

bpost SA/NV announces the disclosure of additional information in connection with a contemplated debt financing transaction

bpost SA/NV (“**bpost**”) announces today that, in connection with a contemplated debt financing transaction, expected to take place in the short to medium term, to refinance the bridge facility agreement entered into in the context of the acquisition of Staci, it is disclosing to prospective investors certain indicators related to this acquisition for the financial year ended 31 December 2023. The relevant information is included in the annex to this announcement.

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ANNEX

INDICATORS RELATING TO THE ACQUISITION OF STACI

The below table provides an overview of certain indicators (the “**Indicators**”) relating to the acquisition of Staci for the financial year ended 31 December 2023. For some of the Indicators, ranges have been applied for which the midpoint has been withheld in the below tables.

The Indicators have been prepared by bpost based on the consolidated financial figures of bpostgroup for the financial year ended 31 December 2023 (prepared in accordance with IFRS as adopted in the European Union, which have been audited by bpost’s auditors) and the standalone financial figures of Staci for the financial year ended 31 December 2023 (prepared in accordance with French Generally Accepted Accounting Principles (“**French GAAP**”), which have been audited by Staci’s auditors, and converted by bpost to IFRS as adopted in the European Union for the key areas/IFRS standards impacting Staci, without such conversion being subject to audit or review by bpost’s or Staci’s auditors). The conversion from French GAAP to IFRS was focused on a limited number of IFRS standards (see list hereunder) that are most relevant to the Staci group, meaning that the list of IFRS standards applied is not exhaustive. The information available as at 1 August 2024 has been applied retroactively based on the best available data and assumptions. It is, however, important to note that the information originally available at the time of the events may be more accurate or reflect the situation more precisely. Users of this information should consider the possibility of discrepancies between retroactive adjustments and the original data.

The conversion of Staci’s financial figures from French GAAP to IFRS was focused on the following:

- for the conversion of profit & loss related Indicators:
 - operational leases are considered as right of use assets under IFRS;
 - the Global Supply Chain activity is treated as an “agent” activity and, therefore, margin is reported. This only has an impact on operating income;
 - in French GAAP, bank costs are considered as operational costs, while in IFRS these are presented as financial costs;
 - in French GAAP, Company Value Added (CVAE) tax is considered as operational cost, while in IFRS it is presented as corporate tax;
 - in French GAAP, provisions/bad debt are not included in EBITDA but are part of depreciations & amortisations, while in bpostgroup’s financial statements these are included in EBITDA. No correction has been done for expected credit losses;
 - extraordinary result does not exist in IFRS, which is why the result has been reallocated to the relevant profit & loss categories;
 - amortisation of previous purchase price allocations within the Staci group are corrected;
 - activated transaction costs of bonds, which were reimbursed at the closing date of the acquisition, are cancelled in the opening balance. Therefore, the amortisation of these costs is not taken into account;
- for the conversion of the net debt Indicator, factoring impact is not deconsolidated.

The purchase price allocation of the acquisition of Staci by bpostgroup is still to be performed and is not taken into account, which might have a further impact on the reported figures.

The Indicators have been prepared on a simple arithmetic basis without adjustment for any transactions between members of bpostgroup and Staci and without accounting for any differences in accounting policies.

The Indicators have not been audited or reviewed by bpost's or Staci's auditors and do not constitute pro forma financial information.

The Indicators are based upon the information that is available to bpost and are provided for illustrative and information purposes only. These do not indicate the results and position that would have resulted had the acquisition of Staci been completed at the beginning of the period presented, nor are these indicative of the results in the future or the future financial position of bpostgroup. The Indicators do not reflect any operating efficiencies and cost savings that bpostgroup may achieve with respect to the acquisition of Staci, nor have any other adjustments been made to them. Consequently, investors should not base any investment decision on the Indicators.

In EUR million (except where it relates to a percentage and to the full-time equivalents and interims)

31 December 2023

	bpostgroup (consolidated)	Staci ¹	Combined
Operating income	4,272.2	740.2	5,012.4
IFRS EBITDA	477.8	143.7	621.5
IFRS EBITDA margin	11.2%	19.4%	12.4%
IFRS EBIT	160.8	86.0	246.8
IFRS EBIT margin	3.8%	11.6%	4.9%
CAPEX ²	154.7	14.6	169.3
CAPEX (% of operating income)	3.6%	2.0%	3.4%
Net debt ³	420.5	-	-
Net leverage ⁴	0.9x	-	-
Average full-time equivalents and interims	37,782	4,300	42,082

¹ Unless indicated otherwise, these figures include March to December financials for LM2S and Amware (acquired in February 2023).

² Excluding CAPEX from LM2S and Amware acquisitions.

³ Combined net debt (post-closing on 1 August 2024) of EUR 1,981.8 million. Net debt is defined as financial debts plus lease liabilities minus cash & cash equivalents as at 31 July 2024 and adjusted for acquisition flows at closing (payment of acquisition price and Staci's debt repayments).

⁴ Net leverage is defined as net debt / IFRS EBITDA.