

BPOST¹ REMUNERATION POLICY

1 SCOPE

The Board of Directors of the Company (the “**Board**”) has drawn up the remuneration policy (the “**Remuneration Policy**”) in accordance with article 7:89/1 of the Belgian Code of Companies and Associations (the “**BCCA**”) and the Belgian Code of Corporate Governance 2020 (the “**Corporate Governance Code**”). The Remuneration Policy sets out the remuneration principles as regards (i) the non-executive Board members, (ii) the Chief Executive Officer (the “**CEO**”)² and (iii) the other members of the Executive Committee³.

The Remuneration Policy is based on market trends and best practices, and takes into account the overall remuneration framework of the Company.

The Remuneration Policy was first approved by the Shareholders' Meeting of May 12, 2021 and has been applicable within the Company and its subsidiaries (the “**bpostgroup**”) as from January 1, 2021.

Upon proposal of the Remuneration and Nomination Committee, the Board adopted a revised version of the Remuneration Policy on March 16, 2023. Subject to the approval by the Shareholders' Meeting of May 10, 2023, the revised Remuneration Policy will be applicable within the bpostgroup as from January 1, 2023.

If the updated Remuneration Policy is not approved by the Shareholders' Meeting of May 10, 2023, the current Remuneration Policy (as approved by the Shareholders' Meeting of May 12, 2021) will continue to apply and the Board may submit a revised remuneration policy to a next Shareholders' Meeting.

In the case of material changes, and at least every four years, the Remuneration Policy is submitted for approval to the Shareholders' Meeting.

In accordance with the applicable legal provisions, the Company's annual report includes a separate remuneration report, providing information notably on the way in which the Remuneration Policy was applied, the remuneration paid to the non-executive Board members, the CEO and the other Executive Committee's members and the KPIs applied, during the past financial year.

For the avoidance of doubt, to the extent that the remuneration policy potentially allows for the grant of a remuneration that derogates from the restrictions on variable remuneration and share related remuneration set out in (article 7:121 *juncto*) article 7:91 BCCA, the approval of the Remuneration Policy by the General Meeting of Shareholders shall be considered an explicit approval of such derogations.

2 THE COMPANY'S VISION ON REMUNERATION

The Company has developed a dynamic, rewarding, and responsible overall remuneration policy for its Board members, its Executive Committee members, and, in general, its employees. This policy is regularly assessed and updated, in order to promote the Company's sustainability and the successful implementation of its strategy, so as to continue creating value for customers, shareholders, employees and societies and economies.

The overall remuneration policy is governed by the following principles which contribute to the Company's business strategy and sustainability:

- establish a fair and appropriate level of remuneration aiming at attracting, motivating and retaining the best qualified talents needed to achieve the Company's above objective;

¹ A public-law public limited company incorporated and existing under Belgian law, having its registered office at Boulevard Anspach / Anspachlaan 1 bus 1, 1000 Brussels (Belgium) and registered with the Crossroads Bank for Enterprises under number 214.596.464 (RLE Brussels) (the “**Company**”).

² For ease of reference, references to the “CEO” in this Remuneration Policy should be understood as CEO (*administrateur délégué/gedelegeerd bestuurder* or *délégué à la gestion journalière/persoon belast met het dagelijks bestuur*).

³ All capitalized terms or concepts used and not otherwise defined in this Remuneration Policy shall have the meaning ascribed thereto in the bpostgroup Corporate Governance Charter: <https://bpostgroup.com/sites/default/files/2022-08/Corporate%20Governance%20Charter%20-%20EN.pdf>

- stimulate performance at both the collective and individual levels so as to create sustainable and profitable long-term growth, while safeguarding the wellbeing of our staff;
- promote the Company's corporate values and culture so as to serve our customer effectively;
- design the remuneration, in consultation with the trade unions, so as to remaining competitive compared to the reference markets of mail, parcels, logistics and omni-commerce companies;
- maintain a balanced approach between fixed and variable remuneration so as to avoid over relying on variable pay and undue risk taking; and
- introduce financial and non-financial performance metrics in the variable remuneration so as to promote sustainable value creation.

The Remuneration and Nomination Committee regularly examines the policy's principles and their application.

The Company designs its overall remuneration policy in a way which should ensure a responsible and sustainable development of the Company, balancing the interests of all its stakeholders. The same approach to the composition of global compensation (base remuneration, variable remuneration and various benefits) is therefore applied to both employees and management. The fixed base remuneration component is regularly reviewed. The variable remuneration component depends on key Company financial and non-financial metrics. Additional benefits are provided to supplement in an effective manner the base remuneration, depending on the qualifications and seniority of the staff.

3 REMUNERATION OF THE NON-EXECUTIVE BOARD MEMBERS

3.1 DECISION-MAKING PROCESS AND MEASURES TO AVOID OR MANAGE CONFLICTS OF INTEREST

The Shareholders' Meeting determines the remuneration of the non-executive Board members, upon proposal of the Board. The Board adopts its proposal upon recommendation of the Remuneration and Nomination Committee.

The Remuneration and Nomination Committee determines the remuneration of non-executive Board members taking into account their responsibilities, time commitment, the associated risks and market practices.

The Shareholders' Meeting is solely competent in relation to the remuneration of non-executive Board members. This exclusive competence ensures that there are no conflicts of interest.

Finally, non-executive Board members are not awarded any variable remuneration, which further prevents any conflicts of interest. Non-executive Board members should not receive any performance-related remuneration that is directly linked to the Company's results to guarantee their independence and to avoid short-term payouts that jeopardize the Company's long-term vision.

3.2 REMUNERATION COMPONENTS

The total remuneration awarded to the non-executive Board members consists of two elements⁴:

- a. a monthly fixed fee of (i) EUR 4,123.54 for the Board Chair, (ii) EUR 3,092.66 for the Chair of the Audit & Risk Committee and (iii) EUR 2,061.77 for each of the other Board members;
- b. an attendance fee of EUR 2,061.77 for each meeting of the Board committees attended, regardless of whether as Chair or member of the Board committee.

The monthly fixed fee and the attendance fee are subject to automatic indexation on March 1 of each calendar year on the basis of the Consumer Health Index.

The non-executive Board members do not receive any variable remuneration, shares, stock options or other rights to acquire shares (or other share-based remuneration), or other bonuses or benefits.

⁴ Amounts mentioned were last indexed on March 1, 2023.

3.3 STATUS OF THE NON-EXECUTIVE BOARD MEMBERS

The non-executive Board members have a self-employed status and are appointed by the Shareholders' Meeting for a maximum period of four years, in accordance with the conditions and procedure provided for in the Articles of Association of the Company and the BCCA.

The Shareholders' Meeting can dismiss a Board member without any notice period or severance payment, without any justification, and by a simple majority vote. However, the Shareholders' Meeting is free to grant a notice period or severance payment upon dismissal.

4 THE CEO AND THE OTHER EXECUTIVE COMMITTEE MEMBERS

4.1 DECISION-MAKING PROCESS AND MEASURES TO AVOID OR MANAGE CONFLICTS OF INTEREST

The Board determines and approves the remuneration of the CEO and the other members of Executive Committee, upon recommendation of the Remuneration and Nomination Committee.

The objective of the Remuneration Policy is to propose a fair remuneration that is competitive on the reference market. To that effect, a comparison of the various elements of remuneration is regularly carried out on the median segment of the reference market which is composed of companies comparable to the Company. Every year, the Remuneration and Nomination Committee reviews the remuneration of the CEO and the other members of the Executive Committee and determines whether an adjustment is needed to reasonably attract, reward and retain them, taking into account their individual responsibilities and experience, the performance and the size of the Company and market practices. It also evaluates the performance of the CEO and the other members of the Executive Committee on an annual basis.

The CEO does not participate in the deliberations and vote within the Board as regards his own remuneration. The CEO does not participate in the discussions within the Remuneration and Nomination Committee as regards his own remuneration. Reference is also made to the conflict of interest rules laid down in Article 7:96 of the BCCA.

The CEO does not receive any remuneration for his mandate as executive Board member.

4.2 REMUNERATION COMPONENTS

The remuneration awarded to the CEO and the other Executive Committee members consists of one or more of the following elements:

- a. a fixed base remuneration
- b. a variable short-term incentive
- c. a variable long-term incentive
- d. pension contributions
- e. various other benefits

No shares, stock options or other rights to acquire shares (or other share-based remuneration) are granted to the CEO or the Executive Committee members.

4.2.1 BASE REMUNERATION

The base remuneration consists of a fixed base salary in cash, granted independently of the Company's results.

The amount of the base remuneration is defined by the nature and specificities of the functions. The base remuneration of each member of the Executive Committee reflects the responsibilities and characteristics of the position, the level of experience, and the performance of the member of the Executive Committee during the past year.

The base remuneration of the CEO is paid monthly, in twelve equal instalments. The other members of the Executive Committee are paid in accordance with local law.

Upon proposal of the Remuneration and Nomination Committee, the Board reviews the base remuneration annually on the basis of a benchmark study that covers large Belgian companies or US equivalent positions for the US-based business so as to offer a base remuneration in accordance with the median on the reference market.

4.2.2 SHORT-TERM INCENTIVE

The short-term incentive consists of a variable remuneration in cash or in a pension plan. The annual potential short-term incentive for the CEO and the other Executive Committee members at target amounts to up to 30% (Belgium) and 50% (US) of their annual base remuneration, with a minimum of 0% in the case of underperformance to a maximum of 60% (Belgium) and 100% (US) in the case of overperformance of their annual base remuneration.

The short-term incentive aims to reinforce the performance-based managerial culture, and is based on the achievement of specific individual performance targets and collective objectives.

Performance is assessed by the Board upon recommendation by the Remuneration and Nomination Committee annually in light of the targets over the past year.

No short-term variable remuneration is paid to the CEO and the other members of the Executive Committee in the event the individual performance is zero, or in case the financial results of the Company entail the inability for the Company to pay a dividend to the shareholders. In the event all collective objectives would have no pay-out, the achievement of individual targets by a member of the Executive Committee may still give right to the payment of a portion of his or her annual variable remuneration.

In application of the above principles and on a proposal by the Remuneration and Nomination Committee, the criteria for the appraisal of the performance of the CEO and the other members of the Executive Committee and their weighting have been laid down as follows, divided into two components:

a. Collective objectives (70% of the total potential short-term incentive at target)

The collective objectives relate to performance against certain Key Performance Indicators (“KPIs”) set by the Board upon recommendation of the Remuneration and Nomination Committee at the beginning of each year. These KPIs are composed of financial and non-financial indicators combined in an additive formula⁵:

- Financial indicators (50%): EBIT: reflects the bpostgroup and business units' financial results.
- Non-financial indicators (20%) : e.g. Customer Loyalty Index reflects the loyalty of the Company's customers.

The fulfilment of the collective objectives is assessed annually by the Board, upon recommendation of the Remuneration and Nomination Committee, following an auditable methodology.

b. Individual performance targets (30% of the total potential short-term incentive at target)

The individual performance targets are defined and agreed on at the beginning of each year and assessed annually, on the basis of the performance (“what”) and the behavior (“how”), during the first quarter following the end of the financial year, as part of a Performance Management Process. Clear and measurable targets are set, which are to be achieved within an agreed timeframe.

The individual performance targets of the CEO are agreed on and approved by the Board on recommendation of the Remuneration and Nomination Committee. These may include, for example, the successful realization of a strategic plan decided by the Board, the improvement of client satisfaction or employee engagement or the achievement of specific financial results set by the Board.

⁵ These financial and non-financial indicators, as well as the weight of these indicators, may be adapted annually by the Board, upon recommendation of the Remuneration and Nomination Committee in order to reflect at best the year-over-year evolution of bpostgroup's priorities and ambitions.

The individual performance targets of the other members of the Executive Committee are mutually agreed on by the member of the Executive Committee and the CEO and approved by the Board on recommendation of the Remuneration and Nomination Committee at the beginning of each year. These may include, without limitations, specific business achievements and development, strategic orientation, team leadership, employee engagement and customer focus.

The fulfilment of the individual performance targets is assessed annually by the Board on recommendation of the Remuneration and Nomination Committee.

The recognition of both collective success and individual performance contribute to the long-term interest and sustainability of the Company and the successful achievement of its strategy. The collective objectives and individual performance targets create a close link between the interests of, on the one hand, the CEO and the members of the Executive Committee, and, on the other hand, the Company and its shareholders.

c. Deferral and clawback provisions

The CEO and the other members of the Executive Committee are awarded their short-term incentive without being subject to any deferral and clawback provisions.

4.2.3 LONG-TERM INCENTIVE

bpostgroup wants to encourage its executives to generate sustainable and profitable performance and growth over the long term, in line with bpostgroup strategy, societal ambitions and the expectations of our shareholders and all our other stakeholders.

In that context, upon recommendation of the Nomination and Remuneration Committee, the Board proposes to introduce a long-term incentive for the Executive Committee members (CEO included).

The long-term incentive is not subject to any deferral and clawback provisions.

If the Remuneration Policy is approved by the Shareholders' Meeting of May 10, 2023, the long-term incentive will be applicable within the bpostgroup as from January 1, 2023.

bpostgroup (other than United States)

The long-term incentive has been designed to keep the long-term variable remuneration of the executives balanced and attractive, as well as compliant with the shareholders and stakeholders' expectations. It aims to ensure that the actions and initiatives taken by the executives are guided by long-term interests.

Following a benchmark with comparable companies and in light of the current bpostgroup values and challenges, the three performance criteria used in the framework of this long-term incentive are the following:

1. Market financial performance (50%) reflected by the Total Shareholder Return (TSR), measured as cumulated performance in percent over the vesting period (as defined below);
2. Environment performance (30%) reflected by carbon emissions (CO₂), measured as average yearly target achievements over the vesting period (as defined below);
3. Governance performance (20%) reflected by implementation of a bpostgroup risk management framework (*i.e.* the definition of key controls for specific definite key processes and implementation of an internal control program evaluating the effectiveness of these key controls, both at bpost and subsidiaries' levels), measured as average yearly target achievements over the vesting period (as defined below).

The long-term incentive consists of a variable remuneration in cash and at target amounts up to 30% of the gross base remuneration for the vesting period (as defined below), equivalent to 10% on an annual basis.

Under this long-term incentive, the vesting is contingent on the achievement of the targets over a 3-year period ("**vesting period**"). At the end of the vesting period, the long-term incentive is paid in cash to the

beneficiaries based on the final score resulting from the three aforementioned performance criteria. This final score – and therefore resulting pay-out – consists in the average of the three yearly cumulated or average scores (with a minimum of 0% in the case of underperformance and a maximum of 200% in the case of overperformance).

For the sake of completeness, it is specified that :

- eligible executives have the option, but are not obliged, to participate in the long-term incentive;
- if the eligible executives decide to participate in the long-term incentive, they agree that the current indexation practice applied to their full base salary is limited for the next three indexations starting from the date of the Shareholders' Meeting on May 10, 2023, such limitation being applied up to a ceiling of EUR 75,000 gross base remuneration (the latter being indexed at each index cycle);
- following the conclusion of the vesting period, the go-forward base remuneration will be adjusted to the applicable base remuneration had there not been such limitation on indexation;
- executives whose collaboration relationship is terminated:
 - by the Company for cause before the end of the vesting period: lose any potential rights under this long-term incentive;
 - before the end of the vesting period as result of resignation: receive back their investment into the long-term incentive in order to benefit from it (i.e. the waiver of any indexation that may have taken place);
 - before the end of the vesting period for other reasons: receive the grant in an amount proportional to service time as compared to vesting period.

United States

The long-term incentive (for the member of the Executive Committee located in the United States) consists of a variable remuneration payable in cash over a maximum vesting period of 3 years (independently of any indexation). This incentive will be paid in steps with 15%, 25% and 60% after 12, 24 and 36 months following the grant date respectively. The value of the grant will evolve based on the same performance indicators and pay-out results as for the long-term incentive plan for bpostgroup (see Section 4.2.3).

4.2.4 PENSION CONTRIBUTIONS

The CEO and the other Executive Committee members have a complementary pension plan. This pension plan is a defined contribution pension plan for the CEO and the Executive Committee. The pension contributions amount to up to 17% of the annual base remuneration of the CEO and the other Executive Committee members.

4.2.5 OTHER BENEFITS

The CEO and the other Executive Committee members receive other benefits, such as insurance covering death-in-service and disability, medical insurance, representation fees, meal vouchers, and a company car. These benefits are benchmarked regularly and adapted according to local standard practices. These other benefits amount to up to 10% of the annual base remuneration of the CEO and the other Executive Committee members.

4.3 CONTRACTUAL ARRANGEMENTS WITH THE CEO AND THE EXECUTIVE COMMITTEE MEMBERS

4.3.1 CONTRACTUAL ARRANGEMENTS WITH THE CEO

The CEO has a self-employed status.

The rights and obligations related to the function of the CEO are laid down in an agreement, which contains the main provisions relating to the exercise of his mandate, the confidentiality of the information to which he has access, the conditions for the termination of the agreement, etc.

The agreement is concluded for a definite period of six years. In the event of early termination by the Company, the CEO is entitled to a termination indemnity of maximum twelve month of his/her annual base remuneration.

The agreement also provides for a non-compete clause for a period of one year as from the date of termination of his agreement. He will receive a non-competition indemnity of EUR 250,000 unless the Company waives the application of such clause.

4.3.2 CONTRACTUAL ARRANGEMENTS WITH THE EXECUTIVE COMMITTEE MEMBERS

The members of the Executive Committee have employment agreements of indefinite duration.

Under these agreements the members of the Executive Committee have no particular termination rights except the two members who joined recently, being entitled to twelve months' notice or, in one case, a severance pay in lieu of notice (applicable mandatory employment law may affect these contractual arrangements).

All employment agreements, except for one member, provide for a non-compete clause for a period of one year. All those bound by such an undertaking, except one member, will receive a non-competition indemnity of six months' remuneration, unless the Company waives the application of such clause.

5 DEROGATIONS FROM THE REMUNERATION POLICY

The Company shall pay remuneration to the Board members and the members of the Executive Committee only in accordance with the approved Remuneration Policy.

However, the Board may, in exceptional circumstances and upon recommendation of the Remuneration and Nomination Committee, temporarily derogate from the Remuneration Policy. Exceptional circumstances shall cover only situations in which the derogation from the Remuneration Policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.⁶

Derogations to the Remuneration Policy are only allowed within the scope of the remuneration components referred to in Section 4.2 or with respect to contractual arrangements referred to in Section 4.3.

These derogations shall be approved by the Board, upon recommendation of the Remuneration and Nomination Committee.

The Board shall explain any derogations in the remuneration report of the relevant financial year.

6 CHANGES TO THE CURRENT POLICY

Compared to the current Remuneration Policy approved by the Shareholders' Meeting of May 12, 2021, the main changes that are proposed, are the following:

- introduction of a long-term incentive for bpostgroup and the United States;
- specification of the existing nominal amounts of the monthly remuneration and the attendance fee of the non-executive Board members, as indexed on a yearly basis;
- increase in the monthly fixed fee of the Chair of the Audit & Risk committee to 1.5 times that of the other Board members (with the exception of the Chair whose monthly fixed fee is 2 times that of other Board members);
- generally speaking, formal changes to improve the readability of the Remuneration policy.

⁶ Exceptional circumstances may include, for instance, the appointment of an executive *ad interim*.