



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")

**VOTE BY CORRESPONDENCE
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

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

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

.....

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 	dematerialized shares (*) registered shares (*)	of bpost SA/NV
	quantity	(*) cross-out type not applicable	

hereby votes with all votes attached to the aforementioned shares as follows, by correspondence, regarding the following proposed resolutions at the **Special General Meeting of Shareholders** of bpost SA/NV that will be held in Brussels on 23 November 2023 at 3 PM (Belgian time) :

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		AGAINST		ABSTAIN	
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- I. Shareholders voting by duly returning this form can no longer vote in person or by proxy at the Special General Meeting of Shareholders (the “**Meeting**”).
- II. This present form will be considered to be null and void in its entirety for the Meeting if the shareholder has not indicated above his/her/its choice concerning one or more of the items on the agenda of the Meeting.
- III. Should the Meeting not be able to deliberate validly or should it be postponed for any reason whatsoever, this form to vote by correspondence will remain valid for any subsequent meeting having the same or a similar agenda as that of the Meeting concerned. However, this applies only insofar the undersigned shall have in due time fulfilled the required formalities to participate and vote at the subsequent meeting.
- IV. If the Company publishes, at the latest on 8 November 2023, a revised agenda for the Meeting to include new items or proposed resolutions upon the request of one or more shareholders in execution of Article 7:130 of the Belgian Code of Companies and Associations, the present form to vote by correspondence will remain valid with regard to the items mentioned on the agenda to which they relate to the extent it has been validly returned in compliance with the required formalities and before publication of the revised agenda. Notwithstanding the above, votes cast on the present form with regard to the items mentioned on the agenda for which new proposed resolutions are filed, will be null and void.

Done at:

On:

(signature(s))

Name*:

Title:

() 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.*