

# Acquisition of Staci

April 8<sup>th</sup>, 2024

 **bpostgroup**  
You make us move



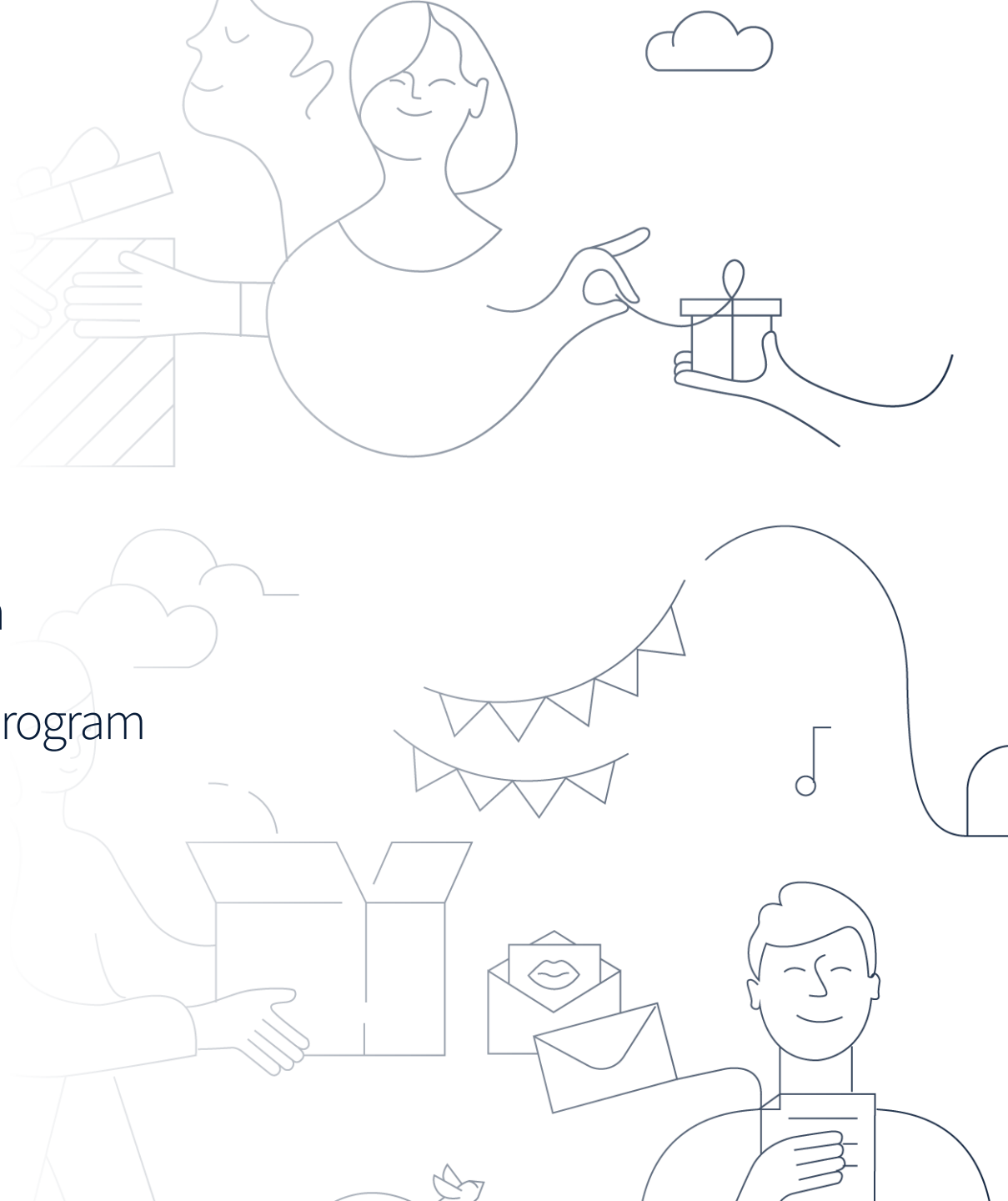
## I. Introduction

II. Presentation of the new bpostgroup vision

III. Acquisition of Staci to achieve bpostgroup vision

IV. A first step in a more ambitious transformation program

V. Key takeaways



# bpostgroup's current model needs to be transformed to address a number of structural challenges

bpostgroup faces a number of structural challenges and evolving market trends

## BeNe Last Mile



- Structural decline of mail activities, not fully compensated by strong growth on parcel business, despite continued strong market position in Belgium
- Ongoing transformation towards more flexible operations

## Third Party Logistics



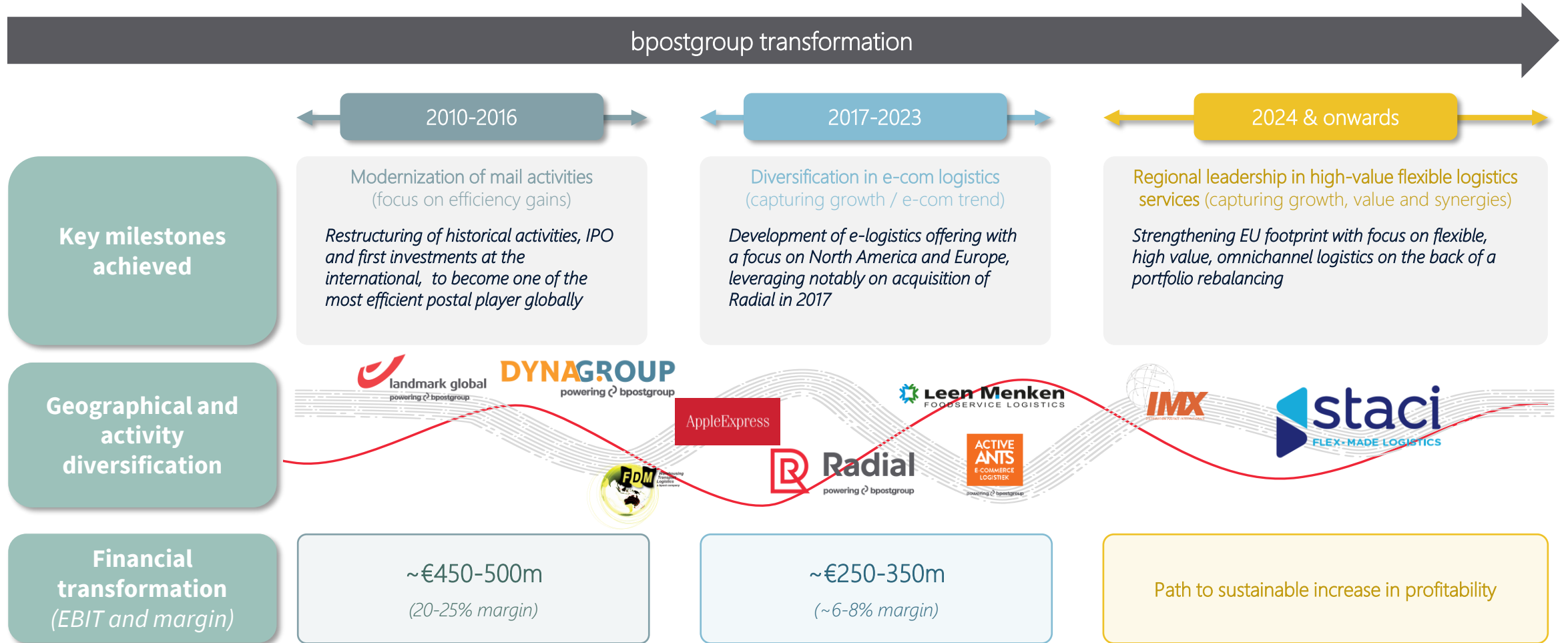
- Diversification in e-commerce third party logistics services has exposed the group to new growth since 2017 with a focus on warehousing, fulfilment and transport activities for e-commerce players
- Volatile market and limited integration with the rest of the group might affect future performance as market consolidation is increasing

bpostgroup needs to  
**accelerate its transformation:**

best **positioning on the  
logistics value chain**

and a stronger group with  
**future-proof capabilities**

# New vision: bpostgroup opens a new era, transforming into a regional leader in high value flexible logistics services



# New vision: capture value from fundamental underlying market trends, leveraging on the strength of the group while developing new capabilities



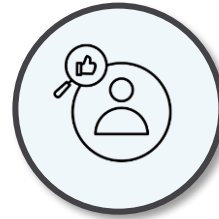
## Capture fundamental trends

### B2C e-commerce:

- ✓ Continued structural growth for e-commerce and direct-to-consumer business
- ✓ Increased customer demands in terms of quality and convenience expectations

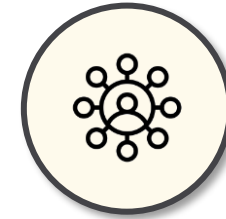
### B2B logistics:

- ✓ Increased need of integrated service across the value chain, including ease traceability, flexibility and guarantee safety of goods
- ✓ Growing market for parcelized logistics



## Leverage bpost assets & strengths ...

- ✓ Most dense retail and distribution network in Belgium providing wide range of services
- ✓ Continuous development and footprint of logistics activities in Belgium (>3,000 PUDO end 2023)
- ✓ Established position and expertise developed along the third-party logistics value chain, in Belgium and internationally with room for further market share gains



## ... and complement with new capabilities

- ✓ Targeted expansion of activities through external growth to broaden skills and capabilities along the value chain of e-commerce
- ✓ Development of B2B logistics capabilities such as detailed logistics, return management, kitting or multi-carrier transportation

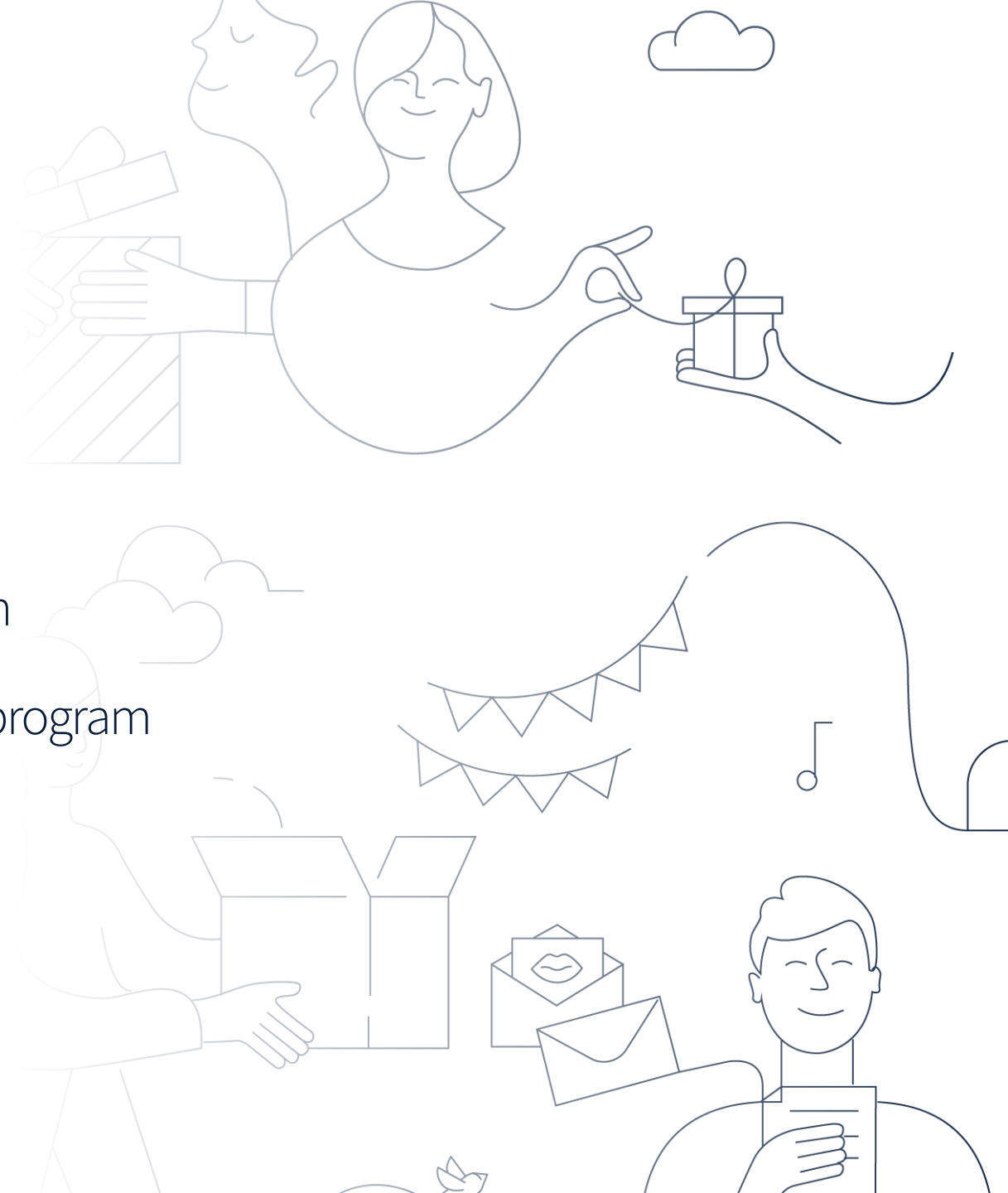
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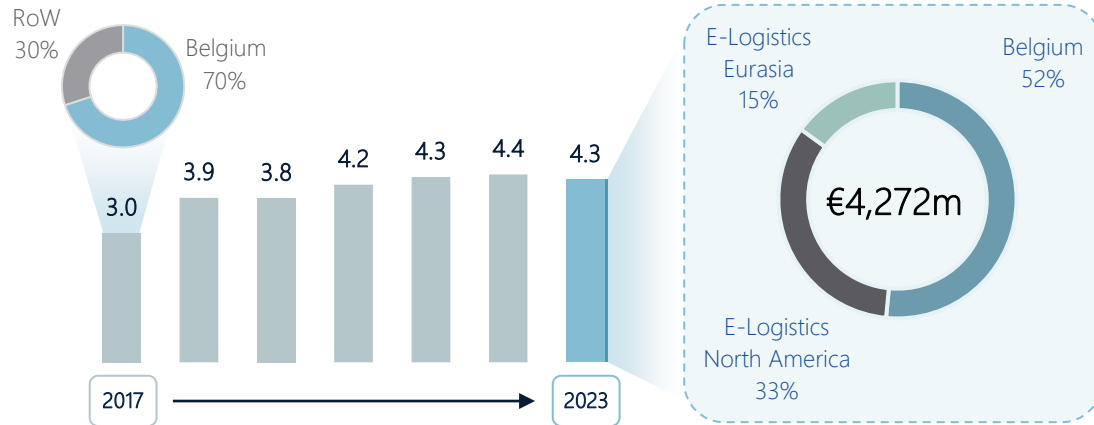
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# From bpostgroup in 2023...

Over the last two decades, bpostgroup has evolved from a traditional postal operator into a meaningful international e-commerce and logistics service provider

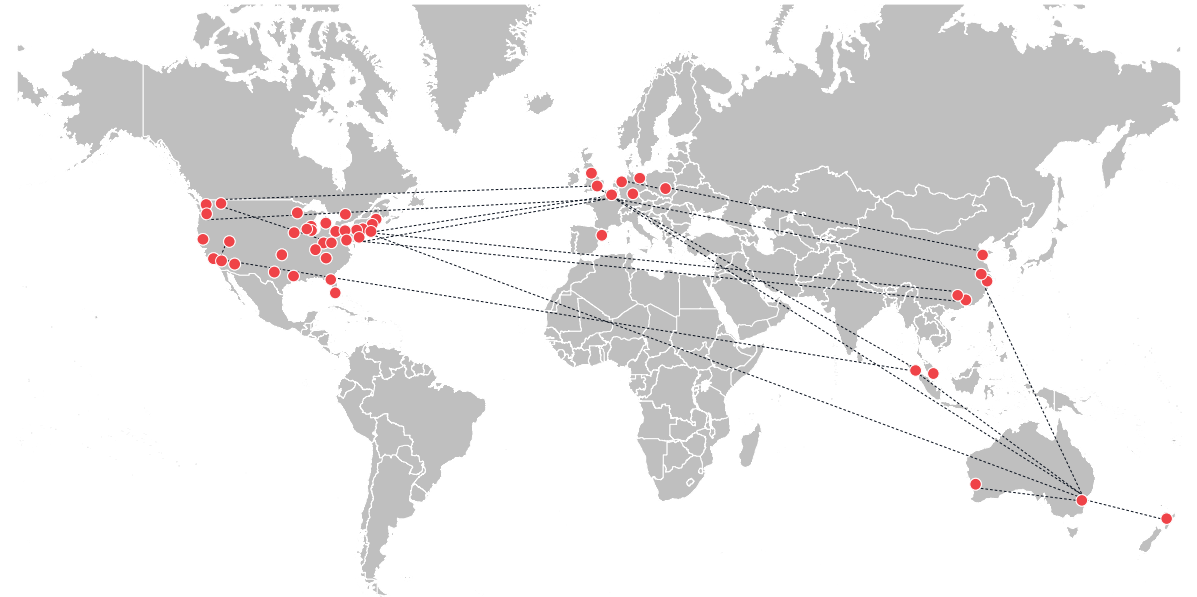
## bpostgroup today



bpostgroup is a global third-party logistics service provider, offering domestic last mile services, e-commerce fulfillment and warehousing solutions, and cross-border transportation. It is organized in geographic business units

Belgium	E-Logistics North America	E-Logistics Eurasia
<ul style="list-style-type: none"> <li>Mail and press distribution</li> <li>B2C last mile parcels delivery</li> <li>Retail network &amp; banking services</li> <li>Value Added Services (traffic fines, ...)</li> </ul>	<p>Comprehensive e-commerce logistics offering:</p> <ul style="list-style-type: none"> <li>Fulfillment and warehousing</li> <li>Transport last mile solutions;</li> <li>Cross-border services;</li> <li>Value added services (returns, customer care, ...)</li> </ul>	<p>Comprehensive e-commerce logistics offering:</p> <ul style="list-style-type: none"> <li>Fulfillment and warehousing</li> <li>Transport last mile solutions;</li> <li>Cross-border services;</li> <li>Value added services (returns, customer care, ...)</li> </ul>

## Active presence in more than 13 countries with different subsidiaries



### Portfolio of recognized local and global brands



... to the new bpostgroup, a regional leader organized along three integrated businesses...



1

### BeNe Last Mile Activities

- a Modern, high quality, flexible postal and parcel services, press distribution, banking activities and other services
- b Most dense logistics network in Belgium for home and out of home deliveries
- c Core expertise in B2C and platform to develop into B2B and omni-channel high quality, differentiated logistics services

2

### International 3PL Activities

- a Integrated 3<sup>rd</sup> party logistics services, with a focus on high value, flexible logistics services for B2C, B2B and omni-channel segments
- b Regional leadership in Europe and North America and strong position in Asia
- c Platform for continuous growth and geographical expansion through buy-and-build

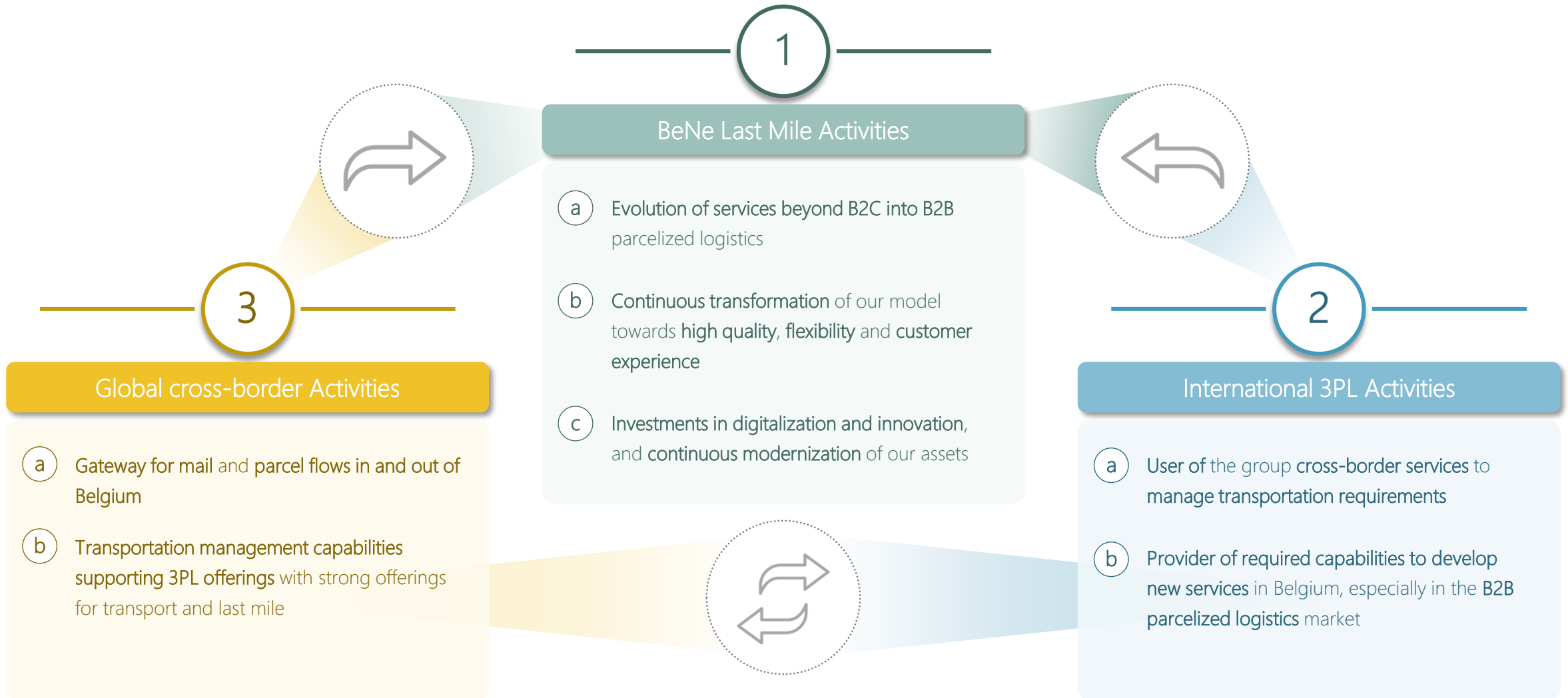
3

### Global Cross-border Activities

- a Integrated cross-border and transportation management capabilities
- b Historical leadership on key lanes (US to Canada, China to EU/UK, Western EU to Belgium) reinforced new lanes openings and strong partnerships to achieve scale
- c Combination of own last mile networks, carrier access and agreements, customs and cross-border services clearance, and value-added services, enabled by strong IT platforms



... with a solid synergy potential for the short- and long-term





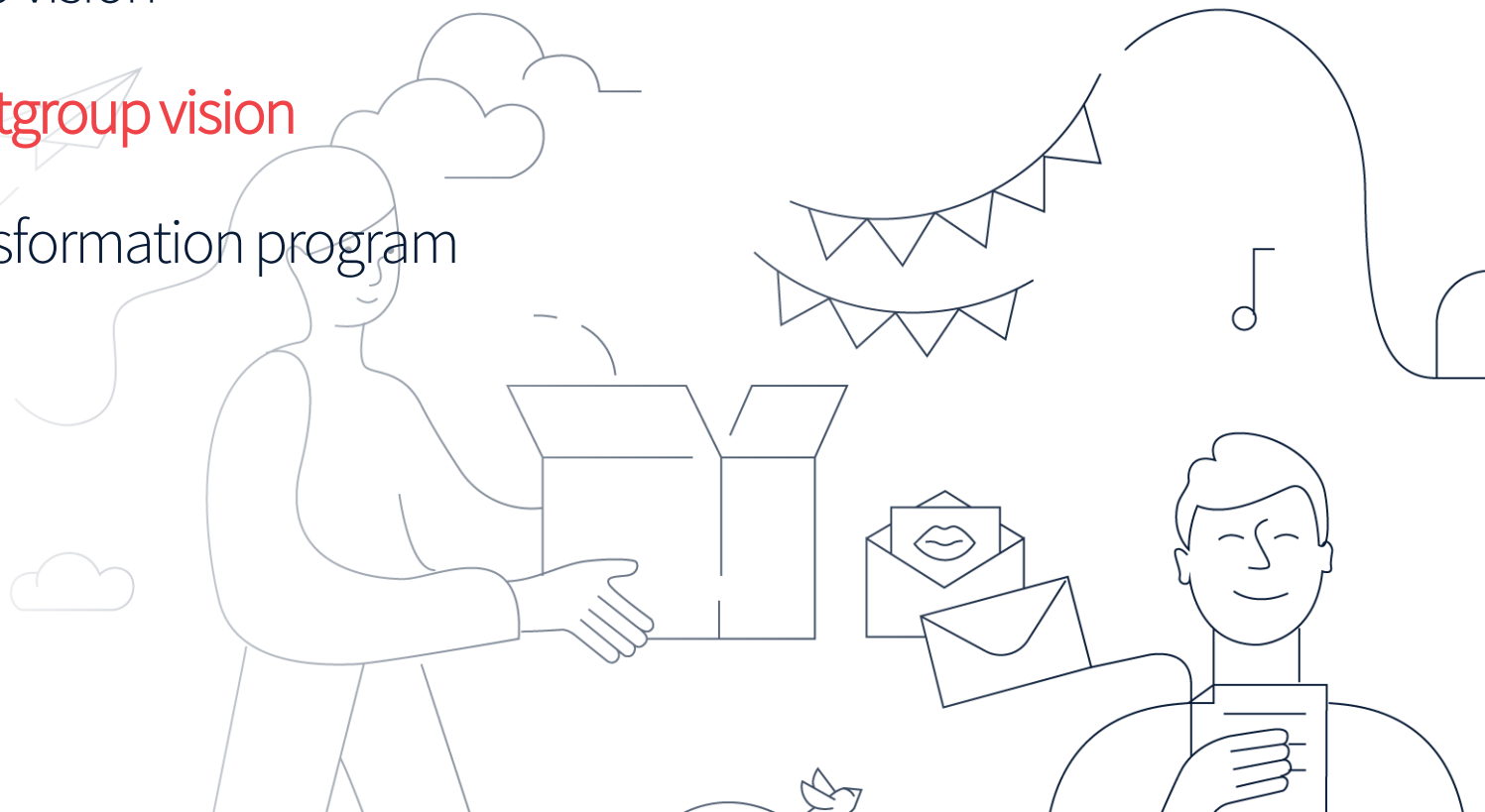
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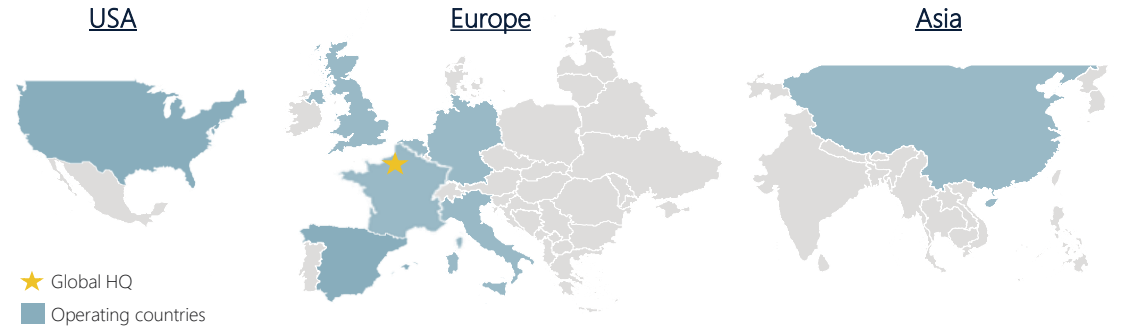
# Why acquire Staci ? – Company snapshot (1/2)

Staci is a France-based leading player in the Contract Logistics space with international presence and benefitting from a unique and differentiated positioning in “flexible high-value logistics”, characterized by complex flows

### Description

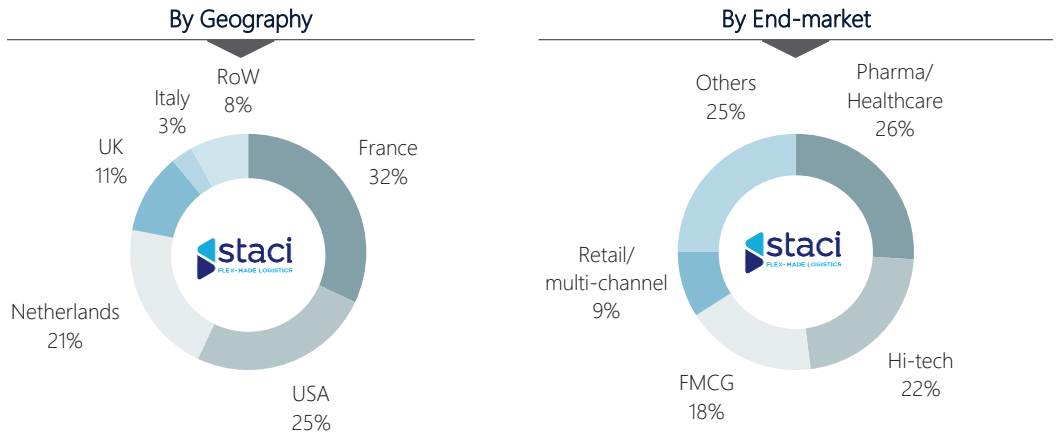
- Founded in 1989 and based in Saint-Ouen-l’Aumône, Staci is a Contract Logistics service with a **focus on complex orders** (meaning multi-reference packages, single-unit picking, distribution to multi-delivery points, etc.)
- The company is active in **warehousing, distribution, freight forwarding, and value-added services for B2B, B2C, D2C and e-commerce**
- Historically focused on non-commercial goods / POSM<sup>(1)</sup> (e.g. displays, samples, catalogs, etc.), the group operated from 2011 a **strategic shift towards commercial products and now benefits from a fast-growing exposure to e-commerce**
- Staci employs **3,500+ people around the world**, with main presence in France and additional sites throughout Europe (**699 k sqm warehouse space in total**), the US (**210 k sqm**) and Asia – the company benefits from a spread network comprising of 79 logistics hubs
- Ardian **acquired Staci in 2019** from Cobepa (c.80% of share capital), while SG Capital and management still own a minority stake (c.20%)

### Geographical Footprint & Revenue Breakdown (2023)



Originally mostly present on the European continent, Staci developed also in the US these past years, notably with the acquisition of Amware in 2023, which provided the group with a solid footprint and strong capabilities in the country

### Financial and operational metrics (2023)



# Why acquire Staci ? – Company snapshot (2/2)

Staci's model consists in industrializing retail multi-reference and single-unit picking logistics, requiring high flexibility and specific capabilities to address efficiently these types of contract

PROMOTIONAL GOODS		<ul style="list-style-type: none"> <li>• Distribution of <b>promotional items and prints to end-customers</b> (e.g. clothing, flyers)</li> <li>• <b>Assembly, delivery and installation of promotional materials in point of sales (PoS)</b> (e.g. displays, banners, beverage coolers)</li> </ul>
MERCHANT GOODS	E-fulfilment	<ul style="list-style-type: none"> <li>• <b>B2C delivery of low volume</b>, customized orders and/or non-standard items, mainly for small/mid-sized companies or less-mature D2C businesses</li> </ul>
	Brick & mortar	<ul style="list-style-type: none"> <li>• <b>B2B delivery for complex product range</b>, small volumes, disperse delivery and/or non-standard items, mainly for small/ mid-sized companies/ point of sales</li> </ul>
MED- AND HIGH-TECH	Med-tech	<ul style="list-style-type: none"> <li>• Import of <b>medical devices for US mid-sized med-tech</b> companies to Europe</li> </ul>
	High-tech	<ul style="list-style-type: none"> <li>• <b>Imports and intra-EU flows for mid-sized companies of high-tech hardware with complex requirements</b> (e.g. technical / regulatory specs., time critical, over-sized shipments, etc.)</li> </ul>
OTHERS	Field services	<ul style="list-style-type: none"> <li>• Delivery of <b>spare parts, local storage and return services</b> for field engineers &amp; technicians</li> </ul>
	Freight forwarding	<ul style="list-style-type: none"> <li>• <b>Shipments for mid-sized companies</b> leveraging partner network (not managing warehousing)</li> </ul>

# Why acquire Staci ? – Key highlights

A

Unique positioning as specialist of complex single-unit & multi-reference logistics, serving B2B, B2C and omnichannel customer needs, and benefiting from a unique savoir-faire in a very specific segment of the logistics space

B

International footprint with optimized and flexible network of leased sites, with a strong foothold in Europe complemented by a presence in China and the US

C

Proven multi-vertical expertise and diversified client base across blue-chip enterprise and SMEs, supported by a strong upselling track record and proven expansion into adjacent verticals

D

Strong financial performance, high margins and cash-flow generation underpinned by active marketing strategy and asset light business model with low levels of maintenance & expansion capex

E

Seasoned and experienced management team backed by local experts best fitted to lead industry consolidation with a proven track-record of build-ups integration

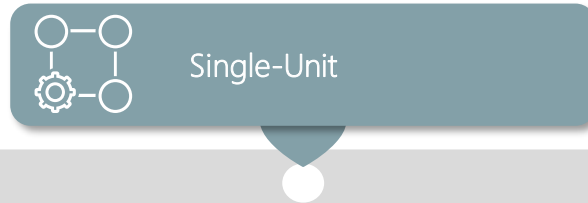
# A Unique positioning as specialist of complex single-unit & multi-reference logistics, serving B2B, B2C and omnichannel customer needs

## Geographical Footprint & Revenue Breakdown (2023)

- Proven, successful and differentiated business organization, meeting the B2B, B2C and omnichannel needs of customers, built around two key pillars:
  - A Replacement of multiple flows (orders, physical fulfilment, payments, etc.) from various third parties by a single one, centralized by Staci, allowing customers to focus on their core business
  - B Mutualization of resources through a systematic search for pooling (IT tools, transportation, etc.) with multi-client sites, allowing for a mutualization of assets as well as more efficient management of seasonality peaks (transferability of flows from site to another / complementarity)



- Multi-reference picking is a key pillar of the centralization of flows economic model and a core part of Staci's savoir-faire



- Staci's expertise relies on its ability to handle single unit orders (limited number of units per reference) requiring a more complex operational organization to successfully serve its clients



- Staci has developed a highly efficient ordering/procurement management IT tool perfectly suited to very capillary networks (c.400,000 points of sales directly connected to Staci's web solutions, serving clients with 500 PoS on average)



# B International footprint with optimized and flexible network of leased sites

Staci benefits from a strong historical presence in Europe, complemented by an international footprint in China and the US

Historical footprint in **Europe**, particularly in France, with strong presence in countries such as the UK, Spain and Italy

Over the past years, Staci has expanded its international footprint to **China** and the **US** to accompany its clients' growth

■ Operating countries  
⊗ Number of logistics hubs in the area



**France**

31 sites

**UK**

7<sup>(1)</sup> sites

**Netherlands**

5 sites

**Italy**

4 sites

**Germany**

3 sites

**Spain**

8 sites

**China**

3 sites

**US**

15 sites

**Belgium**

3 sites

Comprehensive network of 79 logistics hubs located in prime locations offering a cumulated storage area of >900k sqm  
 All sites are leased allowing for an active management of warehouse capacity and optimized utilization rates

Note: <sup>(1)</sup> Including one warehouse owned by Staci in the UK.

# Proven multi-vertical expertise with highly diversified and fragmented client base

- ✓ **Diversified portfolio of 2,000+ loyal blue-chip clients** covering all economic sectors
- ✓ **Low client concentration** as Staci serves a large number of small-volume clients
- ✓ **Strong exposure to resilient and promising industries** (F&B, health / med-tech cosmetics, high-tech)
- ✓ **Possibility to increase geographic cross-selling** by serving existing customers in higher number of countries



Multi-year service contracts with **churn rate below 2%**



Low client concentration: top-20 clients 31% of sales



Strong cross-selling capabilities with 100+ clients served in more than 2 countries

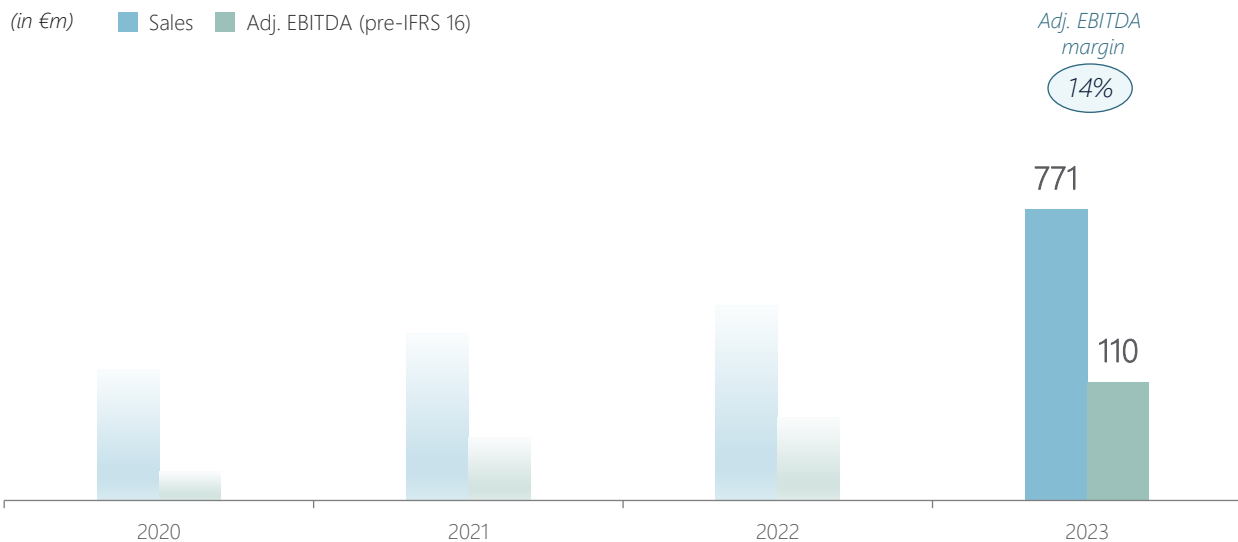
<p><b>FMCG</b></p> <p>Delivery of brands' sales and marketing activities for +100 FMCG groups (e.g., beverage coolers, kit packing and bulk collation)</p>	<p><b>Healthcare &amp; Pharma</b></p> <p>Logistics &amp; distribution of medical devices, spare parts, accessories, and pharma products (e.g., promotional materials, product samples, food supplements)</p>	<p><b>Industry &amp; High-tech</b></p> <p>Multi-channel distribution mainly of spare parts (e.g., GPS systems)</p>	<p><b>Retail &amp; Multi-channel</b></p> <p>Outsourcing of logistics flows for +50 top brands and +30 franchise networks (e.g., hangers, salesperson uniforms, gift wraps)</p>
<p><b>Beauty &amp; Cosmetics</b></p> <p>Logistics &amp; distribution of accessories, and cosmetics products (e.g., promotional materials, cosmetics, make-up)</p>	<p><b>Telecom</b></p> <p>Comprehensive solutions of product logistics for major telecom companies (e.g., devices and wireless routers, spare parts, label printing)</p>	<p><b>Automotive &amp; Aerospace</b></p> <p>Supply of logistics and digital solutions incl. PoSM, merchandise, accessories and spare parts to the automotive and aerospace ecosystem (e.g., technical documentation, signage, spare parts)</p>	<p><b>Bank, Insurance &amp; Finance</b></p> <p>Optimized provisioning of all media for networks of +50 banking and insurance companies (e.g., catalogs, brochures, posters)</p>

Attractive and diversified customers across blue-chip enterprise and SMEs, with balance high-growth and resilient verticals  
Growth supported by integration with clients and cross-selling track record, with proven expansion into adjacent verticals

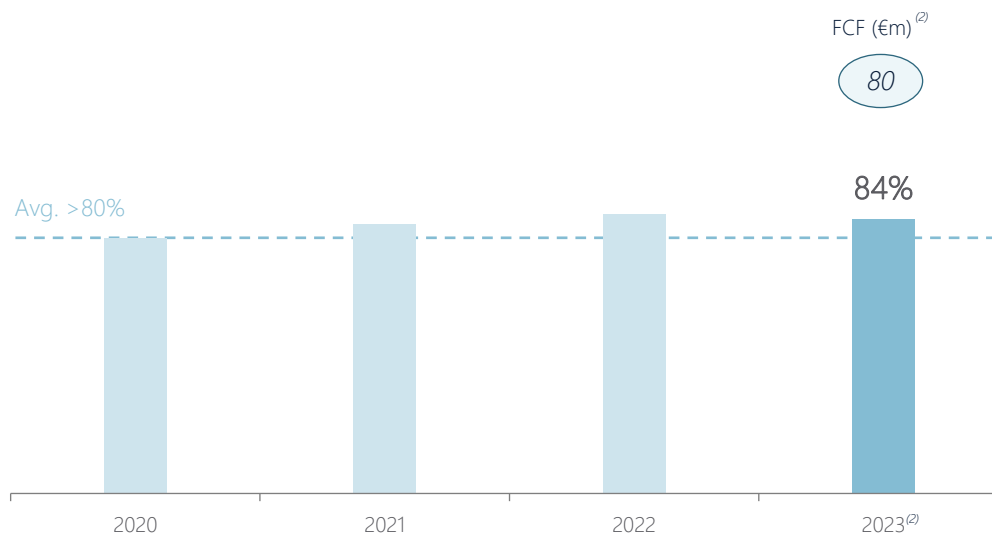


# Strong Financial Performance, High Margins and Strong Cash-flow Generation

## Historical Revenue and EBITDA Pre-IFRS 16<sup>(1)</sup>



## Strong Cash-flow Conversion<sup>(3)</sup>



**Strong organic growth** supported by successful active marketing strategy and commercial successes



Substantial growth expansion supported by **successful integration of build-ups**



**Strong resilience post Covid** owing to strong performance driven by high margins and strict monitoring of fixed costs



Leased warehouses imply **low levels of maintenance & expansion capex**




Limited working capital needs with inventories remaining property of clients



**Asset light business model** and strict cost monitoring strategy allow for **strong cash-generation potential**

# E Seasoned management team best fitted to lead industry consolidation

A Solid Organization Led by an Experienced Management Team...



**Thomas Mortier**  
CEO

- Appointed CEO of Staci Group in 2011
- Joined Staci in 1996 and was successively Sales Representative, Sales Director and General Manager
- Graduated from ICD Business School (Paris)



...With a History of Successful Build-ups...

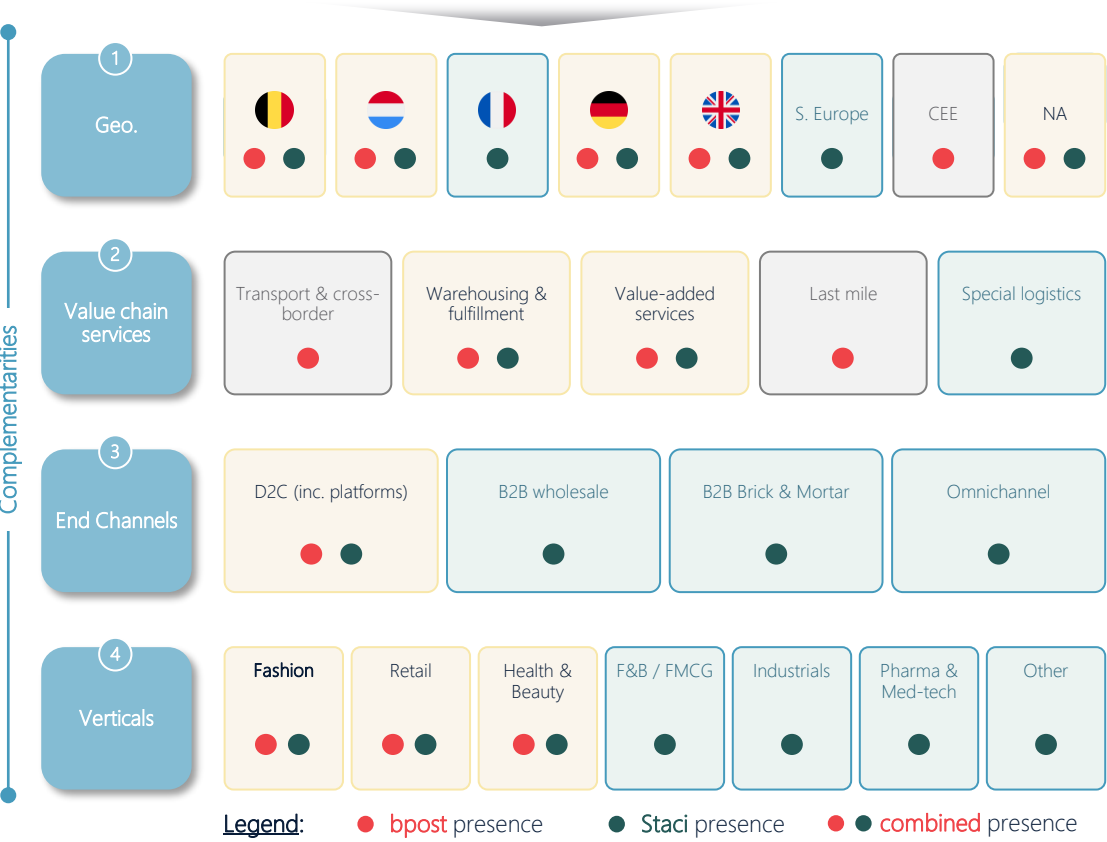
... Enhanced by an Efficient Integration Strategy

OPERATIONS / WAREHOUSE MANAGEMENT	<ul style="list-style-type: none"> <li>• Operations optimization through mutualization of warehouses, management of manpower and harmonization of processes</li> <li>• Contracts renegotiation for transport costs, procurement, etc.</li> </ul>
+	
IT SYSTEMS AND PROCESSES	<ul style="list-style-type: none"> <li>• Audit of current IT system and processes in place</li> <li>• Integration with Staci proprietary IT back-office tool, processes reports and local adaptation to country specificities</li> </ul>
+	
COMMERCIAL ENGINE	<ul style="list-style-type: none"> <li>• Review and optimization of portfolio contracts</li> <li>• Synchronized commercial development to foster cross-selling</li> </ul>

# Why acquire Staci ? – Complementarity with bpost and synergy potential

## Strategic Rationale

The acquisition of Staci is a *major step in bpost transformation journey*, moving from postal player to international third-party logistics provider, with a strong focus on flexible, high-value logistics serving B2B, B2C and omnichannel customer needs



## Overview of Synergy Potential Resulting from the Transaction

- 1 Pooling of third-party transportation volumes
- 2 Asset optimization on both cost (combining warehouses with free capacity) and revenues (geographical expansion for Staci customer, using bpost assets)
- 3 B2B capability development for bpost
- 4 Development of integrated commercial offers to benefit from the full range of proposed services
- 5 Scale optimization notably related to procurement savings

# Deal contemplated with Staci

## Staci information

Description



2023 Revenue



2023 EBITDA  
(pre-IFRS 16)



## Deal information

Perimeter



Enterprise Value

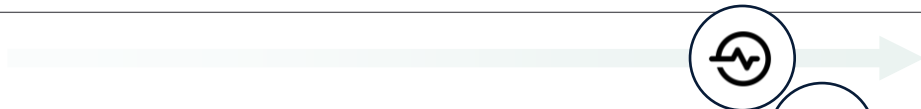


Financing

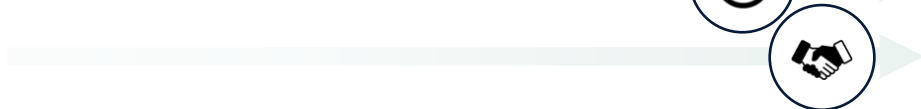


## Process Information

Process Status



Expected Closing



Staci is a contract logistics provider with a focus on complex orders (multi-reference packages, single-unit picking, distribution to multi-delivery points)

€771m

€110m (14% margin)

100% acquisition of Staci from Ardian and minority shareholders

€1.3bn Enterprise Value (pre-IFRS 16) representing a ~12x pre-IFRS 16 EBITDA multiple

bridge financing upon closing & available cash

Signed agreement with sellers

September / October 2024 following receipt of regulatory approvals



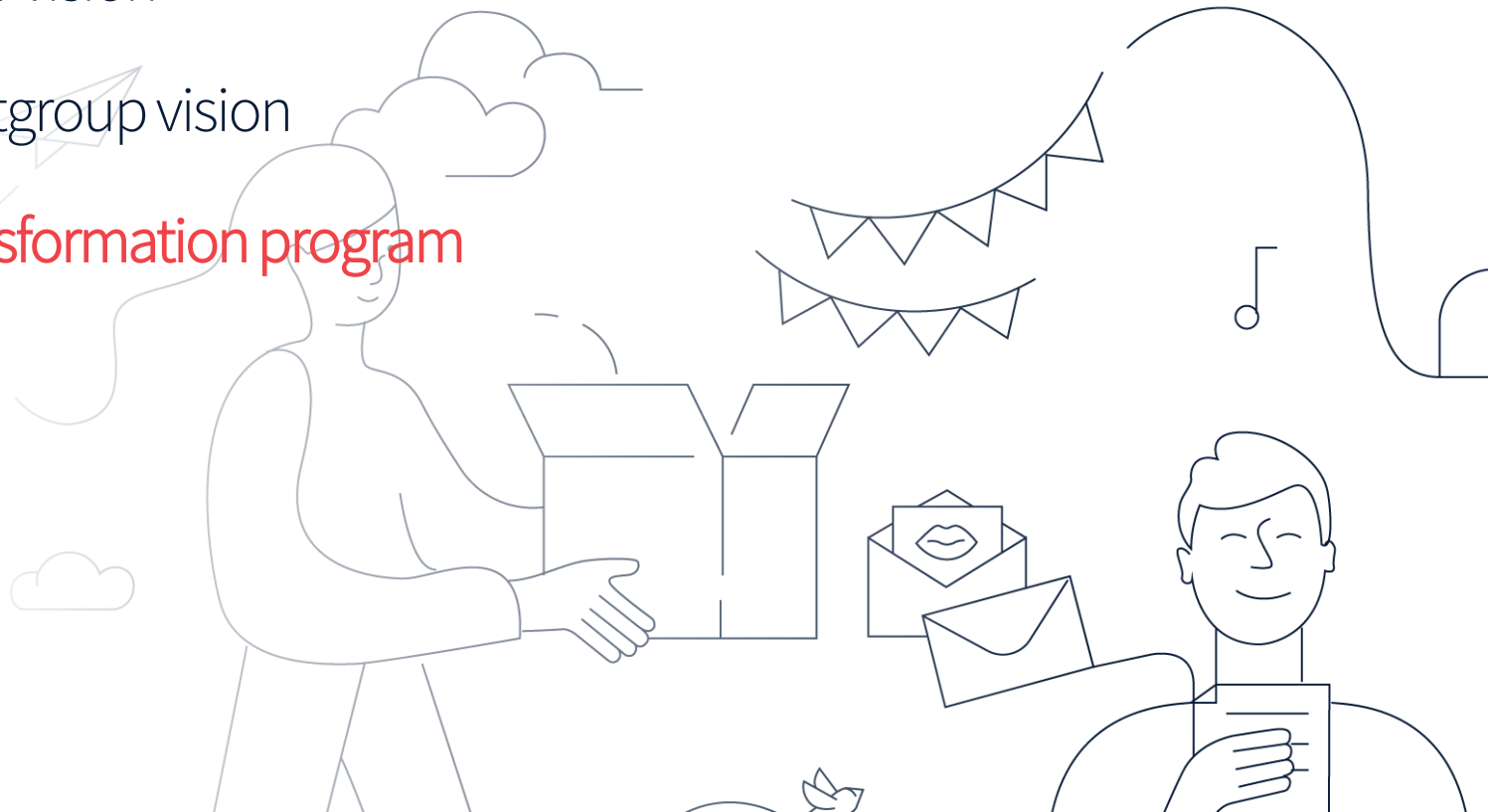
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# The transaction leads to a new BU structure and the completion of a strong executive leadership team to execute the transformation

New business unit structure, supporting the strategic imperatives, with a full executive committee ready to deliver the plan

From a country-based structure ...



... To a business-based organization design

Belgium

E-Logistics  
North America


E-Logistics  
Eurasia

BeNe Last Mile


International 3PL

Global Cross-border


## New Executive Leadership Team



Chris Peeters  
CEO  
*Started in Nov-23*




Philippe Dartienne  
CFO




Jos Donvil  
CEO  
BeNe Last Mile




Thomas Mortier  
CEO  
International 3PL  
*Start at closing*




James Edge  
CEO  
Global Cross-border



Nicolas Baise  
Chief Transformation Officer



Anette Böhm  
Chief HR Officer

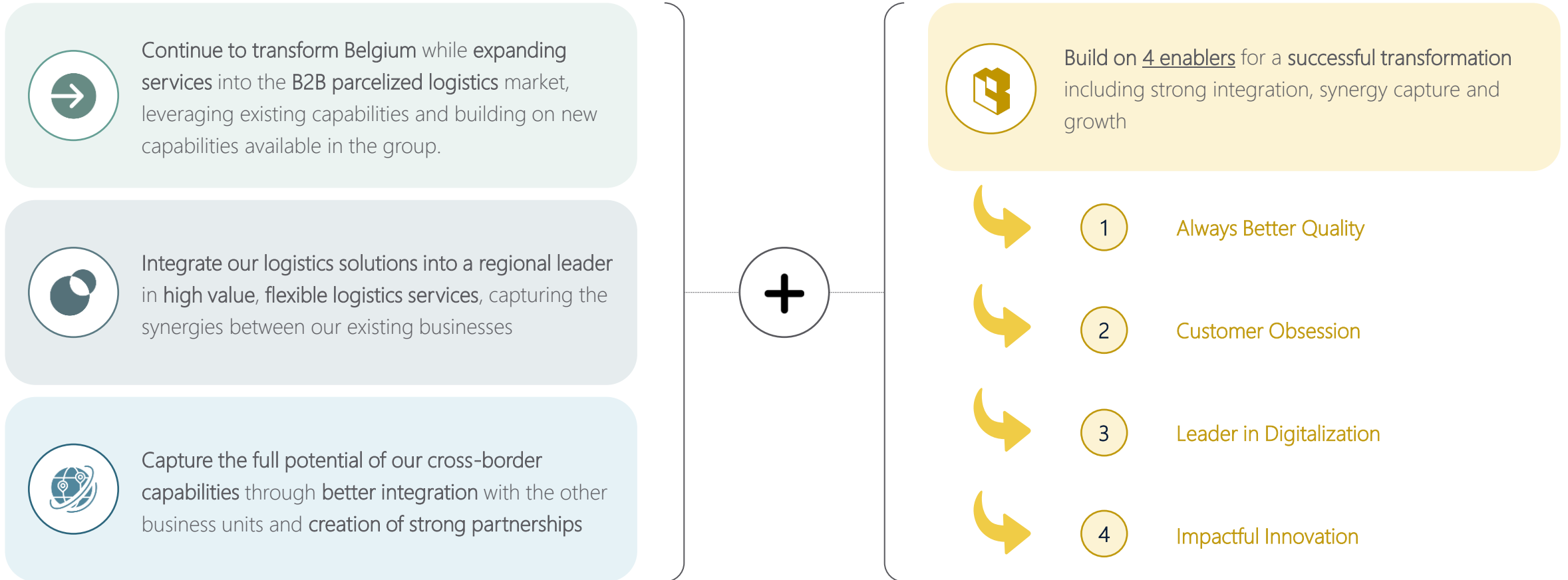


Frank Croket  
Chief Digital Officer



Christel Dendas  
Chief Commercial Officer  
*Start in May-24*

# Beyond the current transaction, bpostgroup aims at pursuing an ambitious transformation to further position the group as a regional leader in high-value flexible logistics services





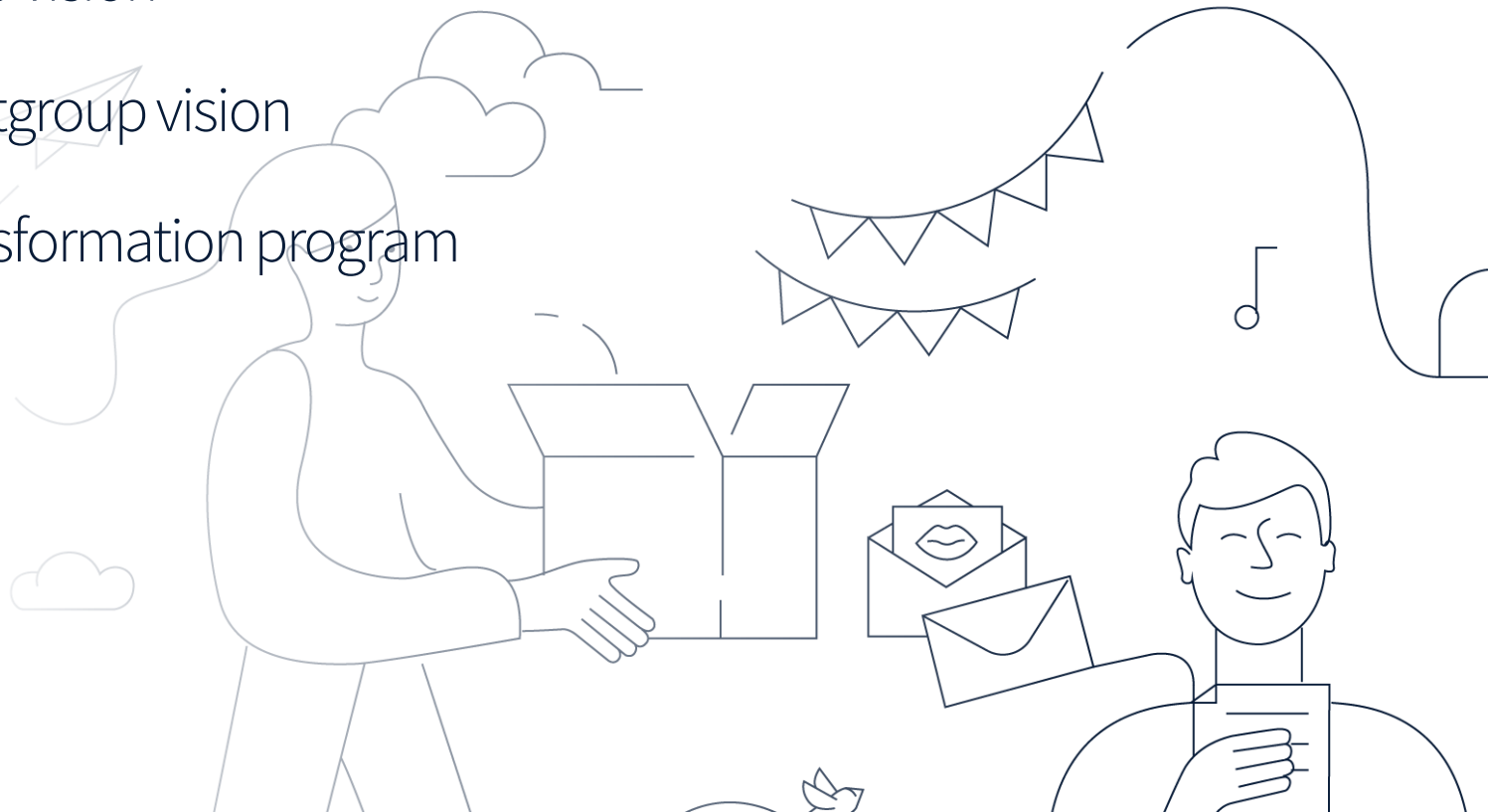
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# Accelerating the transformation to the new bpost, a regional leader in high value flexible logistic with promising future opportunities

A

Industry trends and business dynamics require **an evolution of bpost model**, to address structural changes and better position the group towards a **prosperous future with a focused vision**


B

This vision aims at


- Capturing **value from underlying logistics market trends**,
- Leveraging **existing strength of the group** in Belgium and abroad
- Developing **new B2B logistics capabilities**, focused on flexible, high value services serving B2B, B2C, and omnichannel customer needs

C


bpostgroup re-shaped around 3 core activities:



BeNe  
Last Mile



International  
3PL



Global  
Cross-border



## Acquisition of Staci

bpost acquires Staci, a leading specialist of complex logistics services provider with a spread network of sites across Europe, in the US & China

- ▶ Strengthening of bpost's European network
- ▶ Acquisition of a strong business with recognized management and expertise
- ▶ B2B expansion and e-commerce acceleration

*...preparing bpost for the future*

- A New Portfolio with Improved Financial Performance

  - Acquiring an asset with solid financial performance, **high margins**, and **strong cash flow generation**, while requiring limited capital expenditure
- A Platform to become a Regional 3PL Leader

  - Continue to transform Belgium while expanding services into the B2B parcelized logistics market
  - **Integrate our logistics solutions into a regional leader in high value, flexible logistics services**, capturing the synergies and full potential of **cross-border capabilities**