



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

**ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS
OF 14 MAY 2025**

This duly completed, dated and signed form must be returned by **Thursday 8 May 2025, 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 legal entity) (the "**Principal**"):

With address / registered office 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 if 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.)

(Please note that if you do not appoint a Proxyholder, this proxy will be considered a “vote by correspondence”. In that case, you can no longer vote in person or by proxy at the Ordinary and Extraordinary General Meetings of Shareholders.)

on the one hand, to represent the undersigned at the **Ordinary General Meeting of Shareholders** of bpost SA/NV (the “**OGM**”) that will be held at the registered office of bpost SA/NV, Boulevard Anspach 1 / Anspachlaan 1, 1000 Brussels (Belgium), on **Wednesday 14 May 2025 at 10:00 AM (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. 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.

FOR	
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AGAINST	
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ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

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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.

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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.** (i) 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.

FOR		AGAINST		ABSTAIN	
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- (ii) 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.

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- 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.

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- 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.

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- 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.

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- 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.

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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.

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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.

FOR		AGAINST		ABSTAIN	
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on the other hand, to represent the undersigned at the **Extraordinary General Meeting of Shareholders** of bpost SA/NV (the “**EGM**”) that will be held at the registered office of bpost SA NV, Boulevard Anspach 1 / Anspachlaan 1, 1000 Brussels (Belgium), on **Wednesday 14 May 2025**, directly after the OGM, 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. 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>.

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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.

FOR		AGAINST		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 OGM and EGM. Proof hereof must be delivered by **Thursday 8 May 2025** in the manner set forth in the notice of convocation. The OGM and the EGM are together referred to as the “**Meetings**”.

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 Meetings, 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 a Meeting not be able to deliberate validly or should it be postponed for any reason whatsoever, the Proxyholder is authorized to attend any subsequent meeting having the same or a similar agenda as that of the Meeting concerned. 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 **Tuesday 29 April 2025** 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 concerned (*i.e.* before **Tuesday 29 April 2025**), 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 of a Meeting, 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 agenda of the Meeting concerned;
- ☐ authorizes the Proxyholder to vote on the new items and the attendant proposed resolutions that might be placed on the agenda of the Meeting concerned, 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 concerned.

For the avoidance of doubt, it is specified that, if the Belgian State makes use of its nomination right, before the opening of the OGM, 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.

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 legal entity, please specify first name, name and title of the natural person(s) signing this form on behalf of the shareholder and provide supporting documentation confirming representation powers. In the absence thereof, the natural person(s) signing this form declare(s) and certify(ies) to bpost SA/NV to have the necessary powers to sign this form on behalf of the shareholder.*