



bpost

Company limited by shares under public law

Centre Monnaie/Muntcentrum, 1000 Brussels

Enterprise no. 214.596.464 (RLE Brussels)

("bpost SA/NV")

**CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12
MAY 2021 AT 10 AM (BELGIAN TIME)**

The Board of Directors of bpost SA/NV (the "**Company**") hereby invites its shareholders to participate in the Ordinary General Meeting of shareholders of the Company (the "**Meeting**"), which will be held at BluePoint Brussels Conference & Business Centre, Bd. A. Reyers 80, 1030 Brussels (Belgium), on **Wednesday 12 May 2021 at 10 AM (Belgian time)**.

COVID-19

The Company has the responsibility to limit health risks for its shareholders, service providers and employees, while at the same time guaranteeing the shareholders' right to vote. In light of the prevailing measures taken by the Belgian government to limit the spread of coronavirus COVID-19, the Meeting will be held digitally.

Consequently, the shareholders will be able to participate remotely by means of an electronic communication tool provided by the Company: the Lumi platform, accessible via www.lumiagm.com.

For more information with respect to the organisation of the digital meeting, reference is made to the practical provisions below, the information available on www.lumiagm.com, as well as to any additional information that the Company may provide in this regard on its website (<https://corporate.bpost.be/investors/shareholders-meetings/2021>).

Shareholders may also vote by correspondence or electronically before the meeting.

The Company will only grant physical access to the Meeting to the extent that this would be permitted at the time of the Meeting in light of the applicable measures relating to physical meetings, and always taking into account the recommendations of the Belgian authorities and health and safety considerations. In any case, no reception will be offered at the Meeting.

Depending on the evolution of the health situation and the applicable measures in the coming weeks, the Company may further communicate about the organisation of and the participation in the Meeting on the Company's website (<https://corporate.bpost.be/investors/shareholders-meetings/2021>).

AGENDA OF THE MEETING: The agenda and proposed resolutions of the Meeting, which, as the case may be, can be completed and/or amended at the meeting on behalf of the Board of Directors, are as follows:

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.

Information for the shareholders

COVID-19

In light of the prevailing measures taken by the Belgian government to limit the spread of coronavirus COVID-19, the Meeting will be held digitally.

Consequently, the shareholders will be able to participate remotely by means of an electronic communication tool provided by the Company: the Lumi platform, accessible via www.lumiagm.com.

For more information with respect to the organisation of the digital meeting, reference is made to the practical provisions below, the information available on www.lumiagm.com, as well as to any additional information that the Company may provide in this regard on its website (<https://corporate.bpost.be/investors/shareholders-meetings/2021>).

Shareholders may also vote by correspondence or electronically before the meeting.

The Company will only grant physical access to the Meeting to the extent that this would be permitted at the time of the Meeting in light of the applicable measures relating to physical meetings, and always taking into account the recommendations of the Belgian authorities and health and safety considerations. In any case, no reception will be offered at the Meeting.

Depending on the evolution of the health situation and the applicable measures in the coming weeks, the Company may further communicate about the organisation of and the participation in the Meeting on the Company's website (<https://corporate.bpost.be/investors/shareholders-meetings/2021>).

1. Questions concerning items on the agenda

Shareholders are invited to submit their questions in relation to items on the agenda, in writing, prior to the Meeting. These questions must reach the Company by letter (to the registered seat, Centre Monnaie/Muntcentrum, 1000 Brussels, att. Antoine Lebecq) or email (GeneralMeeting@bpost.be), or must be entered in the application available for this purpose on the Lumi platform, via www.lumiagm.com, by **Thursday 6 May 2021** at the latest.

In addition, the shareholders who participate digitally will also have the possibility to ask questions during the Meeting. More information on this will be communicated via our website.

Questions validly addressed to the Company will be answered during the Meeting. Questions submitted by a shareholder will only be considered if the latter has complied with all admission formalities as described in Point 3 below.

2. Amendment to the agenda

Shareholders who individually or jointly own at least 3% of the share capital of the Company can request to add new items to the agenda of the Meeting or submit resolutions to vote (with respect to items included or to be included in the agenda) until **Tuesday 20 April 2021** at the latest (Article 7:130 of the Belgian Code of Companies and Associations).

Such request will only be valid if, when submitted in writing to the Company, it is accompanied by a relevant document establishing the abovementioned shareholding (*i.e.* for registered shares, a certificate establishing registration of corresponding shares in the share register of the Company; for dematerialized shares, a certificate established by an authorized account holder or a settlement institution certifying registration of the shares in one or more accounts).

The request, including the text of new agenda items or new proposed resolutions, duly signed by the requesting shareholder(s), should reach the Company by **Tuesday 20 April 2021** at the latest, either by letter (to the registered seat, Centre Monnaie/Muntcentrum, 1000 Brussels, att. Antoine Lebecq) or by e-mail (GeneralMeeting@bpost.be). The Company will acknowledge receipt to the address as indicated by the shareholder(s) within 48 hours following receipt.

In such instance, the Company will publish an amended agenda on its website (<https://corporate.bpost.be/investors/shareholders-meetings/2021>), in the Belgian Official Gazette and in the press, and make available amended proxy forms and forms to vote by correspondence on its website at the same address at the latest on **Tuesday 27 April 2021**. Proxies received by the Company before issuance of the amended agenda remain valid for the items covered.

Items or proposed resolutions submitted by one or more shareholders will only be examined by the Meeting if the concerned shareholder(s) complied with all admission formalities as described in Point 3 below.

3. Admission formalities

The right of a shareholder to participate in and vote at the Meeting is subject to compliance with all formalities described hereunder:

3.1. Registration. The registration of ownership of the shares in the name of the shareholder on **Wednesday 28 April 2021 (24:00 – Belgian time)** (the “**Registration date**”), in the following way:

- for **dematerialized shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorized account holder or settlement institution; or
- for **registered shares**, by the registration of these shares in the name of the shareholder in the share register of the Company (which registration will be directly verified by the Company).

3.2. Notification. The notification by the shareholder of his/her/its intention to participate in the Meeting, in the following way:

- for **dematerialized shares**, the deposit of a certificate issued by an authorized account holder or settlement institution certifying the number of dematerialized shares held by the shareholder on the Registration Date and for which the shareholder intends to participate in the Meeting. Shareholders are asked to instruct their financial institution to directly deposit this certificate with Euroclear Belgium by email (ebe.issuer@euroclear.com) by **Thursday 6 May 2021, 4:00 PM** (Belgian time) at the latest; and
- for **registered shares**,
 - (i) the deposit of the paper form made available in the individual convocation, signed by the shareholder indicating his/her/its intention to participate in the Meeting and the number of shares for which the shareholder wants to participate (in which case the duly executed form must reach Euroclear Belgium by email (ebe.issuer@euroclear.com) by **Thursday 6 May 2021, 4:00 PM** (Belgian time) at the latest), or
 - (ii) the deposit of a duly completed, dated and signed form for voting by correspondence or by proxy in accordance with the formalities as described below.

Only persons who are shareholders of the Company on the Registration Date are entitled to participate in and vote at the Meeting.

4. Exercise of voting rights

Shareholders who have validly notified their participation in the Meeting in accordance with Point 3 above may vote at the Meeting.

4.1. VOTING IN ADVANCE ELECTRONICALLY OR BY CORRESPONDENCE

Shareholders may vote in advance:

- electronically through Lumi platform, using the link www.lumiagm.com, no later than **Tuesday 11 May 2021**, 4:00 PM (Belgian time) at the latest, or
- by correspondence using the form prepared by the Company available on <https://corporate.bpost.be/investors/shareholders-meetings/2021>. This form, duly completed, dated and signed must reach Euroclear Belgium by email (ebe.issuer@euroclear.com) by **Thursday 6 May 2021**, 4:00 PM (Belgian time) at the latest.

4.2. VOTING BY PROXY

Shareholders may be represented at the Meeting by a proxyholder. The proxyholder must be designated using the proxy form prepared by the Company available on <https://corporate.bpost.be/investors/shareholders-meetings/2021>.

The proxy form duly completed, dated and signed must reach Euroclear Belgium by email (ebe.issuer@euroclear.com) by **Thursday 6 May 2021**, 4:00 PM (Belgian time) at the latest. Failure to comply with these requirements will result in the Company not acknowledging the powers of the proxyholder.

4.3. SHAREHOLDERS ATTENDING THE MEETING DIGITALLY

Shareholders who participate digitally will have the possibility to vote during the Meeting. More information on this will be communicated via www.lumiagm.com and the Company's website at <https://corporate.bpost.be/investors/shareholders-meetings/2021>.

4.4. SHAREHOLDERS ATTENDING THE MEETING IN PERSON

In light of the prevailing measures adopted by the Belgian government to limit the spread of coronavirus COVID-19, the Board of Directors urges the shareholders not to participate in the Meeting in person. The Company continues to monitor the evolution of the health and sanitary situation and the applicable measures adopted by the Belgian authorities. The Company may further communicate on the participation in the Meeting on its website <https://corporate.bpost.be/investors/shareholders-meetings/2021>.

4.5. IDENTIFICATION AND REPRESENTATION POWERS

In order to participate in the Meeting, shareholders or proxyholders must prove their identity and representatives of legal entities must hand over documents establishing their identity and their representation power, at the latest immediately prior to the beginning of the Meeting. In the absence thereof, attendance to the Meeting can be denied.

5. Availability of documents

The documents which will be submitted to the Meeting, together with the agenda of the Meeting, the form to vote by proxy or by correspondence and all information which the law requires to be made available to the shareholders, are available on the website of the Company

(<https://corporate.bpost.be/investors/shareholders-meetings/2021>). The shareholders can also obtain copies of these documents at no cost at the registered seat of the Company (Centre Monnaie/Muntcentrum, 1000 Brussels), on business days and during normal office hours or by requesting them by email.

6. Data protection

The Company is the controller of your personal data and is responsible for the processing of personal data it receives from, or collects about, shareholders and proxy holders in the context of the Meeting.

The processing of such data will be carried out for the purpose of the organization and conduct of the Meeting. The Company processes the data based on (i) the legal obligations of the Company (e.g. the Belgian Code of Companies and Associations, legal accounting obligations, anti-money laundering legislation etc.) or (ii) the legitimate interests of the Company such as the prevention of fraud or to enable the Company to effectively and efficiently organize and conduct the Meeting.

The data include, amongst others, identification data, the number and type of shares issued by the Company, proxies and voting instructions. Personal data of shareholders and proxy holders will not be processed longer than necessary for the purposes for which it was collected, as mentioned above. Therefore, the data will be deleted after a period of one year.

This data may also be transferred to third parties for the purposes of services to the Company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with the Company's privacy policy, available at <https://www.bpost.be/en/privacy>. All information about your rights as a data subject, complaints, contact information etc. can be consulted via this link. For more information or complaints regarding the processing of personal data by or on behalf of the Company, the Company can be contacted by mail at the following address: bpost, Data Protection Office, Munt Centrum (14B), 1000 Brussels, or online via the web form included in the Privacy Policy accessible via the following link: <https://www.bpost.be/en/privacy>.

The Company may photograph and make film recordings during the Meeting, in order to market the Company and to support future events, if you have given your consent for this, but only with the view of showing the general atmosphere of the Shareholders' Meeting. These images and recordings may be used on the Company's website or on social media, if you have given consent for this.

7. Communications to the Company

Shareholders who wish to obtain more information on the practical modalities of the Meeting can contact the Company :

Investor Relations

Website: <http://corporate.bpost.be/investors>

Antoine Lebecq

T. +32 2 276 29 85

E-mail: GeneralMeeting@bpost.be

Press

Website: <https://press.bpost.be/>

Veerle Van Mierlo

T. +32 472 92 02 29

E-Mail: press.relations@bpost.be

Brussels, 9 April 2021,

For the Board of Directors of bpost SA/NV

Dirk Tirez, CEO ad interim