



bpost
Limited liability company under public law
Centre Monnaie/Muntcentrum, 1000 Brussels
Enterprise no. 0214.596.464
(RLE Brussels)
("bpost SA/NV" or the "Company")

MINUTES OF THE SPECIAL SHAREHOLDERS' MEETING HELD AT BD. A. REYERS 80, 1030 BRUSSELS (DIAMANT BRUSSELS CONFERENCE & BUSINESS CENTER), AT 2 PM ON WEDNESDAY 15 SEPTEMBER 2021

00. OPENING OF THE MEETING – COMPOSITION OF THE BUREAU

The special general meeting of shareholders (the "Meeting") opens at 2 PM under the chair of Mrs. Audrey Hanard, chairperson of the Board of Directors.

The Chairperson appoints Mr. François Soenen as secretary of the Meeting. No scrutineer is appointed given that an electronic voting system is used, which is provided by LUMI.

The chairperson and the secretary constitute the bureau of the Meeting.

01. AGENDA

1. Directors - Appointment.

On July 12, 2021, upon recommendation of the Remuneration and Nomination Committee, the Board of Directors unanimously decided to appoint Mr. Dirk Tirez as person vested with the day-to-day management ("CEO") of bpost SA/NV, with effect as from July 1, 2021, for a term of six years.

In accordance with its nomination right under article 14, §2 of the Articles of Association, the Belgian State proposes to appoint Mr. Dirk Tirez as director for a term ending after 6 years as from July 1, 2021.

In accordance with the bpost remuneration policy, his mandate as director will not be remunerated.

The Board of Directors, upon recommendation of the Remuneration and Nomination Committee, recommends voting in favor of the proposed resolution.

The curriculum vitae of Mr. Dirk Tirez is available on bpost's website: <http://corporate.bpost.be/investors/shareholders-meetings/2021>.

Proposed resolution:

The Meeting appoints Mr. Dirk Tirez as director, for a term ending after 6 years as from July 1, 2021. The Meeting resolves that his director's mandate will not be remunerated.

2. **Power of attorney.**

Proposed resolution: the Meeting grants a special power of attorney to Mr. François Soenen and Mrs. Hélène Mespouille each acting individually and with power of substitution, to represent bpost SA/NV for the purpose of the accomplishment of all necessary filing and publication formalities resulting from the aforementioned resolution. 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.

02. **CONVENING NOTICES**

In accordance with Article 7:128 of the Code of companies and associations and Article 29 of the Articles of Association, the convening notices and the agenda were circulated and published in due time.

This convocation was made by announcements on 13 August 2021 in:

- Le Moniteur belge/het Belgisch Staatsblad;
- La Libre Belgique; and
- De Standaard.

A press release was sent to Belga. It was also published on the Company's website and spread in the market through Euronext and Euroclear.

The convening notices were also sent by mail to registered shareholders and the Statutory Auditors on 13 August, 2021. The members of the Board of Directors waived the convening formalities.

In accordance with Article 7:129, §3 of the Code of companies and associations, all documents mentioned in the convening notice were made available to the shareholders on the Company's website on 13 August 2021.

A copy of the newspapers and online publications of the convening notice and the convening letter were made available to the bureau and are attached to these minutes.

In accordance with Article 36, §3 of the Law of 21 March 1991 reforming certain economic state-owned companies, the economic and financial information was given to the Joint Committee held on 10 September 2021.

03. **COVID-19 EXCEPTIONAL MEASURES**

In order to take all necessary measures to avoid any health and safety risk for its shareholders, service providers and employees, the Board of Directors decided to hold the Meeting digitally. As a consequence:

- physical presence of shareholders, proxyholders or other persons otherwise entitled to attend the Meeting is not allowed;
- voting rights can only be exercised (i) by correspondence, (ii) by proxy or (iii) digitally via the Lumi Platform;
- shareholders can submit their questions during the Meeting via the Lumi platform.

04. COMPLIANCE WITH THE STIPULATIONS OF ARTICLE 30 OF THE ARTICLES OF ASSOCIATION

The shareholders present or represented completed the admission formalities provided for by Article 7:134 of the Code of companies and associations and Article 30 of the Articles of Association in order to participate in this Meeting.

In accordance with the aforementioned measures taken by the Board of Directors, the completed and signed proxies and forms for voting by correspondence, as well as any written questions, had to reach the Company no later than 9 September 2021 (by email to ebe.issuer@euroclear.com for the proxies and forms for voting by correspondence and by email, to GeneralMeeting@bpost.be for the written questions). In addition, shareholders might vote in advance electronically through the Lumi platform no later than Tuesday 14 September 2021 (4PM). Compliance with the aforementioned formalities is confirmed by the bureau of the Meeting.

The various supporting documents as well as the proxies and forms for voting by correspondence are attached to the minutes in accordance with the applicable legal provisions.

05. PRESENCE AND NUMBER OF VALID VOTES

The attendance list attested that the shareholders present or represented (including those who voted in advance by correspondence or electronically through the Lumi platform), represented 138,745,521 shares, each with a voting right, on a total of 200,000,944 shares issued by the Company.

In view of the current circumstances (Covid-19 crisis), the following directors are participating remotely in this Meeting :

- Mr. Michael Stone, director;
- Mr. Jos Donvil, director;
- Mr. Lionel Desclée, director ;
- Ms. Sonja Rottiers, director;
- Mr. Mohssin El Ghabri, director.

The following candidate director is physically present:

- Mr. Dirk Tirez, candidate director.

The following statutory auditors are also participating remotely in this Meeting:

- EY Bedrijfsrevisoren – Réviseurs d'entreprises, represented by Mr. Han Wevers.

The other directors and statutory auditors are not present.

The directors and statutory auditors waived the convening formalities and deadlines.

06. VALIDITY OF THE MEETING

Consequently, this Meeting is validly constituted. As no special quorum is required to deliberate upon the points on the agenda, the Meeting is able to validly deliberate on the points of the agenda. Since no item on the agenda requires a qualified majority, the required majorities will in principle be calculated on the basis of 138,745,521 shares.

07. DELIBERATION - AGENDA

The Meeting acknowledges the agenda.

1. Directors – Appointment.

In accordance with its nomination right, the Belgian State proposes to appoint Mr. Dirk Tirez as director for a term ending after 6 years as from July 1, 2021. In accordance with the bpost remuneration policy, his mandate as director will not be remunerated.

Based on the information presented to the Company, it was established that there are no conflicts of interest or incompatibility with regard to the candidate.

2. Power of Attorney.

The Board of Directors proposes to grant a special power of attorney to Mr. François Soenen and Ms. Hélène Mespouille, with power of substitution, for the purpose of the accomplishment of all administrative formalities resulting from the aforementioned resolution.

08. QUESTIONS

Before inviting the shareholders to vote on the proposed resolutions as stated in the agenda, the chairperson invites the participants who wish to do so, to ask questions relating to the agenda items. No question is asked.

The chairperson then proposes to the Meeting to vote on the proposed resolutions through the Lumi platform.

The voting takes place electronically. The vote of the shareholders who voted in advance by correspondence or electronically has already been inserted into the databank of this electronic system and is automatically added to the votes expressed during the session. The total number of votes is mentioned in the minutes. The result is determined on the basis of a simple majority calculated on the votes 'for' and 'against'.

09. DELIBERATION – RESOLUTIONS

9.1. Appointment of Mr. Dirk Tirez

138,745,521 votes are recorded with regard to 138,745,521 shares, representing 69.37% of the capital.

FOR	137,276,204	98.94 %
AGAINST	1,468,312	1.06 %
ABSTAIN	1,005	

The Meeting appoints Mr. Dirk Tirez as director, for a term ending after 6 years as from July 1, 2021. The Meeting resolves that his director's mandate will not be remunerated.

Given the resolution above, the Board of Directors will be composed of the following persons as from the close of this Meeting:

1. Mr. Dirk Tirez (executive director)
2. Ms. Audrey Hanard (non-executive director)
3. Mr. Laurent Levaux (non-executive director)
4. Ms. Caroline Ven (non-executive director)
5. Mr. Jos Donvil (non-executive director)
6. Mr. Mosshin El Ghabri (non-executive director)

7. Mr. Ray Stewart (independent director)
8. Mr. Michael Stone (independent director)
9. Mr. Jules Noten (independent director)
10. Ms. Sonja Rottiers (independent director)
11. Mr. Lionel Desclée (independent director)
12. Ms. Sonja Willems (independent director)

Extract of the Articles of Association:

Article 26 - Representation
The company is represented in all its acts and at law by:
 1° the chairperson of the board of directors and the chief executive officer, acting jointly, or by one of them and another director, acting jointly;
 2° the chief executive officer alone, within the limits of the daily management and the other powers delegated to him/her;
 3° by every other person, acting within the limits of the mandate granted to him/her."

9.2. Power of Attorney.

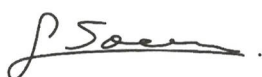
138,745,521 votes are recorded with regard to 138,745,521 shares, representing 69.37% of the capital.

FOR	138,744,741	100 %
AGAINST	0.00	0.00 %
ABSTAIN	780	

The Meeting grants a special power of attorney to Mr. François Soenen and Mrs. Hélène Mespouille each acting individually and with power of substitution, to represent bpost SA/NV for the purpose of the accomplishment of all necessary filing and publication formalities resulting from the aforementioned resolution. 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.

10. MINUTES

Since all the points on the agenda of the Meeting have been covered, the chairperson closes the Meeting. The minutes will be published on the website of the Company within the applicable legal timeframes. The Meeting was closed at 2.20 PM. The minutes were signed by the members of the bureau.



François Soenen
Secretary



Audrey Hanard
Chairperson

Exhibits:

1. Copy of the newspapers and online publications of the convening notice and convening letter;
2. Attendance list;
3. Proxies;
4. Forms to vote by correspondence.