



**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")**

**SPECIAL GENERAL MEETING OF SHAREHOLDERS**

**on November 23, 2023 at 3:00 PM (Belgian time)**

**AGENDA**

**1. Discharge to the non-executive Directors.**

*Proposed resolution:* the Shareholders' Meeting resolves to grant discharge to the non-executive Directors for the exercise of their mandate during the financial year closed on 31 December 2022.

**2. Directors – Appointments.**

*On September 6, 2023, upon recommendation of the Remuneration and Nomination Committee, the Board of Directors unanimously decided to appoint Mr. Christiaan Peeters as person vested with the day-to-day management ("CEO") of bpost SA/NV for a term of six years with effect from a mutually agreed date between Mr. Peeters and bpost SA/NV. This date was set at November 1, 2023.*

*In accordance with its nomination right under article 14, §2 of the Articles of Association, the Belgian State proposes to appoint Mr. Christiaan Peeters as director for a term ending after 6 years as from November 1, 2023.*

*As from the Shareholders' Meeting of May 10, 2023, the mandate of Mr. Laurent Levaux as director (appointed upon proposal by the Belgian State) expired. In addition, on September 13, 2023, Mr. Mohssin El Ghabri resigned as director (appointed upon proposal by the Belgian State), with immediate effect.*

*In accordance with its nomination right under article 14, §2 of the Articles of Association, the Belgian State proposes to appoint Mrs. Véronique Thirion and Mr. Denis Van Eeckhout as directors 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 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 (i) 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>) or (ii) the amended Remuneration policy if approved by this Shareholders' Meeting (see Point 4 below). In accordance with the bpost Remuneration policy, the mandate of Mr. Peeters as director will not be remunerated.*

**Proposed resolutions:**

- 2.1.** The Shareholders' Meeting appoints Mr. Christiaan Peeters as director, for a term ending after 6 years as from November 1, 2023. The Shareholders' Meeting resolves that his director's mandate will not be remunerated.
- 2.2.** The Shareholders' Meeting appoints Mrs. Véronique Thirion 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 bpost Remuneration Policy.
- 2.3.** The Shareholders' Meeting appoints Mr. Denis Van Eeckhout 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 bpost Remuneration Policy.

**3. 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 Associations, 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.

**4. Power of attorney.**

**Proposed resolution:** the Shareholders' Meeting grants a special power of attorney to Mr. Ross Hurwitz, Mr. François Soenen, Mrs. Hélène Mespouille and Mrs. Sofie Baveghems, each acting individually and with full power of delegation and 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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