
Put option – Croatia	-	680	**680**	-	780	**780**
Put option – Bulgaria	-	200	**200**	200	-	**200**
Total liabilities associated with puttable non-controlling interests	**-**	**4.470**	**4.470**	**200**	**7.560**	**7.760**

The following changes in value took place in 2023 and the first six months of 2024:

Thousands of Euro	**Non-current**	**Current**	**Total**
At 31 December 2022	**840**	**7.670**	**8.510**
Changes in value of estimated redemption liability due to the passage of time and other reasons – Serbia	-	(790)	(790)
Changes in value of estimated redemption liability due to the passage of time and other reasons – Romania	-	(100)	(100)
Changes in value of estimated redemption liability due to passage of time and other reasons – Croatia	(650)	780	130
Changes in value of estimated redemption liability due to passage of time and other reasons – Bulgaria	10	-	10
At 31 December 2023	**200**	**7.560**	**7.760**
Change in fair value of estimated redemption liability due to the acquisition of an additional 20% share stake in Unifiedpost Solutions d.o.o.	-	(3.500)	(3.500)
Change in fair value of estimated redemption liability due to cancellation of contractual clauses – Serbia – New Image d.o.o.	-	(459)	(459)
Changes in value of estimated redemption liability due to the passage of time and other reasons – Serbia – Unifiedpost d.o.o.	-	1.955	1.955
Change in fair value of estimated redemption liability due to cancellation of contractual clauses – Serbia – Unifiedpost d.o.o.	-	(875)	(875)
Change in fair value of estimated redemption liability due to the passage of time and other reasons – Serbia – Tehnobiro d.o.o.	-	(661)	(661)
Changes in value of estimated redemption liability due to the passage of time and other reasons – Serbia – Unifiedpost Solutions d.o.o.	-	410	410
Changes in value of estimated redemption liability due to the passage of time and other reasons – Romania	-	(60)	(60)
Changes in value of estimated redemption liability due to passage of time and other reasons – Croatia	-	(100)	(100)
Changes in value of estimated redemption liability due to passage of time and other reasons – Bulgaria	(200)	200	-
At 30 June 2024	**-**	**4.470**	**4.470**

Unifiedpost Serbia

In the addendum to the shareholder's agreement of 26 February 2020, signed on 28 June 2024, it was agreed between the shareholders of Unifiedpost d.o.o. as well of New Image d.o.o., Sirius Star d.o.o. and Tehnobiro d.o.o., to delete, in its entirety, clause 12 (the joint call option) and clause 13 (the joint put option) of the shareholder's agreement. With as consequence a decrease of the value of the put option for these entities for a total amount of € 40 thousand, summarising (i) a decrease of the fair value with € 459 thousand regarding New Image d.o.o., (ii) for Unifiedpost d.o.o. first a revaluation of the fair value of the put option with an additional € 1.955 thousand and secondly a decrease of the total remaining fair value amount for Unifiedpost d.o.o. amounting to € 875 thousand, and (iii) the change in fair value of the estimated redemption liability linked to Tehnobiro d.o.o. of € 661 thousand, and for which all changes were directly recorded in equity.

The remaining estimated redemption liability linked to Unifiedpost Solutions d.o.o. increased by a total of € 410 thousand during the first half of 2024 (and no change was recorded for the estimated redemption liability regarding Unifiedpost Banja Luka compared to the fair value at year-end 2023), which was directly recorded in equity, to bring the total value of the put option linked to Serbia to € 3.320 thousand at the end of June 2024.

5.18 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.

Thousands of Euro	**Total**
At 1 January 2023	**112.885**
Cash flows	
Debt drawdown	5.752
Repayments debts	(4.763)
Repayment interest Francisco Partners	(1.627)
Non-cash changes	
Deferred payment Valitax	5.000
Deferred payment Valitax – accrued interest	10
Accrued interest	5.907
Discount effect on other borrowing	949
Reclass to current	-
Put option written on non-controlling interests	-
FX difference	(88)
At 30 June 2023	**124.025**

Thousands of Euro	**Total**
At 1 January 2024	**123.336**
Cash flows	
Debt drawdown	1.832
Repayments debts	(1.408)
Repayment interest Francisco Partners	(1.725)
Non-cash changes	
Accrued interest	6.408
Discount effect on other borrowing	1.256
Reclass to current	-
Put option written on non-controlling interests	210
Exercise of the put option in Serbia	(3.500)
Business combinations – deferred contingent consideration BackEnd d.o.o.	400
Change on consolidation rage – deconsolidation Sirius Star Ltd. + New Image d.o.o.	(1.746)
Transfer to assets held for sale	(20)
FX difference	5
At 30 June 2024	**125.048**

5.19 Segment information

5.19.1 Information per operating segment

Up until 2023, Unifiedpost reported on business units which were fully in line with the CGUs as described in the impairment testing. As of 2024, to better align with the new business approach of the Group (see note 5.4), the following operating segments will be used to report to the Board of Directors, the Management Committee and the Audit Committee:

- **Digital Services** groups CGUs Digital Document Processing, Payment as well as Services and Apps: focusing on the core digital services of the Group, i.e. e-Identity, e-Invoicing, e-Payments and e-Reporting
- **Traditional Communication Services** summarises CGUs Paper Processing as well as Postage and Parcel Optimisation representing the document data extraction, print, mail and paper-based services of the Group
- **Corporate** remains as a separate segment

Compared to the segment information disclosed until 31 December 2023, EBITDA has been additionally added as of 2024.

Thousands of Euro	**Digital Services**	**Traditional Communication Services**	**Corporate**	**Total**
For the period ended 30 June 2024				
Total Revenue (*)	30.362	20.461	-	50.823
Total Revenue in %	59,7%	40,3%	-	100%
Total Gross Profit	20.332	5.225	-	25.558
Gross Margin	67,0%	25,5%	-	50,3%
EBITDA (**)	-54	1.420	-1.391	-26
EBITDA Margin	-0,2%	6,9%	-	-0,1%
At 30 June 2024				
Other intangible assets – Total Capex	8.530	-	-	8.530
Other intangible assets – Capex own development	7.620	-	-	7.620
Intangible assets net book value	69.271	-	553	69.824
Staffing in number of FTE (***) at closing date	757	221	64	1.042

Thousands of Euro	**Digital Services**	**Traditional Communication Services**	**Corporate**	**Total**
For the period ended 30 June 2023				
Total Revenue (*)	27.385	23.008	-	50.393
Total Revenue in %	54.3%	45,7%	-	100%
Total Gross Profit	17.783	6.096	-	23.880
Gross Margin	64,9%	26,5%	-	47,4%
EBITDA (**)	na	na	na	na
EBITDA Margin	na	na	na	na
At 31 December 2023				
Other intangible assets – Total Capex	21.369	3	-	21.372
Other intangible assets – Capex own development	14.071	-	-	14.071
Intangible assets net book value	77.466	4.179	673	82.318
Staffing in number of FTE (***) at closing date	1.107	88	71	1.266

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7
(**) As taken up in the Annual Report 2023 in the APM list, EBITDA is defined as profit or loss from operations plus non-cash items from operations (i.e. amortisation, depreciation and impairment expenses)
(***) FTE corresponds to the Full Time Equivalent of contract employees, temporary employees, contractors and sub-contractors

5.19.2 Information per geographical area

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 period ended 30 June 2024						
Total Revenue (*)	32.713	1.955	6.241	9.805	109	**50.823**
Total Revenue in %	64,4%	3,9%	12,3%	19,3%	0,2%	**100,0%**
Total Gross Profit	18.657	999	2.923	2.979	-	**25.558**
Gross Margin	57,0%	51,1%	46,8%	30,4%	0,4%	**50,3%**
EBITDA (**)	-1.399	-9	1.519	-166	29	**-26**
EBITDA margin	-4,3%	-0,5%	24,3%	-1,7%	26,7%	**-0,1%**
At 30 June 2024						
Other intangible assets – Total Capex	7.128	-	1.401	1	-	**8.530**
Other intangible assets – Capex own development	7.389	-	231	-	-	**7.620**
Intangible assets net book value	56.356	2	9.948	3.519	-	**69.824**
Staffing in number of FTE (***) at closing date	536	33	295	146	32	**1.042**

Thousands of Euro	West Europe	Central East Europe	South Europe	North Europe	Rest of the World	Total
For the period ended 30 June 2023						
Total Revenue (*)	31.955	2.252	6.535	9.652	0	**50.393**
Total Revenue in %	63,4%	4,5%	13,0%	19,1%	0%	**100%**
Total Gross Profit	na	na	na	na	na	**23.880**
Gross Margin	na	na	na	na	na	**47,4%**
EBITDA (**)	na	na	na	na	na	**na**
EBITDA Margin	na	na	na	na	na	**na**
At 31 December 2023						
Other intangible assets – Total Capex	20.577	-	784	11	-	**21.372**
Other intangible assets – Capex own development	13.635	-	436	-	-	**14.071**
Intangible assets net book value	56.503	2	23.017	2.796	-	**82.318**
Staffing in number of FTE (***) at closing date	603	37	252	342	32	**1.266**

(*) The comparative figures for six-month period ended 30 June 2023 have been restated to reflect the restatement of the profit and loss related to the discontinued operations in accordance with IFRS 5 as explained in note 5.4 and 5.7
(**) As taken up in the Annual Report 2023 in the APM list, EBITDA is defined as profit and loss from operations plus non-cash items from operations (i.e. amortisation, depreciation and impairment expenses)
(***) FTE corresponds to the Full Time Equivalent of contract employees, temporary employees, contractors and sub-contractors

The revenue relating to the Belgian market, which is the local market of Unifiedpost Group SA, amounts to € 13,9 million per 30 June 2024 (30 June 2023: € 14,6 million).

5.20 Financial instruments and financial risk management

5.20.1 Financial instruments

Categories and fair value of financial instruments

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

Thousands of Euro		At 30 June	At 31 December
	Categories	**2024**	**2023**
Financial assets			
Trade and other receivables	FAAC (*)	14.937	23.420
Cash and cash equivalents	FAAC (*)	18.721	26.323
Total		**33.658**	**49.743**
Financial liabilities			
Loans and borrowings	FLAC (**)	120.578	115.576
Liabilities associated with puttable non-controlling interests	FLAFTE (***)	4.470	7.760
Lease liabilities	FLAC (**)	9.920	9.740
Trade and other payables	FLAC (**)	37.607	43.930
Total		**172.575**	**177.006**

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

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 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.

For the Francisco Partners loan, since it was a lengthy process where different parties were considered and given the financial position of the Group at the closing of the transaction, the annual IRR of 14,01% reflects a historical fair value market rate.

5.20.2 Financial instruments recognised at 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:

Thousands of Euro		**Level 3**	
	Note	**As at 30 June 2024**	**As at 31 December 2023**
Liabilities associated with puttable non-controlling interests			
Put option – joint-ventures Serbia	5.17	3.320	6.450
Put option – joint-venture Romania	5.17	270	330
Put option – joint-venture Croatia	5.17	680	780
Put option – joint-venture Bulgaria	5.17	200	200
Total liabilities associated with puttable non-controlling interests		**4.470**	**7.760**
Other loans			
Contingent consideration – BackEnd d.o.o.	5.6.1	400	-
Total other loans		**400**	**-**

The put options are still valued applying a discounted cash flow method and conform with the methodology contractually agreed.

5.20.3 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.

Compared to 31 December 2023, the policies of Unifiedpost relating to credit risk as well as liquidity risk and their application has remained unchanged.

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern 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 based on the following gearing ratio: Net debt divided by Total 'equity', as calculated below at each reporting date:

Thousands of Euro		At 30 June	At 31 December
	Note	**2024**	**2023**
Net financial debt / (cash)			
(Cash and cash equivalents)	5.14	(18.721)	(26.323)
Bank borrowings	5.16.1	7.591	8.915
Other loans (FP)	5.16.2	108.763	102.910
Lease liabilities		9.920	9.740
Net financial debt / (cash)		**107.553**	**95.242**
Net debt / (cash) (i.e. excl. subordinated loan)		**104.753**	**92.042**
'Equity'			
Reported shareholders' equity		52.452	75.910
'Equity'		**52.452**	**75.910**
Gearing ratio (Net financial debt / equity)		**205,0%**	**125,5%**

The gearing ratio further increased in 2024 due to the transfer of the available cash in 21 Grams to assets held for sale (see note 5.4 and 5.7), the increasing accrued interest for Francisco Partners and the increasing accumulated deficit.

Under the terms of the loan facility of Francisco Partners, the Group is still subject to two financial covenants. Per 30 June 2024, Unifiedpost Group was not in breach with these covenants, taking also into account the result as well as cash and cash equivalents of 21 Grams group:

- The Financial Maintenance Covenant or Minimum Liquidity states that the Group liquidity must be at least € 20 million and can be decreased to a minimum of € 12,5 million if the last twelve month ("LTM") subscription revenue is € 25 million (or more) or the LTM recurring digital processing revenue amounts to € 110 million (or more).
- The Financial Incurrence Covenant, applicable for various transactions such as permitted acquisitions, CAF utilisations, or the Annual Recurring Leverage Ratio ("ARR") was also met because it did not exceed 1,50:1. The total net borrowings (including all loans and borrowings for a total amount of € 120,6 million as well as the lease liabilities of € 10,8 million minus the cash and cash equivalents for € 21,7 million) reached a total amount of € 109,7 million compared to € 177,6 million annual recurring revenue, making the ARR end up at 0,62 per 30 June 2024.

For other covenants regarding loan with Commerzbank (Germany) and Pro Credit Banka (Serbia) no changes are to be reported compared to 31 December 2023.

5.21 Significant agreements, commitments and contingencies

The Group does not have any significant commitments or contingencies other than described in this chapter or elsewhere in these financial statements.

5.22 Transactions with related parties

During the reporting period, the Group companies entered into the following transactions with related parties who are no members of the Group:

Thousands of Euro	Sales to related party		Services from related party	
	For the six-month period ended 30 June		For the six-month period ended 30 June	
	2024	2023	2024	2023
Key management	-	-	-	-
Associates & joint ventures	506	350	-	-
Members of the Board of Directors	-	-	105	121
Other related parties	-	-	-	-

The following balances were outstanding at the end of the reporting period in relation to transactions with related parties:

Thousands of Euro	Amounts owed to related party		Amount owed by related party	
	For the six-month period ended 30 June	For the year ended 31 December	For the six-month period ended 30 June	For the year ended 31 December
	2024	2023	2024	2023
Key management	883	438	-	-
Associates & joint ventures	862	-	265	362
Members of the Board of Directors	168	121	-	-
Other related parties	-	-	-	-

Key management personnel compensation

The key management personnel compensation reflects the fixed remuneration as well as the accrual for bonus.

Thousands of Euro	For the six-month period ended 30 June	
	2024	2023
Key management compensation	425	801
Total	**425**	**801**

The key management compensation has decreased in the first six months of 2024 compared to the same period in 2023 due to changes in the composition of the Management Committee since the second half of 2023.

On 2 May 2024, Unifiedpost's CEO exercised his subscription rights, and, together with some key shareholders of Unifiedpost 100.000 Key Man and 30.750 Plan de Warrants 2015 subscription rights were exercised for a total amount of € 2.432 thousand.

5.23 Events after the reporting date

The following events took place after the reporting date and could have a future impact on the financial reporting:

- **Divestment of stand-alone products FitekIN and ONEA**

  On 5 July 2024, Unifiedpost closed the previously announced divestment of the stand-alone products FitekIN and ONEA to Fitek Holding Oü, a company founded by Baltcap, a Private Equity Fund in the Baltic States and a former shareholder of the Fitek group, along with part of the existing management team. This deal includes current customer contracts and intellectual property. Additionally, a mutual reselling agreement was established between Unifiedpost's Banqup business and FitekIN as part of the transaction.

  Fitek Holding Oü will assume responsibility for the 65 employees of the product teams. The acquisition was closed at a cash value of € 7,2 million, including € 1,2 million for the sale of the shares and € 6,0 million from asset sales, on a cash and debt-free basis. Based on the closing balance sheet at 30 June 2024, an additional balance payment will be made to obtain a cash and debt-free position within 45 days after closing.

- **Divestment of 21 Grams**

  On 5 July 2024, Unifiedpost signed an agreement with PostNord Stralfors AB for the sale of all shares in the 21 Grams group for a purchase price based on an enterprise value (on a cash and debt-free basis) of SEK 200 million, subject to certain potential adjustments based on the financial position of 21 Grams at completion of the sale. The agreement also includes an exclusive 5-year partnership for the distribution of the Banqup product in the Nordics and a EU roaming agreement whereby PostNord Stralfors will utilise Unifiedpost platform for corporate clients that want to deliver e-invoices outside the Nordics and Unifiedpost will use PostNord Stralfors' network for delivering their customer's transactions in the Nordics.

  To strengthen the collaboration and ensure common strategic goals, both parties have committed to invest € 1,5 million each to bring the Banqup platform to the market, and to require an annual re-investment equivalent to at least 10% of the partnership's annual net revenue to strengthen the distribution channel and customer support services further.

  The transaction's completion is subject to (i) the approval from the Swedish Competition Authority, (ii) the release of share pledges on the 21 Grams group entities and some pledges on bank accounts, and (iii) the issuance of an review report on the sub-consolidated financial figures of 31 December 2023 conform the ISRE 2400 standard. The transaction is expected to close in the second half of 2024.

- **Strategic decision to enhance the Board composition**

  On 8 July 2024, Stefan Yee, representing AS Partners BV, has voluntarily decided to step down as Chairman of the Board of Directors, solely in the interest of the Company in order to facilitate the transition towards a new governance structure. He will continue his role as resigning Chairman, until a replacement has been selected and approved.

  The Board of Directors has launched a selection procedure by forming a search committee and engaging an executive search firm to conduct a comprehensive search for additional Board members to strengthen the Board and to align with evolving good corporate governance standards and its strategic goals as an international public company.

  This procedure is expected to be completed before the end of September 2024.

- **Authorisation from the National Bank of Belgium to purchase receivables**

  Unifiedpost Payments SA, the payment institute of Unifiedpost, has obtained in the beginning of August authorisation from the National Bank of Belgium (NBB) to purchase receivables under its existing licence, which can be passported into the EU. This authorisation takes immediate effect and aligns with Unifiedpost's digital growth strategy and expansion of its payment services in Europe while meeting the increasing demand from European SMEs for integrated financial solutions.

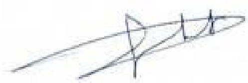
  The receivables purchased by Unifiedpost Payments will immediately be sold on a non-recourse basis to a third-party funding provider, who will be responsible for handling dunning and potential claims. This reduces to a minimum Unifiedpost's risk exposure while expanding its offering for integrated finance solutions. The move into receivables purchases will enhance Unifiedpost's current payment services within the Banqup platform and open up new revenue-generating opportunities in the future.

- **Divestment of the Wholesale Identity Access Business in the Netherlands**

  On 26 August 2024, Unifiedpost Group signed a binding term sheet with Your.World B.V. for the sale of its Wholesale Identity Access business in the Netherlands. Following a carve-out of its non-Wholesale Identity Access business, all shares of Unifiedpost BV will be sold for a purchase price based on an enterprise value (on a cash and debt-free basis) of € 133,0 million, including an earn-out up to € 7,7 million based on achieving certain financial milestones, and subject to customary closing conditions.

  The sale of Unifiedpost's Wholesale Identity Access business in the Netherlands and the strategic partnership agreement with Your.World will open up opportunities for Unifiedpost to access a broader market in the Netherlands and other European countries.

  The closing of this transaction is expected in Q4 2024.



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Statutory auditor’s report to the Board of Directors of Unifiedpost Group SA on the review of interim condensed consolidated financial statements for the six-month period ended 30 June 2024

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Unifiedpost Group SA “the Group” as of 30 June 2024 and the related interim consolidated statements of profit or loss and other comprehensive income, cash flows and changes in equity for the six-month period then ended, as well as the explanatory notes. The Board of Directors is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with IAS 34 “Interim Financial Reporting”, as adopted by the European Union. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements is not prepared, in all material respects, in accordance with IAS 34 “Interim Financial Reporting”, as adopted by the European Union.

Material uncertainty related to going concern

We draw attention to Note 5.5.1 of the interim condensed consolidated financial statements which describes the events and conditions indicating that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern.
Our conclusion is not modified in respect of this matter.

Zaventem, 26 August 2024

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