



**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 11, 2022 at 10:00 AM (Belgian time)

**AGENDA**

- 1. Management report by the Board of Directors on the financial year closed on 31 December 2021.**  
This agenda item does not require a Shareholders' Meeting resolution.
- 2. Statutory Auditors Report on the financial year closed on 31 December 2021.**  
This agenda item does not require a Shareholders' Meeting resolution.
- 3. Presentation of bpost Group's consolidated annual accounts per 31 December 2021, 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 2021, 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 2021, the allocation of the result reflected therein and the distribution of a gross dividend of EUR 0.49 per share.
- 5. Approval of the remuneration report for the financial year closed on 31 December 2021.**  
Proposed resolution: the Shareholders' Meeting resolves to approve the remuneration report for the financial year closed on 31 December 2021.
- 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 2021.
- 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 2021.

## **8. Directors – Appointments.**

*As from this Shareholders' Meeting, the mandate of Mr. Michael Stone and Mr. Ray Stewart as independent directors will expire.*

*Upon recommendation of the Remuneration and Nomination Committee, the Board of Directors unanimously proposes to renew the mandate of Mr. Michael Stone and appoint Mr. David Cunningham as independent directors for a term of 4 years. The information available to bpost SA/NV 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 curriculum vitae and, where applicable, other information on the proposed Board members are available on bpost's website: <https://bpostgroup.com/investors/governance/shareholders-meetings>.*

*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 are reflected in the bpost remuneration policy approved by the Shareholders' Meeting on May 12, 2021, as publicly available on <https://bpostgroup.com/investors/governance/shareholders-meetings>.*

### Proposed resolutions:

- 8.1.** The Shareholders' Meeting renews the mandate of Mr. Michael Stone as director for a term of four years until the close of the annual Shareholders' Meeting of 2026. The Shareholders' Meeting acknowledges that, based on the information made available to bpost SA/NV, Mr. Michael Stone 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, the principles of which are reflected in the bpost remuneration policy.
  
- 8.2.** The Shareholders' Meeting appoints Mr. David Cunningham as director for a term of four years until the close of the annual Shareholders' Meeting of 2026. The Shareholders' Meeting acknowledges that, based on the information made available to bpost SA/NV, Mr. David Cunningham 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, the principles of which are reflected in the bpost remuneration policy.

## **9. Power of attorney.**

Proposed resolution: the Shareholders' Meeting grants a special power of attorney to Mr. Ross Hurwitz, Mr. François Soenen and Mrs. Hélène Mespouille 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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