



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")

PROXY

**SPECIAL GENERAL MEETING OF SHAREHOLDERS
OF 23 NOVEMBER 2023**

This duly completed, dated and signed paper form must be returned by **17 November 2023, 4.00 PM (Belgian time)** at the latest to:

Euroclear Belgium

Email: ebe.issuer@euroclear.com

Proxy forms arriving late or not complying with the required formalities will be rejected.

The undersigned (name and first name / name of the company) (the "**Principal**"):

.....

Legally represented by (name, first name, title) - to be completed only if the undersigned is a legal person:

.....

With address / registered offices at:

.....

Owner of

.....

quantity

dematerialized shares (*)
registered shares (*)

of bpost SA/NV

(*) cross-out type not applicable

hereby appoints as his/her/its special proxyholder (the “Proxyholder”):

Name and first name:

Domicile:

(Please note that in case you appoint a member of the Board of Directors or any other employee or person related to bpost SA/NV, on the basis of the law, this person will be deemed to have a potential conflict of interest).

to represent the undersigned at the **Special General Meeting of Shareholders** of bpost SA/NV that will be held at BluePoint Brussels Conference & Business Centre, Bd. A. Reyers 80, 1030 Brussels (Belgium) on 23 November 2023 at 3 PM (Belgian time) and to vote on his/her/its behalf as follows on each of the proposed resolutions:

Please provide your voting instructions (for, against, abstain) in writing below each proposed resolution.

In the absence of voting instructions, the Proxyholder will vote in favor of the resolutions shown on the agenda. Please note that this is not possible, on the basis of the law, if you appoint a member of the Board of Directors or any other employee or person related to bpost SA/NV. This person shall only be able to vote when given specific instructions per agenda item.

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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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- 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.

FOR		AGAINST		ABSTAIN	
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- 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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR	
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AGAINST	
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ABSTAIN	
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Attendance formalities

The undersigned (Principal) hereby declares that he/she/it has in due time complied with all the formalities set forth in the notice of convocation for the purposes of participating and voting at the Special General Meeting of Shareholders (the “**Meeting**”). Proof hereof must be delivered by **17 November 2023** in the manner set forth in the notice of convocation.

Powers of the Proxyholder

The Proxyholder is hereby authorized to take the following actions on behalf of the undersigned: to vote or abstain from voting on any proposed resolutions regarding the items on the agenda of the Meeting, as the case may be, in accordance with the voting instructions mentioned above.

Furthermore, the Proxyholder is hereby authorized to sign on behalf of the undersigned any minutes, deeds or documents and, in general, to do everything that is necessary or useful to execute this proxy.

Should the Meeting not be able to deliberate validly or should they be postponed for any reason whatsoever, the Proxyholder is authorized to attend any subsequent meeting having the same or a similar agenda. However, this shall only apply insofar the Principal has in due time complied with the required formalities to participate and vote at the subsequent meeting.

Effect on the proxy form of (possible) exercise of the right to add items to the agenda and to file proposed resolutions

One or more shareholders holding alone or together three percent (3%) of the share capital of the Company can exercise his/her/its/their right in accordance with Article 7:130 of the Belgian Code of Companies and Associations to add to the agenda of the Meeting one or more items to be dealt with and to file proposed resolutions relating to items already on or to be added to the agenda.

In any such case, the Company will no later than **8 November 2023** make available to its shareholders on its website (<https://bpostgroup.com/investors/governance/shareholders-meetings>) the relevant forms that can be used to vote by proxy, to which are added the additional items to be dealt with and the attendant proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

In that case, the following rules will apply:

- (a) If the present proxy has been validly notified before publication of the revised agenda of the Meeting (*i.e.* 8 November 2023 at the latest), it will remain valid with regard to the items mentioned on the agenda for which it was given.
- (b) If the Company has published a revised agenda including one or more newly proposed resolutions for items which were initially mentioned on the agenda, the Proxyholder may deviate from any instructions given by the Principal if execution of such instructions might compromise the Principal’s interests. In that case, the Proxyholder must inform the Principal thereof.

- (c) If the Company has published a revised agenda including one or more new items to be dealt with, the proxy must indicate whether or not the Proxyholder is authorized to vote on these new items or whether he/she should abstain.

In view of the foregoing, and as applicable, the Principal hereby formally:

- ☐ gives instruction to the Proxyholder to abstain on the new items and the attendant proposed resolutions that might be placed on the Meeting;
- ☐ authorizes the Proxyholder to vote on the new items and the attendant proposed resolutions that might be placed on the Meeting, as he/she considers appropriate, taking into account the Principal's interests.

If the Principal has not marked either of these boxes or if the Principal has marked both boxes, the Proxyholder must abstain from voting on the new agenda items and the attendant proposed resolutions that might be placed on the agenda of the Meeting.

Done at:

On:

(signature(s))*

Name**:

Title:

(*) The signature(s) should be preceded by the handwritten mention "GOOD FOR PROXY"

(**) If signature on behalf of a company, please specify name, first name and title of natural person(s) and provide supporting documentation confirming representation powers. In the absence thereof, the undersigned declares and certifies to bpost SA/NV to have the necessary power of attorney to sign this form on behalf of the shareholder.