



**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")**

**CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
14 MAY 2025 AT 10:00 AM (BELGIAN TIME) AND FOR THE EXTRAORDINARY GENERAL  
MEETING OF SHAREHOLDERS THAT WILL BE HELD DIRECTLY AFTER THE ORDINARY  
GENERAL MEETING**

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 "**OGM**"), which will be held at the registered office of the Company, Boulevard Anspach 1 / Anspachlaan 1, 1000 Brussels (Belgium), on **Wednesday 14 May 2025 at 10:00 AM (Belgian time)**. The Board of Directors also invites the shareholders to the Extraordinary General Meeting of shareholders of the Company (the "**EGM**"), which will be held directly after the OGM. The OGM and the EGM are together referred to as the "**Meetings**".

An access map to the registered office is available on the Company's website. Persons attending the Meetings are invited to arrive at **9:00 AM (Belgian time)** in order to complete the registration formalities. Shareholders may also choose to participate by proxy or to vote by correspondence before the Meetings (see below for more information).

The agenda and proposed resolutions of each Meeting, which, as the case may be, can be completed and/or amended at the Meeting by the Board of Directors, are as follows:

**AGENDA OF THE OGM:**

- 1. Management report by the Board of Directors on the financial year closed on 31 December 2024.**  
This agenda item does not require a Shareholders' Meeting resolution.
- 2. Statutory Auditors Report on the financial year closed on 31 December 2024.**  
This agenda item does not require a Shareholders' Meeting resolution.
- 3. Presentation of bpost Group's consolidated annual accounts per 31 December 2024, the management report, including the consolidated sustainability reporting, by the Board of Directors,**

**and the Statutory Auditors Reports, including the assurance of the consolidated sustainability reporting.**

This agenda item does not require a Shareholders' Meeting resolution.

**4. Approval of bpost SA/NV's statutory annual accounts per 31 December 2024, including the 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 2024, including the allocation of the result reflected therein.

**5. Advisory vote on the remuneration report for the financial year closed on 31 December 2024.**

Proposed resolution: the Shareholders' Meeting resolves to approve the remuneration report for the financial year closed on 31 December 2024.

**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 2024.

**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 2024.

**8. Directors – appointments.**

*As from this Shareholders' Meeting, the mandate of Mrs. Audrey Hanard as director appointed upon proposal by the Belgian State in accordance with its nomination right and the mandates of Lionel Desclée, Jules Noten, Sonja Rottiers and Sonja Willems as independent directors will expire.*

*At the date of this notice, the Belgian State has not yet exercised its right to propose a candidate for appointment. If the Belgian State nevertheless proposes a candidate for appointment before the Shareholders' Meeting, this will be announced on the bpost website. In that case, the Remuneration and Nomination Committee will submit its advice to the Board of Directors, which will submit the proposal to appoint the candidate to the vote at the Shareholders' Meeting. If the Belgian State does not propose a candidate before the Shareholders' Meeting, the Board of Directors proposes, upon recommendation of the Remuneration and Nomination Committee, to extend the current mandate of Mrs. Audrey Hanard as director appointed upon nomination by the Belgian State for a term of one year so as not to compromise, in the interest of bpost, the continuity, proper functioning and valid composition of the Board of Directors.*

*Upon recommendation of the Remuneration and Nomination Committee, the Board of Directors unanimously proposes to (i) renew the mandates of Mr. Lionel Desclée and Mr. Jules Noten as independent directors for a term of 3 years, (ii) renew the mandate of Mrs. Sonja Rottiers as independent director for a term of 4 years, and (iii) appoint Mr. Hakan Ericsson as independent director for a term of 4 years. The information made available to bpost SA/NV shows that these candidates meet the general independence criteria laid down in Article 7:87 of the Belgian Code of Companies and Associations and the specific independence criteria laid down in Article 3.5 of the 2020 Belgian Code on Corporate Governance. The Board of Directors confirms that it has no indications of any element that would bring into doubt their independence in the meaning of Article 7:87 of the Belgian Code of Companies and Associations.*

*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://bpostgroup.com/investors/governance/shareholders-meetings>.*

*The Board of Directors proposes to remunerate the mandate of the directors in accordance with the bpost Remuneration Policy approved by the Shareholders' Meeting on November 23, 2023 (as publicly available on <https://bpostgroup.com/sites/default/files/2024-01/bpost%20Remuneration%20Policy%20-%20EN.pdf>).*

**Proposed resolutions:**

**8.1.** If the Belgian State proposes a candidate for appointment before the Shareholders' Meeting: The Shareholders' Meeting appoints the candidate proposed by the Belgian State as director for a term of four years until the close of the annual Shareholders' Meeting of 2029. The Shareholders' Meeting resolves that the mandate will be remunerated in accordance with the bpost Remuneration Policy.

If the Belgian State does not propose a candidate for appointment before the Shareholders' Meeting: The Shareholders' Meeting renews the mandate of Mrs. Audrey Hanard as director for a term of one year until the close of the annual Shareholders' Meeting of 2026. The Shareholders' Meeting resolves that her mandate will be remunerated in accordance with the bpost Remuneration Policy.

**8.2.** The Shareholders' Meeting renews the mandate of Mr. Lionel Desclée as independent director for a term of three years until the close of the annual Shareholders' Meeting of 2028. The Shareholders' Meeting resolves that his mandate will be remunerated in accordance with the bpost Remuneration Policy.

**8.3.** The Shareholders' Meeting renews the mandate of Mr. Jules Noten as independent director for a term of three years until the close of the annual Shareholders' Meeting of 2028. The Shareholders' Meeting resolves that his mandate will be remunerated in accordance with the bpost Remuneration Policy.

**8.4.** The Shareholders' Meeting renews the mandate of Mrs. Sonja Rottiers as independent director for a term of four years until the close of the annual Shareholders' Meeting of 2029. The Shareholders' Meeting resolves that her mandate will be remunerated in accordance with the bpost Remuneration Policy.

**8.5.** The Shareholders' Meeting appoints Mr. Hakan Ericsson as independent director for a term of four years until the close of the annual Shareholders' Meeting of 2029. The Shareholders' Meeting resolves that his mandate will be remunerated in accordance with the bpost Remuneration Policy.

**9. Application of Article 7:151 of the Belgian Code of Companies and Associations.**

Proposed resolution: The Shareholders' Meeting resolves, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, to approve and, to the extent required, ratify the following change of control provisions:

- condition 5(c) (Redemption at the option of Bondholders upon a Change of Control) of the terms and conditions of the EUR 500 million 3.290 per cent. fixed rate bonds due 16 October 2029 (ISIN BE0390160266);
- condition 5(c) (Redemption at the option of Bondholders upon a Change of Control) of the

terms and conditions of the EUR 500 million 3.632 per cent. fixed rate bonds due 16 October 2034 (ISIN BE0390161272); and

- any other provision of the abovementioned terms and conditions which grants rights to third parties within the meaning of Article 7:151 of the Belgian Code of Companies and Associations.

The Shareholders' Meeting furthermore resolves to grant a special power of attorney to Mr. Ross Hurwitz, Mrs. Hélène Mespouille and Mrs. Sofia Gabriel, each acting individually and with power of substitution, to represent bpost SA/NV for the purpose of (i) the filing formalities that have to be fulfilled pursuant to Article 7:151 of the Belgian Code of Companies and Associations and (ii) the resulting publication of the subject of these resolutions in the Annexes to the Belgian Official Gazette in accordance with the provisions of the Belgian Code of Companies and Associations. 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 the aforementioned filing requirement and the resulting publication.

#### **10. Power of attorney.**

Proposed resolution: the Shareholders' Meeting grants a special power of attorney to Mr. Ross Hurwitz, Mrs. Hélène Mespouille and Mrs. Sofia Gabriel, each acting individually and with full power of substitution and sub-delegation, 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.

#### **AGENDA OF THE EGM:**

The proposed resolution mentioned hereinafter in point 1 of the agenda of the EGM is subject to the following condition precedent: the approval of the amendments to the Articles of Association, as described below, by a Royal Decree following a deliberation in the Council of Ministers in accordance with Article 41, §4 of the Law of March 21, 1991 on the reform of certain economic public companies.

#### **1. Amendment of the Articles of Association.**

Proposed resolution: The Shareholders' Meeting resolves to amend the Articles of Association of the Company with a view to, *inter alia*, (i) implementing minor adaptations further to amendments made to the Belgian Code of Companies and Associations since the last revision of the Articles of Association, and (ii) adding a position of "Vice-Chairperson" and "CEO *ad interim*".

The amendments are substantially the following:

- replacing all references to the term "*clearing and settlement institution*" with the term "*central securities depository*";
- addition of a procedure in case the board of directors no longer counts at least three independent directors and that, pending this procedure, the fact that there are not at least three independent directors will not impact the validity of the composition (and hence the decision-making) of the board of directors;
- addition of a position of vice-chairperson, who will serve as acting chairperson if the chairperson is unable to perform his/her duties;
- addition of a position of CEO *ad interim*, in case the CEO is unable to perform his/her duties.

The Shareholders' Meeting therefore resolves to amend the Articles of Association, as appears from the consolidated version of the proposed amended Articles of Association. This consolidated version (as well as a compare with the current version of the Articles of Association), together with an explanatory note on the proposed amendments, are available on bpost's website: <https://bpostgroup.com/investors/governance/shareholders-meetings>.

## 2. Powers.

Proposed resolution: the Shareholders' Meeting resolves to grant specific power:

- to the undersigned notary, or any other notary and/or employee of the notary office "Berquin Notaries", to draw up, sign and file the new consolidated text of the Company's Articles of Association at the registry of the competent enterprise court, in accordance with the relevant legal provisions; and
  - to Mr. Ross Hurwitz, Mrs. Hélène Mespouille and Mrs. Sofia Gabriel, acting alone and with power of substitution, for the purpose of the accomplishment of all formalities at an enterprise counter with respect to registering/amending the records in the Crossroads Bank of Enterprises, and, where applicable, at the VAT Authority.
-

## Information for the shareholders

### 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 Meetings. These questions must reach the Company by letter (to the registered office, Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels, att. Antoine Lebecq) or email ([GeneralMeeting@bpost.be](mailto:GeneralMeeting@bpost.be)), by **Thursday 8 May 2025** at the latest.

In addition, the shareholders who participate in person will also have the possibility to ask questions relating to agenda items during the Meetings.

Questions validly addressed to the Company will be answered during the Meetings. 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 a Meeting or submit resolutions to vote (with respect to items included or to be included in the agenda) until **Tuesday 22 April 2025** 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 central securities depository 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 22 April 2025** at the latest, either by letter (to the registered office, Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels, att. Antoine Lebecq) or by email ([GeneralMeeting@bpost.be](mailto: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://bpostgroup.com/investors/governance/shareholders-meetings>), 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 29 April 2025**. Proxies received by the Company before issuance of the amended agenda remain valid for the items covered.

For the avoidance of doubt, it is specified that, if the Belgian State makes use, before the opening of the OGM, of its nomination right and proposes to appoint any director for a term of 4 years until the close of the annual Shareholders' Meeting of 2029, so that the proposal to renew the mandate of Audrey Hanard will not be applicable, the consequent announcement on bpost's website will not be considered as the publication of a revised agenda in accordance with Article 7:130 of the Belgian Code of Companies and Associations.

Items or proposed resolutions submitted by one or more shareholders will only be examined by the Meeting concerned 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 Meetings 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 30 April 2025 (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 a central securities depository; 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 Meetings, in the following way:

- for **dematerialized shares**, the deposit of a certificate issued by an authorized account holder or a central securities depository certifying the number of dematerialized shares held by the shareholder on the Registration Date and for which the shareholder intends to participate in the Meetings. Shareholders are asked to instruct their financial institution to directly deposit this certificate with Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 8 May 2025, 4:00 PM** (Belgian time) at the latest; and
- for **registered shares**,
  - (i) the filing of the paper form made available in the individual convocation, signed by the shareholder indicating his/her/its intention to participate in the Meetings 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](mailto:ebe.issuer@euroclear.com)) by **Thursday 8 May 2025, 4:00 PM** (Belgian time) at the latest), or
  - (ii) the filing 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 Meetings.

### **4. Exercise of voting rights**

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

#### **4.1. VOTING IN ADVANCE BY CORRESPONDENCE**

Shareholders may vote in advance by correspondence using the form prepared by the Company available on (<https://bpostgroup.com/investors/governance/shareholders-meetings>). This form, duly completed, dated and signed must reach Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 8 May 2025, 4:00 PM** (Belgian time) at the latest.

#### **4.2. SHAREHOLDERS ATTENDING THE MEETINGS BY PROXY**

Shareholders may be represented at the Meetings by a proxyholder. The proxyholder must be designated

using the proxy form prepared by the Company available on <https://bpostgroup.com/investors/governance/shareholders-meetings>.

The proxy form duly completed, dated and signed must reach Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 8 May 2025**, 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 MEETINGS IN PERSON**

Shareholders who wish to attend the Meetings in person have to fulfill the admission formalities mentioned above. The Company may further communicate on the participation in the Meetings on its website <https://bpostgroup.com/investors/governance/shareholders-meetings>.

#### **4.4. IDENTIFICATION AND REPRESENTATION POWERS**

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

### **5. *Availability of documents***

The documents which will be submitted to the Meetings, together with the agenda of each of the Meetings, 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://bpostgroup.com/investors/governance/shareholders-meetings>). The shareholders can also obtain copies of these documents at no cost at the registered office of the Company (Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 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 proxyholders in the context of the Meetings.

The processing of such data will be carried out for the purpose of the organization and conduct of the Meetings. The Company processes the data based on (i) the legal obligations of the Company (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 Meetings.

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 proxyholders 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, Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 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 Meetings, 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' Meetings. 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 Meetings can contact the Company:

### **Investor Relations**

Website: <https://bpostgroup.com/investors#contactInvestors>

Antoine Lebecq

T. +32 2 276 29 85

Email: [GeneralMeeting@bpost.be](mailto:GeneralMeeting@bpost.be)

### **Press**

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

Veerle Van Mierlo

T. +32 472 92 02 29

Email: [press.relations@bpost.be](mailto:press.relations@bpost.be)

Brussels, 11 April 2025,

For the Board of Directors of bpost SA/NV

Audrey Hanard, Chairperson