



**bpost**

*Company limited by shares under public law*

**Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels**

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

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

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

on May 10, 2023 at 10:00 AM (Belgian time)

**AGENDA**

- 1. Management report by the Board of Directors on the financial year closed on 31 December 2022.**  
This agenda item does not require a Shareholders' Meeting resolution.
- 2. Statutory Auditors Report on the financial year closed on 31 December 2022.**  
This agenda item does not require a Shareholders' Meeting resolution.
- 3. Presentation of bpost Group's consolidated annual accounts per 31 December 2022, 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 2022, 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 2022, the allocation of the result reflected therein and the distribution of a gross dividend of EUR 0.40 per share.
- 5. Approval of the remuneration report for the financial year closed on 31 December 2022.**  
Proposed resolution: the Shareholders' Meeting resolves to approve the remuneration report for the financial year closed on 31 December 2022.
- 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 2022.
- 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 2022.

## **8. Directors – Appointments.**

*On October 14, 2022, following his appointment as member of the Executive Committee, Mr. Jos Donvil resigned as director appointed upon proposal by the Belgian State, with effect as from October 31, 2022. On December 9, 2022, upon proposal of the Belgian State in accordance with its nomination right under article 14, §2 of the Articles of Association and upon recommendation of the Remuneration & Nomination Committee, the Board of Directors unanimously decided to appoint, by means of cooptation, Mrs. Ann Caluwaerts as non-executive director replacing Mr. Jos Donvil, with effect as from January 1, 2023 until this Shareholders' Meeting.*

*In accordance with its nomination right as well as article 17 of the Articles and Association and article 7:88, §1 of the Belgian Code of Companies and Associations, the Belgian State proposes to (i) confirm the cooptation of Mrs. Ann Caluwaerts as director and (ii) appoint her as a director for a term of 4 years until the close of the annual Shareholders' Meeting of 2027.*

*As from this Shareholders' Meeting, the mandate of Mr. Laurent Levaux and Mrs. Caroline Ven as directors appointed upon proposal by the Belgian State in accordance with its nomination right will expire. In accordance with its nomination right, the Belgian State proposes to appoint Mrs. Ann Vereecke as director for a term of 4 years until the close of the annual Shareholders' Meeting of 2027.*

*The Board of Directors, upon recommendation of the Remuneration & 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://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 (i) confirms, in accordance with article 17 of the Articles of Association and article 7:88, §1 of the Belgian Code of Companies and Associations, the cooptation of Mrs. Ann Caluwaerts as director, and (ii) appoints her as director for a term of 4 years until the close of the annual Shareholders' Meeting of 2027. 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 Mrs. Ann Vereecke as director for a term of 4 years until the close of the annual Shareholders' Meeting of 2027. 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. Amendment of the Remuneration Policy.**

*The current Remuneration Policy of bpost was prepared by the Board of Directors upon recommendation of the Remuneration & Nomination Committee and was approved by the Shareholders' Meeting on May 12, 2021. In accordance with Article 7:89/1, §3 of the Belgian Code of Companies and Association, any material change to this Remuneration Policy has to be approved by the Shareholders' Meeting. Upon recommendation of the Remuneration & Nomination Committee, the Board of Directors has prepared an amended Remuneration Policy mainly to introduce a long-term incentive plan, which it submits for approval to this Shareholders' Meeting.*

The amended Remuneration Policy is available on bpost's website: <https://bpostgroup.com/investors/governance/shareholders-meetings>.

If the amended Remuneration Policy is not approved by the Shareholders' Meeting, the current Remuneration Policy approved by the Shareholders' Meeting of May 12, 2021 will continue to apply.

Proposed resolution: the Shareholders' Meeting approves the amended Remuneration Policy as drawn up by the Board of Directors upon recommendation of the Remuneration and Nomination Committee.

**10. Power of attorney.**

Proposed resolution: the Shareholders' Meeting grants a special power of attorney to Mr. Ross Hurwitz, Mr. François Soenen and Mrs. H  l  ne Mespouille, each acting individually and with full 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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