

COORDINATED VERSION OF THE ARTICLES OF ASSOCIATION OF BPOST SA/NV
Title I. – Legal form, definitions, name, registered office, purpose, duration
Article 1. Legal form
<p>The company is a company limited by shares under public law (“<i>société anonyme de droit public</i>” / “<i>naamloze vennootschap van publiek recht</i>”) as defined by the Law of March 21, 1991 on the reform of certain economic state-owned companies.</p> <p>The shares of the company are admitted to trading on the regulated market of Euronext Brussels.</p> <p>The company is subject to the Code of Companies and Associations and other legal provisions applicable to companies limited by shares to the extent the Law of March 21, 1991 or any other specific law, or regulation enacted by virtue of such laws and applicable to the company, does not deviate from them.</p>
Article 2. Definitions
<p>For the purposes of these articles of association, the following terms shall have the meaning set forth hereunder:</p> <ol style="list-style-type: none"> 1. Financial postal services: the transactions referred to in Article 131, 22° of the Law of March 21, 1991; 2. Independent director: a director as defined in Article 7:87 of the Code of Companies and Associations; 3. Law of March 21, 1991: the Law of March twenty-one, nineteen hundred ninety one on the reform of certain economic state-owned companies, as amended from time to time (“<i>betreffende de hervorming van sommige economische overheidsbedrijven</i>” / “<i>portant réforme de certaines entreprises publiques économiques</i>”); 4. Non-executive director: any director who does not have executive responsibilities in the company; 5. Person: any natural person or legal entity; 6. Postal services: the postal services referred to in Article 131, 1° of the Law of March 21, 1991; 7. Subsidiary: any company within the meaning of Article 1:15, 2°, of the Code of Companies and Associations.
Article 3. Name
<p>The company bears the name “bpost”.</p> <p>In all deeds, announcements, publications, correspondence and in any other document issued by the company, its name is to be preceded or succeeded, as the case may be, by the words “<i>naamloze vennootschap van publiek recht</i>” in Dutch, or “<i>société anonyme de droit public</i>” in French.</p>

Article 4. Registered office, website and email address

The registered office of the company is situated within the Brussels Region. The board of directors may by resolution transfer the registered office to any location within the Brussels Region.

The company may, by resolution of the board of directors, establish one or more administrative offices, operational seats, branches, representations or agencies in Belgium or abroad.

The company's website is <https://corporate.bpost.be/> and security holders may, in accordance with and within the limits of Article 2:31 of the Code of Companies and Associations, contact the company at the following email address: investor.relations@bpost.be.

Article 5. Purpose

The purpose of the company is, in Belgium, abroad or cross-border:

1. the operation of postal services of any type and financial postal services in order to steadily guarantee the universality and the confidential character of the written communications, as well as the transportation and the exchange of money and payment instruments;
2. the provision of financial postal services and of any other financial, banking or payment services;
3. the operation of transport, logistics, fulfilment, warehousing, e-commerce related services and distribution services and the operation of a distribution network, irrespective of the goods concerned;
4. the operation of parcel services and of a parcel distribution network;
5. the operation of retail services and of a retail network, including the operation of retail activities for the sale of goods or services of third parties;
6. the delivery of proximity, convenience and other services at home, at work or other places;
7. the provision of paper or digital communication, certification, data, printing, scanning and document management services, as well as pre-postal services;
8. all activities, irrespective of their nature and including entering into new business lines, to directly or indirectly enhance the above services and operations;
9. all activities, irrespective of their nature and including entering into new business lines, to directly or indirectly procure the most efficient use of the company's infrastructure, personnel and operations.

The company may carry out the activities referred to under points (1) to (9) above in whatever capacity, including, but not limited to, as intermediary or, with respect to transport or logistics services, as transport commission agent, and perform any ancillary services related to such activities, including, but not limited to, customs and customs clearance services.

Within this framework it may especially perform all public service duties assigned to it by or pursuant to the law or otherwise.

The company may take interests by way of asset contribution, merger, subscription, equity investment, joint venture or partnership, financial support or otherwise in any private or public law

company, undertaking or association, in Belgium or abroad, which may directly or indirectly contribute to the fulfilment of its purpose.

It may, in Belgium or abroad, engage in all civil, commercial, financial and industrial operations and transactions connected with its purpose.

Article 6. Duration

The company is incorporated for an unlimited duration.

Title II. - Capital, shares and bonds

Article 7. Capital

The issued, paid-up capital of the company amounts to EUR 363,980,448.31. It is represented by 200,000,944 shares, without nominal value, each having one vote, and each representing 1/200,000,944th of the capital.

Article 8. Preferential subscription right

§1. In the case of an increase of capital, the shares to be issued in return for a contribution in cash will first be offered to the company's existing shareholders in proportion to that share of the capital represented by their shares.

§2. The statutory preferential subscription right may be exercised within the term as determined by the shareholders' meeting or, in the case of an increase of capital decided under the authorized capital, the board of directors, which may not be less than fifteen days from the date on which the subscription was opened and not exceed six months.

§3. The shareholders' meeting may, in the company's interest, restrict or cancel the preferential subscription right.

Article 9. Calls

If need be, the board of directors will make calls on shares which were not fully paid up at the time of subscription.

In the event the board of directors considers such contribution call to be required or useful, it will determine the amount and the date thereof and notify the shareholders by registered letter at least three months prior to the maturity date.

This notice is considered as proof of default and in the absence of payment on the fixed date, interests are due as of the maturity date by operation of law at the legal interest rate.

Article 10 Nature and register of securities

Shares not fully paid-up are in registered form.

Fully paid-up shares are in registered or dematerialised form.

A register for each category of registered securities (which may be held in electronic form) is kept at the company's registered office. Each registered security holder has access to the register

relating to his/her category of securities.

A dematerialised security is represented by an entry on a personal account of the owner or holder with a recognised account holder or clearing and settlement institution.

Holders of shares may elect to have, at any time, their registered shares converted into dematerialised shares, and vice versa, at their own expense.

Article 11. Disclosure of significant shareholdings

In accordance with the Law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose shares are admitted to trading on a regulated market and the Royal Decree of 14 February 2008 on the disclosure of significant shareholdings, the applicable successive thresholds are established at 3%, 5% and any multiple of 5%.

Article 12. Indivisibility of securities

In the event two or more people have rights in rem to the same security, the board of directors may suspend the exercise of the rights attached to such security until one person has been appointed as the sole representative of the relevant security vis-à-vis the company.

If a security belongs to a bare owner or owners and usufructuary or usufructuaries, all rights attached to such security are exercised by the usufructuary or usufructuaries, unless there is a stipulation to the contrary in a will or contract. In the latter case, the bare owner or owners and the usufructuary or usufructuaries must inform the company in writing of this arrangement.

TITLE III. - Management, Representation, Audit

Chapter 1. - Board of directors

Article 13. Composition

§1. The company is managed by a board of directors, which shall consist of up to twelve directors, including the chief executive officer.

The directors, excluding the chief executive officer, are each appointed for a renewable term of maximum four years.

§2. Except for the chief executive officer, the board of directors shall consist of only non-executive directors.

§3. The board of directors shall always count at least three independent directors. Directors appointed upon nomination by a shareholder can be independent, provided they fulfil the criteria laid down in Article 7:87 of the Code of Companies and Associations, but they must not be independent. All other directors, with the exception of the chief executive officer, have to be independent directors.

Article 14. Appointment and dismissal of directors

§1. The directors are appointed by the shareholders at the shareholders' meeting. The board of directors solely nominates candidates who have been nominated by the remuneration and

nomination committee.

§2. Without prejudice to §1 of this Article 14, each shareholder holding at least 15% of the shares of the company, has the right to nominate directors for appointment *pro rata* its shareholding.

§3. The directors may be dismissed at any time by the shareholders' meeting.

Article 15 Remuneration

The shareholders' meeting decides whether, and to which extent, a director's mandate is remunerated with a fixed or variable remuneration.

Article 16. Chairperson of the board of directors

The board of directors appoints a chairperson amongst its non-executive directors and has the right to remove the chairperson from his/her chairpersonship.

Article 17. Vacancy of a director's mandate

Should any of the mandates of director become vacant, the remaining directors have the right to co-opt a new director.

The candidate for the vacant mandate is co-opted upon proposal by the remuneration and nomination committee and in accordance with provisions of Article 13 and Article 14, §2.

Article 18. Powers of the board of directors

§1. The board of directors is vested with the power to perform all acts that are necessary or useful for the realisation of the company's purpose, except for those which the law or the articles of association reserve to the general meeting of shareholders.

§2. The board of directors may delegate special and limited powers to the chief executive officer and other people. The sub-delegation of said powers is allowed unless otherwise provided.

§3. The board of directors must set up (i) an audit committee (in accordance with Article 7:99 of the Code of Companies and Associations) and (ii) a nomination and a remuneration committee (in accordance with Article 7:100 of the Code of Companies and Associations). In addition, the board of directors may set up a strategic committee. The basic rules governing the composition, tasks and method of functioning of such committees are laid down in charters drawn up by the board of directors. The board of directors may, in preparation of its deliberations and resolutions, set up other committees of which it determines the number, the composition and the powers in accordance with these articles of association.

Article 19. Meetings

§1. The meetings of the board of directors are called by its chairperson or the chief executive officer whenever the interest of the company so requires or at the request of two directors. Each year at least five meetings of the board of directors are held.

The convening notice must be sent in writing, or by any other means of communication leaving a material trace, at the latest two business days prior to the meeting, except in the case of an emergency, which is to be justified in the convening notice or in the minutes of the meeting. A

director who is present or represented at the meeting shall be deemed to have waived the convening formalities and deadlines.

The meetings are held at the day, hour and place mentioned in the convening notice.

§2. The board of directors is presided by the chairperson. If the chairperson is prevented from attending the meeting, the board of directors is presided by the eldest of the directors present.

Article 20. Corporate governance charter

The board of directors determines its working and other rules in a corporate governance charter. This charter especially contains rules with respect to the contents of the convening notices, the presence of directors at board meetings, the representation by proxy and the procedures to be followed in case of conflict of interests.

Article 21. Quorum

§1. The board of directors can only deliberate and decide validly if more than half of the directors is present or represented.

§2. The quorum requirement set forth in §1 above shall not apply:

1. to the vote on any matter at a subsequent meeting of the board to which such matter has been deferred for lack of quorum at a prior meeting, if said subsequent meeting is held within 30 days from such prior meeting and the notice of said subsequent meeting sets forth the proposed decision on such matter with reference to this Article 21, §2, 1, or;
2. when an unforeseen emergency arises that makes it necessary for the board to take action that would otherwise become time-barred by law or in order to avoid imminent harm to the company.

§3. Directors may participate in a meeting of the board of directors using telephone or any similar means of communication that enables all persons participating in such meeting to hear each other in real time. Each person participating in a meeting in accordance with this §3, is deemed to be present at such meeting.

§4. Any director may grant a proxy in writing or by any means of communication leaving a material trace to another director in order to represent him/her at a specific meeting and to vote on his behalf.

Representation by proxy is considered as presence for determining the quorum.

Article 22. Deliberation and voting

§1. Without prejudice to the special majority requirements set forth in Article 22, §2, all decisions of the board of directors shall be adopted by a majority of the votes cast. In the case of a tie, the chairperson of the meeting has the casting vote.

§2. The adoption of the following decisions of the board shall require a majority of two-thirds of the votes cast:

1. the approval of (any amendments to) the internal rules and regulations ("*règlement d'ordre intérieur*" / "*intern reglement*"), the corporate governance charter or the charter of a board committee;

2. the appointment of the chief executive officer;
3. any issuance of shares, convertible bonds or subscription rights under the authorized capital in the case of cancellation or limitation of preferential subscription rights of existing shareholders; and
4. any decision to acquire or dispose of own shares.

§3. The board resolutions may be approved by unanimous written consent of all directors.

Article 23. Minutes

The resolutions of the board of directors are recorded in minutes signed by the chairperson and the secretary of the meeting and by those directors who wish to do so. These minutes are to be recorded or placed in a special minute book.

The copies or extracts destined for third parties are signed by the chairperson of the board of directors, by two directors, by the chief executive officer or by the company secretary.

Chapter 2. - Chief executive officer

Article 24. Appointment and removal

The board of directors appoints and removes the chief executive officer, upon proposal of the remuneration and nomination committee. The chief executive officer is appointed for a renewable term of maximum six years.

Article 25. Powers of the chief executive officer

§1. The chief executive officer is vested with the day-to-day management of the company and the representation of the company in respect of such management. This representation includes the exercise of voting rights attached to the shares and stakes held by the company.

§2. The chief executive officer is also entrusted with the execution of the resolutions of the board of directors and special powers delegated to him/her by the board of directors in accordance with Article 18, §2.

§3. The chief executive officer reports regularly to the board of directors. At all times, the board of directors or its chairperson may request the chief executive officer to report on the activities or certain activities of the company. The board of directors may request the chief executive officer at all times to provide all data and information and to carry out all necessary verifications within the framework of the internal audit.

§4. Within the limits of the powers granted to him/her by or pursuant to these articles of association, the chief executive officer may delegate special and limited powers to any person, with faculty of sub-delegation unless otherwise provided.

The chief executive officer informs the board of directors of the powers that are delegated by him/her pursuant to this Article 25, §4.

Chapter 3. - Representation
Article 26. Representation
<p>The company is represented in all its acts and at law by:</p> <ol style="list-style-type: none"> 1. the chairperson of the board of directors and the chief executive officer, acting jointly, or by one of them and another director, acting jointly; 2. the chief executive officer alone, within the limits of the daily management and the other powers delegated to him/her; 3. by every other person, acting within the limits of the mandate granted to him/her.
Chapter 4. - Control
Article 27. Control of the financial situation
<p>§1. The control on the financial situation, the annual accounts and on the regularity - in view of the Code of Companies and Associations and these articles of association - of all transactions to be recorded in the annual accounts, is assigned to a board of auditors, composed of four members, which deliberates in accordance with the ordinary rules of the deliberating bodies. They bear the title of auditor and are appointed for a renewable term of three years.</p> <p>Without prejudice to Article 3:68, §1, second indent of the Code of Companies and Associations, the board of auditors cooperates with the auditors appointed by the affiliates of the company to the extent that this is necessary for the execution of its duty of control.</p> <p>§2. The Court of Audit of Belgium appoints two auditors among its members. The remaining two members are appointed by the shareholders' meeting among persons who are members of the Belgian Institute of Auditors.</p> <p>§3. The shareholders' meeting determines the remuneration of the auditors.</p> <p>§4. The report of the board of auditors is sent to the board of directors.</p>
Title IV. - Shareholders' meetings
Article 28. Day and place of meetings
<p>Each year, the ordinary meeting of shareholders is held on the second Wednesday of May at 10am, in Brussels or in one of the other municipalities of the Brussels Region at the place designated by the convening notice. If such day is a legal public holiday in Belgium, the meeting shall take place at the same hour on the following working day.</p>
Article 29. Convening notice
<p>§1. The ordinary, special and extraordinary shareholders' meetings are called by the board of directors or the board of auditors. The board of directors or the board of auditors has to convene a shareholders' meeting at the request of shareholders representing one-tenth of the company's capital.</p> <p>The convening notices are made in accordance with the Code of Companies and Associations. The</p>

convening notices made by the board of directors may validly be signed in its name by the chairperson or the chief executive officer.

Every shareholder may waive its right to receive a convening notice. In any event, shareholders present or represented at the meeting are deemed to have waived the convening formalities and deadlines.

§2. One or more shareholders that hold together at least 3% of the company's share capital may, in accordance with applicable provisions of the Code of Companies and Associations, request for items to be added to the agenda and may submit resolution proposals with regard to existing agenda items or new items to be added to the agenda. The new agenda items and/or resolution proposals must be received by the company in signed original paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the twenty-second calendar day preceding the date of the shareholders' meeting and the company shall publish a revised agenda at the latest on the fifteenth calendar day preceding the date of the meeting.

Article 30. Admission formalities

§1. A shareholder wishing to attend and participate in the shareholders' meeting must:

1. have the ownership of its shares recorded in its name, as at midnight (Belgian time), on the fourteenth calendar day preceding the date of the meeting (the "record date") either through registration in the shareholders' register in the case of registered shares or through book-entry in the accounts of an authorised account holder or clearing institution in the case of dematerialised shares; and
2. notify the company (or the person designated by the company) at the latest on the sixth calendar day preceding the day of the meeting, of its intention to participate in the meeting, via the e-mail address of the company or any specific e-mail address indicated in the convening notice, as the case may, through a proxy that is signed in handwritten form or by means of an electronic signature in accordance with applicable Belgian law. In addition, the holders of dematerialised shares must, at the latest on the same day, provide the company (or the person designated by the company), or arrange for the company (or the person designated by the company) to be provided, with an original certificate issued by an authorised account holder or a clearing institution certifying the number of shares owned on the record date by the relevant shareholder and for which it has notified its intention to participate in the meeting.

§2. An issuer of certificates relating to registered shares must notify its capacity of issuer to the company, which will record such capacity in the register of such shares. An issuer that refrains from notifying this capacity to the company can only vote at a shareholders' meeting if the written notification indicating its intention to participate in that shareholders' meeting specifies its capacity of issuer. An issuer of certificates linked to dematerialised shares must notify its capacity of issuer to the company before exercising any vote, at the latest through the written notification indicating its intention to participate in the shareholders' meeting, failing which such shares cannot participate in voting.

§3. Any shareholder with the right to vote may either personally participate in the meeting or give a proxy to another person, who need not be a shareholder, to represent it at the meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder must be signed in handwritten form or by means of an electronic signature in

accordance with applicable Belgian law, and be notified to the company via the e-mail address of the company or any specific e-mail address indicated in the convening notice, at the latest on the sixth calendar day preceding the date of the meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirement.

§4. Before being admitted to the meeting, the shareholders or their proxy holders are required to sign an attendance sheet, indicating their first name, last name and place of residence or denomination and registered office, as well as the number of shares in respect of which they are participating in the meeting. Representatives of legal entities must provide the documents evidencing their capacity as bodies or special proxy holders. The natural persons, shareholders, bodies or proxy holders who take part in the shareholders' meeting must be able to prove their identity.

§5. The holders of non-voting profit-sharing certificates, non-voting shares, convertible bonds, subscription rights and certificates issued with the cooperation of the company may participate in the shareholders' meeting in advisory capacity only. They are subject to the same formalities concerning admission and access, and forms and filing of proxies, as those imposed on the shareholders.

Article 31. Remote voting before the shareholders' meeting

Any shareholder may vote remotely before the shareholders' meeting, by letter or, if permitted by the board of directors in the convening notice, via the company's website, through a form which shall be made available by the company. The signed form for voting by letter must be received by the company at the latest on the sixth calendar day preceding the date of the meeting. Voting via the company's website may occur until the calendar day before the date of the meeting.

The company may also organise a remote vote before the meeting through other electronic communication methods.

Where applicable, either the convening notice or an accessible document to which the convening notice refers (e.g. the company's website) sets out the modalities for a remote vote prior to the shareholders' meeting, including the modalities for verifying the capacity and the identity of the people wanting to vote remotely before the shareholders' meeting via the company's website.

Shareholders voting remotely before the shareholders' meeting must comply with the admission formalities set out in Article 30, §1.

Article 32. Remote participation in the shareholders' meeting

If permitted by the board of directors in the convening notice, any shareholders complying with the admission formalities set out in Article 30, §1 may participate remotely by way of one or more electronic means of communication made available by the company. The shareholders participating remotely in the shareholders' meeting are deemed to be present at the place where the shareholders' meeting is held physically.

Where applicable, either the convening notice or an accessible document to which the convening notice refers (e.g. the company's website) sets out the modalities for remote participation in the shareholders' meeting, including:

1. the modalities for verifying the capacity and identity of the shareholders wanting to participate

<p>remotely in the shareholders' meeting on the basis of the used electronic means of communication,</p> <ol style="list-style-type: none"> 2. any additional conditions imposed on the use of electronic means of communication in order to guarantee their security, 3. how it is established that a shareholder participates in the shareholders' meeting via electronic means of communication and can therefore be considered present. <p>If the convening notice expressly so provides, the electronic means of communication shall enable the shareholders to participate in the deliberations and to exercise the right to ask questions.</p>
<p>Article 33. Quorum</p>
<p>The meeting of shareholders can deliberate and vote validly if the quorum requirements as set forth in the Code of Companies and Associations are met.</p>
<p>Article 34. Deliberation and resolutions</p>
<p>§1. Each share carries one vote.</p> <p>§2. Except as required by the Code of Companies and Associations, all resolutions of the shareholders' meeting shall be adopted by a majority of the votes cast.</p>
<p>Article 35. Chairperson</p>
<p>The shareholders' meeting is chaired by the chairperson of the board of directors, or in his/her absence, by a director appointed by the directors present. The chairperson appoints the secretary, who does not need to be a shareholder. The meeting appoints, if the number of participants so requires, one or more tellers from among the shareholders or their representatives. The chairperson, the secretary and the tellers form the bureau.</p>
<p>Article 36. Minutes</p>
<p>The minutes of the shareholders' meeting are signed by the members of the bureau and by the shareholders who wish to do so. These minutes, drafted in accordance with the Code of Companies and Associations, are recorded or kept in a special register.</p> <p>The copies or extracts destined for third parties are signed by the chairperson of the board of directors, by two directors, by the chief executive officer or by the company secretary.</p>
<p>Article 37. Adjournment</p>
<p>Irrespective on the items on the agenda, the board of directors may, during any shareholder's meeting, adjourn any decisions. It can use the right at any time, but only after the opening of the meeting. Its decision, which does not have to be justified, must be notified to the shareholders' meeting before the end of the meeting, and mentioned in the minutes. Save a decision by the shareholders' meeting to the contrary, such adjournment shall not cancel the other decisions already taken during the meeting. The shareholders' meeting shall be held again within five weeks and with the same agenda. Shareholders wishing to participate in such meeting shall fulfil the admission conditions set out in Article 30. To this effect, a record date shall be set on the fourteenth</p>

calendar day at midnight (Belgian time) preceding the date of the second meeting.
Title V. - Financial year, annual accounts, distribution of profits
Article 38. Financial year and annual accounts
<p>The financial year begins on the first of January and ends on the thirty-first of December.</p> <p>At the end of each financial year, the board of directors draws up an inventory as well as the annual accounts and the annual report in accordance with the law.</p>
Article 39. Allocation of profits
<p>The ordinary shareholders' meeting decides on the approval of the annual accounts as well as on the allocation of the results. An amount of 5% of the net profits of the financial year shall be added to the legal reserve fund; this is no longer compulsory when the reserve fund amounts to 10% of the company's registered share capital.</p> <p>On the proposal of the board of directors, the shareholders' meeting decides on the allocation of the net profits after deduction of the above mentioned 5%, without prejudice to the allocation of profits to be made in accordance with Article 5 of the Law of July 6, 1971 relating to the creation of bpost and to certain postal services.</p>
Article 40. Interim dividend
The board of directors may decide to pay out an interim dividend.
Title VI. - Dissolution and final provisions
Article 41. Dissolution
The dissolution of the company may only be declared by or pursuant to a law. The law determines the method and the conditions of such liquidation.
Article 42. Language
These articles of association are drawn up both in Dutch and in French, and both texts are equivalent.
Article 43. Election of domicile
Any director, person vested with the daily management of the company, chief executive officer or liquidator residing abroad is deemed, for the term of his/her office, to have elected domicile at the registered office of the company for all matters relating to the exercise of its mandate, where all communications, notices, orders and notifications may be validly served.