



**bpost**

*Company limited by shares under public law*

**Centre Monnaie/Muntcentrum, 1000 Brussels**

**Enterprise no. 214.596.464 (RLE Brussels)**

**("bpost SA/NV")**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

on May 12, 2021 at 10:00 AM (Belgian time)

**AGENDA**

**1. Management report by the Board of Directors on the financial year closed on 31 December 2020.**

This agenda item does not require a Shareholders' Meeting resolution.

**2. Statutory Auditors Report on the financial year closed on 31 December 2020.**

This agenda item does not require a Shareholders' Meeting resolution.

**3. Presentation of bpost Group's consolidated annual accounts per 31 December 2020, the management report by the Board of Directors and the Statutory Auditors Report on these annual accounts.**

This agenda item does not require a Shareholders' Meeting resolution.

**4. Approval of bpost SA/NV's statutory annual accounts per 31 December 2020, including allocation of the result.**

Proposed resolution: the Shareholders' Meeting resolves to approve bpost SA/NV's statutory annual accounts relating to the financial year closed on 31 December 2020 and the allocation of the result reflected therein.

**5. Approval of the remuneration report for the financial year closed on 31 December 2020.**

Proposed resolution: the Shareholders' Meeting resolves to approve the remuneration report for the financial year closed on 31 December 2020.

**6. Discharge to the Directors.**

Proposed resolution: the Shareholders' Meeting resolves to grant discharge to the Directors for the exercise of their mandate during the financial year closed on 31 December 2020.

**7. Discharge to the Statutory Auditors.**

Proposed resolution: the Shareholders' Meeting resolves to grant discharge to the Statutory Auditors

for the exercise of their mandate during the financial year closed on 31 December 2020.

#### **8. Directors – Dismissal and Appointments.**

*Mr. Jos Donvil and Ms. Bernadette Lambrechts were appointed upon proposal of the Belgian State in accordance with its nomination right under Article 14, §2 of the Articles of Association. As from this Shareholders' Meeting, their mandate will expire.*

*Following the decision of the Board of Directors of 14 March 2021, the termination of the mandate of Mr. Jean-Paul Avermaet as director is proposed to this Shareholders' Meeting.*

*In addition, on May 5, 2021, Ms. Anne Dumont resigned as director with effect from this Shareholders Meeting.*

*In accordance with its nomination right under Article 14, §2 of the Articles of Association, the Belgian State proposes to renew the mandate of Mr. Jos Donvil as director for a term of 4 years and to appoint Mr. Mohssin El Ghabri and Ms. Audrey Hanard as directors for a term of 4 years.*

*The Belgian State might exercise its nomination right under Article 14, §2 of the Articles of Association in view of the replacement of Mr. Jean-Paul Van Avermaet, as well as any other mandate(s) of non-executive director that might become vacant. The candidate(s) proposed by the Belgian State will be communicated on bpost's website (<https://corporate.bpost.be/investors/shareholders-meetings/2021>) prior to the Shareholders' Meeting. The Shareholders' Meeting will deliberate and resolve upon the appointment of the candidate(s) proposed by the Belgian State.*

*As from this Shareholders' Meeting, the mandate of Ms. Filomena Teixeira and Ms. Saskia Van Uffelen will expire. In addition, Mr. François Cornelis resigned as independent director with effect from March 31, 2021.*

*Upon recommendation of the Remuneration and Nomination Committee, the Board of Directors unanimously proposes to appoint Mr. Jules Noten, Ms. Sonja Rottiers, Mr. Lionel Desclée and Ms. Sonja Willems as directors for a term of 4 years. The information available to the Company shows that these candidates meet the general independence criterion laid down in Article 7:87 of the Belgian Code of Companies and Association and the specific independence criteria laid down in Article 3.5 of the Corporate Governance Code.*

*The Board of Directors, upon recommendation of the Remuneration and Nomination Committee, recommends voting in favor of the proposed resolutions.*

*The curriculum vitae and, where applicable, other information on the proposed Board members are available on bpost's website: <https://corporate.bpost.be/investors/shareholders-meetings/2021>.*

*The Board of Directors proposes to remunerate the mandate of the directors in accordance with the resolution of the Shareholders' Meeting of 25 April 2000, the principles of which will be reflected in the remuneration policy to be approved by this Shareholders' Meeting.*

#### Proposed resolutions:

- 8.1.** The Shareholders' Meeting terminates the mandate of Mr. Jean-Paul Van Avermaet as director with immediate effect.
- 8.2.** The Shareholders' Meeting renews the mandate of Mr. Jos Donvil as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.

- 8.3.** The Shareholders' Meeting appoints Mr. Mohssin El Ghabri as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.
- 8.4.** The Shareholders' Meeting appoints Ms. Audrey Hanard as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.
- 8.5.** The Shareholders' Meeting appoints the additional candidate(s) proposed by the Belgian State in accordance with its nomination right under Article 14, §2 of the Articles of Association as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting resolves that the mandate(s) will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.
- 8.6.** The Shareholders' Meeting appoints Mr. Jules Noten as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting acknowledges that, based on the information made available to bpost SA/NV, Mr. Jules Noten qualifies as independent director according to the general independence criterion provided for by Article 7:87 of the Belgian Code of Companies and Associations and the specific independence criteria laid down in Article 3.5 of the Corporate Governance Code and appoints him as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.
- 8.7.** The Shareholders' Meeting appoints Ms. Sonja Rottiers as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting acknowledges that, based on the information made available to bpost SA/NV, Ms. Sonja Rottiers qualifies as independent director according to the general independence criterion provided for by Article 7:87 of the Belgian Code of Companies and Associations and the specific independence criteria laid down in Article 3.5 of the Corporate Governance Code and appoints her as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.
- 8.8.** The Shareholders' Meeting appoints Mr. Lionel Desclée as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting acknowledges that, based on the information made available to bpost SA/NV, Mr. Lionel Desclée qualifies as independent director according to the general independence criterion provided for by Article 7:87 of the Belgian Code of Companies and Associations and the specific independence criteria laid down in Article 3.5 of the Corporate Governance Code and appoints him as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.
- 8.9.** The Shareholders' Meeting appoints Ms. Sonja Willems as director for a term of four years until the close of the annual Shareholders' Meeting of 2025. The Shareholders' Meeting acknowledges that, based on the information made available to bpost SA/NV, Ms. Sonja Willems qualifies as independent director according to the general independence criterion provided for by Article 7:87 of the Belgian Code of Companies and Associations and the specific independence criteria laid down in Article 3.5 of the Corporate Governance Code and appoints

her as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the resolution of the Shareholders' Meeting of 25 April 2000.

**9. Approval of the bpost remuneration policy.**

*In accordance with Article 7:89/1 of the Belgian Code of Companies and Associations and upon recommendation of the Remuneration and Nomination Committee, the Board of Directors has drawn up a remuneration policy, which is available together with an explanatory note, on bpost's website: <https://corporate.bpost.be/investors/shareholders-meetings/2021>. The Board of Directors submits this remuneration policy for approval to this Shareholders' Meeting.*

*If the remuneration policy is not approved by the shareholders' meeting, the remuneration policy approved by the Shareholders' Meeting of 25 April 2000 and, more in general, the current remuneration practices will continue to apply until the next Shareholders' Meeting where the Board of Directors will submit a new remuneration policy for approval by the Shareholders.*

Proposed resolution: the Shareholders' Meeting approves the remuneration policy as drawn up by the Board of Directors upon recommendation of the Remuneration and Nomination Committee. The remuneration policy, as well as the result of the vote thereon by this Shareholders' Meeting, will be publicly available on bpost's website: <https://corporate.bpost.be/investors/shareholders-meetings/2021> for the period during which the remuneration policy applies.

**10. Reappointment of the Statutory Auditors.**

*The mandate of EY Bedrijfsrevisoren – Réviseurs d'Entreprises and of PVMD Bedrijfsrevisoren – Réviseurs d'Entreprises will expire at this Shareholders' Meeting.*

Proposed resolution: the Shareholders' Meeting reappoints (i) EY Bedrijfsrevisoren – Réviseurs d'Entreprises SRL/BV (0446.334.711), with registered seat at De Kleetlaan 2, 1831 Diegem, and (ii) PVMD Bedrijfsrevisoren – Réviseurs d'Entreprises SC/CV (0471.089.804), with registered seat at Avenue d'Argenteuil 51, 1410 Waterloo, as Statutory Auditors for a renewable three-year term ending after the Ordinary General Meeting of 2024.

EY Bedrijfsrevisoren – Réviseurs d'Entreprises SRL/BV has appointed Han Wevers (member of the Instituut van de Bedrijfsrevisoren/Institut de Réviseurs d'Entreprises) as its permanent representative. PVMD Bedrijfsrevisoren – Réviseurs d'Entreprises SC/CV has appointed Alain Chaerels (member of the Instituut van de Bedrijfsrevisoren/Institut de Réviseurs d'Entreprises) as its permanent representative. The Shareholders' Meeting resolves that the aggregate remuneration of both Statutory Auditors amounts to EUR 322,917 per year, subject to annual indexation.

**11. Power of attorney.**

Proposed resolution: the Shareholders' Meeting grants a special power of attorney to Mr. François Soenen, Mrs. Hélène Mespouille and Mrs. Pauline Orban each acting individually and with power of substitution, to represent bpost SA/NV for the purpose of the accomplishment of all necessary filing and publication formalities resulting from the aforementioned resolutions. Each of the attorneys is, in this regard, authorized to take all actions that are necessary or useful to comply with the formalities in relation to any filing requirements and publications.

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