



**bpost**

*Company limited by shares under public law*

**Centre Monnaie/Muntcentrum, 1000 Brussels**

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

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

**PROXY**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF 11 MAY 2022**

This duly completed, dated and signed paper form must be returned by **5 May 2022, 4.00 PM (Belgian time)** at the latest to:

**Euroclear Belgium**

Email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)

Proxy forms arriving late or not complying with the required formalities will be rejected.

The undersigned (name and first name / name of the company) (the "**Principal**"): .....

Legally represented by (name, first name, title) - to be completed only if the undersigned is a legal person: .....

With address / registered offices at: .....

Owner of ..... dematerialized shares (\*) of bpost SA/NV  
 registered shares (\*)

quantity (\*) cross-out type not applicable

hereby appoints as his/her/its special proxyholder (the “Proxyholder”):

Name and first name: .....

Domicile: .....

*(Please note that in case you appoint a member of the Board of Directors or any other employee or person related to bpost SA/NV, on the basis of the law, this person will be deemed to have a potential conflict of interest).*

to represent the undersigned at the **Ordinary General Meeting of Shareholders** of bpost SA/NV that will be held at BluePoint Brussels Conference & Business Centre, Bd. A. Reyers 80, 1030 Brussels (Belgium) on 11 May 2022 at 10 AM (Belgian time) and to vote on his/her/its behalf as follows on each of the proposed resolutions:

*Please provide your voting instructions (for, against, abstain) in writing below each proposed resolution.*

*In the absence of voting instructions, the Proxyholder will vote in favor of the resolutions shown on the agenda. Please note that this is not possible, on the basis of the law, if you appoint a member of the Board of Directors or any other employee or person related to bpost SA/NV. This person shall only be able to vote when given specific instructions per agenda item.*

**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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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**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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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**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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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**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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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**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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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**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.

FOR		AGAINST		ABSTAIN	
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**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.

FOR		AGAINST		ABSTAIN	
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**Attendance formalities**

The undersigned (Principal) hereby declares that he/she/it has in due time complied with all the formalities set forth in the notice of convocation for the purposes of participating and voting at the Ordinary General Meeting of Shareholders (the "**Meeting**"). Proof hereof must be delivered by **5 May 2022** in the manner set forth in the notice of convocation.

**Powers of the Proxyholder**

The Proxyholder is hereby authorized to take the following actions on behalf of the undersigned: to vote or abstain from voting on any proposed resolutions regarding the items on the agenda of the Meeting, as the case may be, in accordance with the voting instructions mentioned above.

Furthermore, the Proxyholder is hereby authorized to sign on behalf of the undersigned any minutes, deeds or documents and, in general, to do everything that is necessary or useful to execute this proxy.

Should the Meeting not be able to deliberate validly or should they be postponed for any reason whatsoever, the Proxyholder is authorized to attend any subsequent meeting having the same or a similar agenda. However, this shall only apply insofar the Principal has in due time complied with the required formalities to participate and vote at the subsequent meeting.

**Effect on the proxy form of (possible) exercise of the right to add items to the agenda and to file proposed resolutions**

One or more shareholders holding alone or together three percent (3%) of the share capital of the Company can exercise his/her/its/their right in accordance with Article 7:130 of the Belgian Code of Companies and Associations to add to the agenda of the Meeting one or more items to be dealt with and to file proposed resolutions relating to items already on or to be added to the agenda.

In any such case, the Company will no later than **26 April 2022** make available to its shareholders on its website (<https://bpostgroup.com/investors/governance/shareholders-meetings>) the relevant forms that can be used to vote by proxy, to which are added the additional items to be dealt with and the attendant proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

In that case, the following rules will apply:

- (a) If the present proxy has been validly notified before publication of the revised agenda of the Meeting (*i.e.* 26 April 2022 at the latest), it will remain valid with regard to the items mentioned on the agenda for which it was given.
- (b) If the Company has published a revised agenda including one or more newly proposed resolutions for items which were initially mentioned on the agenda, the Proxyholder may deviate from any instructions given by the Principal if execution of such instructions might compromise the Principal’s interests. In that case, the Proxyholder must inform the Principal thereof.
- (c) If the Company has published a revised agenda including one or more new items to be dealt with, the proxy must indicate whether or not the Proxyholder is authorized to vote on these new items or whether he/she should abstain.

In view of the foregoing, and as applicable, the Principal hereby formally:

- gives instruction to the Proxyholder to abstain on the new items and the attendant proposed resolutions that might be placed on the Meeting;
- authorizes the Proxyholder to vote on the new items and the attendant proposed resolutions that might be placed on the Meeting, as he/she considers appropriate, taking into account the Principal’s interests.

If the Principal has not marked either of these boxes or if the Principal has marked both boxes, the Proxyholder must abstain from voting on the new agenda items and the attendant proposed resolutions that might be placed on the agenda of the Meeting.

Done at:

On:

\_\_\_\_\_  
(signature(s))\*

Name\*\*:

Title:

(\*) The signature(s) should be preceded by the handwritten mention “GOOD FOR PROXY”  
(\*\*) If signature on behalf of a company, please specify name, first name and title of natural person(s) and provide supporting documentation confirming representation powers. In the absence thereof, the undersigned declares and certifies to bpost SA/NV to have the necessary power of attorney to sign this form on behalf of the shareholder.