Public announcement in accordance with article 7:97, §4/1 of the Belgian Code of Companies and Associations – Designation of bpost SA/NV as Universal Service Provider

April 4, 2024

bpost SA/NV ("**bpost**" or the "**Company**") was designated as Universal Service Provider ("**USP**") by the Belgian State for the period as of January 1, 2018 until December 31, 2023. The Universal Service Obligation (the "**USO**") Management Contract (together, with the USO, the "**USO MC**") expired at the same date. The Belgian Act of January 26, 2018 on postal services (the "**Belgian Postal Act**") stipulates that the federal government may renew the Company's designation as USP for successive five-year periods, on the basis of USO MCs concluded for the same duration. On October 20, 2023, the federal government decided to renew the Company's designation as USP for a new five-year period. Therefore, a second USO MC was concluded with the Belgian State for the period as of January 1, 2024 until December 31, 2028. In practice, most of the universal postal service obligations are set out in the Belgian Postal Act and the Belgian Royal Decree of March 14, 2022 on postal services. The main purpose of the USO MC is to formalize the Company's designation as USP[1].

The Company's designation as USP entails:

- Collection, sorting, transport and distribution of postal items up to 2kg and single piece postal packages up to 10kg (and up to 20kg for packages coming from EU Member States)
- Providing services for registered items and insured items

Furthermore, as USP, the Company is required to:

- Apply non-discriminatory, affordable, transparent and cost oriented tariffs
- Propose at least 1 access point per municipality in Belgium for the deposit of postal items
- Collect and distribute postal items at least 5 times a week (excluding Sundays and official holidays)
- Cover the full territory of Belgium for collection and delivery of items belonging to universal service

If the USO MC results (or is expected to result) in a net cost for the Company, it must inform the Belgian State thereof. The Belgian State and the Company will then discuss a possible reduction of the obligations under the USO with a view to avoiding the net cost. If the Belgian State does not reduce the USO, it will compensate the Company for the net cost. The mechanism in the first USO MC to prevent the universal postal service from becoming dependent on public funding in the future is thus maintained. In addition, the second USO MC includes a new "rendezvous" clause, stipulating that the Belgian State and the Company will meet in 2026 for a progress report on the evolution of the universal postal service, enabling the USO MC to be amended if necessary. The Company has never had to claim compensation for its net cost. However, due to the acceleration of the drop in mail volumes, it is not impossible that the USO may represent a net cost for the Company in the future, and that the Company at some point must seek compensation from the Belgian State (if the Belgian State does not reduce the USO).

The new USO MC maintains as much as possible the *status quo* in relation to the Company's current obligations as USP. Only a few minor adaptations were made.

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[1] In accordance with article 15, §2 of the Belgian Postal Act and article 3, §1 of the Belgian Act of March 21, 1991, on the reform of certain economic public enterprises, the USO MC lays down the rules and special conditions under which the USP fulfils its universal service obligations.

The Company does not receive any compensation from the Belgian State for the services performed under the USO MC. The revenues are generated by sales of covered products. It is not possible to reliably estimate the revenues the second USO MC will generate. In 2023, the USO generated approx. € 1.1 billion in revenues (which represented approx. 26 % of the consolidated revenues of the bpostgroup in 2023).

Given that the Belgian State is the reference shareholder of the Company, holding (directly and indirectly) approx. 51% of the Company's shares, it could be considered as a "related party" within the meaning of article 7:97 of the Belgian Code of Companies and Associations. Therefore, the board of directors of the Company has requested a committee of three independent directors of the Company to issue an advice on the second USO MC in accordance with article 7:97, §3 of the Belgian Code of Companies and Associations.

The committee has concluded as follows: "*Based on the considerations above and having reviewed the terms of the Transaction, the Committee is of the opinion that the proposed Transaction will not cause a prejudice to bpost that is abusive given the strategy of the Company. The Committee also considers that the Transaction is unlikely to result in adverse consequences that are not compensated for by benefits for bpost. The Committee recommends that bpost's Management continue to closely monitor the evolution of the costs and revenues of the USO. This is to be able to request that the Belgian State reduce the scope of bpost's universal service obligation in due time, knowing that the adoption of new legislation, the implementation of operational changes, or a net cost verification and the payment of any compensation can take time.*"

The board of directors did not deviate from the committee's conclusion.

The Company and the Belgian State signed the second USO MC on October 30, 2023.

Finally, the Joint Auditors, members of the *Instituut van de Bedrijfsrevisoren - Institut des Réviseurs d'Entreprises*, has concluded as follows: "*Based on our assessment, made in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", nothing has come to our attention that causes us to believe that the historical accounting and financial information in the minutes of the Board of Directors' meeting of August 3, 2023 and in the advice of the independent directors of July 31, 2023, both prepared in accordance with the requirements of article 7:97 of the Code of Companies and Associations, contain significant inconsistencies with the information available to us in the context of our assignment. We were informed that a report had to be issued on this transaction only on February 6, 2024. This report was therefore submitted after the transaction had been approved. We do not express an opinion on the adequacy or appropriateness of the transaction, or on whether the transaction is legitimate and fair ("no fairness opinion").*".