



**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 – French-speaking section)**

**(the “Company”)**

**CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
13 MAY 2026 AT 10:00 AM (BELGIAN TIME)**

The Board of Directors of the Company hereby invites its shareholders to participate in the Ordinary General Meeting of shareholders of the Company (the “**Meeting**”), which will be held at the registered office of the Company, Boulevard Anspach 1 / Anspachlaan 1, 1000 Brussels (Belgium), on **Wednesday 13 May 2026 at 10:00 AM (Belgian time)**.

An access map to the registered office is available on the Company’s website. Persons attending the Meeting are invited to arrive at **9:00 AM (Belgian time)** in order to complete the registration formalities.

Shareholders may also choose to participate by proxy or to vote by correspondence before the Meeting (see below for more information).

The agenda and proposed resolutions, which, as the case may be, can be completed and/or amended at the Meeting by the Board of Directors, are as follows:

- 1. Management report by the Board of Directors on the financial year closed on 31 December 2025.**  
This agenda item does not require a Shareholders’ Meeting resolution.
- 2. Statutory Auditors Report on the financial year closed on 31 December 2025.**  
This agenda item does not require a Shareholders’ Meeting resolution.
- 3. Presentation of the group’s consolidated annual accounts per 31 December 2025, 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 the Company's statutory annual accounts per 31 December 2025, including the allocation of the result.**

Proposed resolution: the Shareholders' Meeting resolves to approve the Company's statutory annual accounts relating to the financial year closed on 31 December 2025, including the allocation of the result reflected therein.

**5. Advisory vote on the remuneration report for the financial year closed on 31 December 2025.**

Proposed resolution: the Shareholders' Meeting resolves to approve the remuneration report for the financial year closed on 31 December 2025.

**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 2025.

**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 2025.

**8. Directors – appointments.**

*At the close of this Shareholders' Meeting, the mandate of David Cunningham and Michael Stone as independent directors will expire.*

*Upon recommendation of the Remuneration and Nomination Committee, the Board of Directors unanimously proposes to (i) appoint Helena Jansson as independent director for a term of four years and (ii) appoint Xavier Garijo as independent director for a term of four years. The information made available to the Company 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 the Company's website: <https://bnode.com/investors/governance/shareholders-meetings>.*

*The Board of Directors proposes to remunerate the mandate of the directors in accordance with the Remuneration Policy approved by the Shareholders' Meeting on November 23, 2023 (as publicly available on <https://bnode.com/who-we-are/bylaws-and-charters>).*

Proposed resolutions:

- 8.1.** The Shareholders' Meeting appoints Helena Jansson as independent director for a term of four years until the close of the annual Shareholders' Meeting of 2030. The Shareholders' Meeting resolves that her mandate will be remunerated in accordance with the Remuneration Policy.
- 8.2.** The Shareholders' Meeting appoints Xavier Garijo as independent director for a term of four years until the close of the annual Shareholders' Meeting of 2030. The Shareholders' Meeting resolves that his mandate will be remunerated in accordance with the Remuneration Policy.

**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 750,000,000 3.479 per cent. fixed rate bonds due 19 June 2032 (ISIN BE0390226927);
- 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; and
- clause 22.2, paragraph 8 of the cash pooling agreement with Bank Mendes Gans.

The Shareholders' Meeting furthermore resolves to grant a special power of attorney to Ross Hurwitz and H  l  ne Mespouille, each acting individually and with power of substitution, to represent the Company 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.

**10. Power of attorney.**

Proposed resolution: the Shareholders' Meeting grants a special power of attorney to Ross Hurwitz and H  l  ne Mespouille, each acting individually and with full power of substitution and sub-delegation, to represent the Company 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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## Information for the shareholders

### 1. Questions concerning items on the agenda

Shareholders are invited to submit their questions in relation to items on the agenda, in writing, prior to the Meeting. These questions must reach the Company by letter (to the registered office, Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels, att. Antoine Lebecq) or email ([GeneralMeeting@bpost.be](mailto:GeneralMeeting@bpost.be)), by **Thursday 7 May 2026** at the latest.

In addition, the shareholders who participate in person will also have the possibility to ask questions relating to agenda items during the Meeting.

Questions validly addressed to the Company will be answered during the Meeting. Questions submitted by a shareholder will only be considered if the latter has complied with all admission formalities as described in Point 3 below.

### 2. Amendment to the agenda

Shareholders who individually or jointly own at least 3% of the share capital of the Company can request to add new items to the agenda or submit resolutions to vote (with respect to items included or to be included in the agenda) until **Tuesday 21 April 2026** at the latest (Article 7:130 of the Belgian Code of Companies and Associations).

Such request will only be valid if, when submitted in writing to the Company, it is accompanied by a relevant document establishing the abovementioned shareholding (*i.e.* for registered shares, a certificate establishing registration of corresponding shares in the share register of the Company; for dematerialized shares, a certificate established by an authorized account holder or a central securities depository certifying registration of the shares in one or more accounts).

The request, including the text of new agenda items or new proposed resolutions, duly signed by the requesting shareholder(s), should reach the Company by **Tuesday 21 April 2026** at the latest, either by letter (to the registered office, Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels, att. Antoine Lebecq) or by email ([GeneralMeeting@bpost.be](mailto:GeneralMeeting@bpost.be)). The Company will acknowledge receipt to the address as indicated by the shareholder(s) within 48 hours following receipt.

In such instance, the Company will publish an amended agenda, and make available an amended proxy form and an amended form to vote by correspondence on its website (<https://bnode.com/investors/governance/shareholders-meetings>) at the latest on **Tuesday 28 April 2026**. Proxies received by the Company before issuance of the amended agenda remain valid for the items covered.

Items or proposed resolutions submitted by one or more shareholders will only be examined by the Meeting if the concerned shareholder(s) complied with all admission formalities as described in Point 3 below.

### 3. Admission formalities

The right of a shareholder to participate in and vote at the Meeting is subject to compliance with all formalities described hereunder:

- 3.1. Registration.** The registration of ownership of the shares in the name of the shareholder on **Wednesday 29 April 2026 (24:00 – Belgian time)** (the “**Registration date**”), in the following way:

- for **dematerialized shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorized account holder or a central securities depository; or
- for **registered shares**, by the registration of these shares in the name of the shareholder in the share register of the Company (which registration will be directly verified by the Company).

**3.2. Notification.** The notification by the shareholder of his/her/its intention to participate in the Meeting, in the following way:

- for **dematerialized shares**, the deposit of a certificate issued by an authorized account holder or a central securities depository certifying the number of dematerialized shares held by the shareholder on the Registration Date and for which the shareholder intends to participate in the Meeting. Shareholders are asked to instruct their financial institution to directly deposit this certificate with Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 7 May 2026**, 4:00 PM (Belgian time) at the latest; and
- for **registered shares**,
  - (i) the filing of the paper form made available in the individual convocation, signed by the shareholder indicating his/her/its intention to participate in the Meeting and the number of shares for which the shareholder wants to participate (in which case the duly executed form must reach Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 7 May 2026**, 4:00 PM (Belgian time) at the latest), or
  - (ii) the filing of a duly completed, dated and signed form for voting by correspondence or by proxy in accordance with the formalities as described below.

Only persons who are shareholders of the Company on the Registration Date are entitled to participate in and vote at the Meeting.

#### **4. Exercise of voting rights**

Shareholders who have validly notified their participation in accordance with Point 3 above may vote at the Meeting.

##### **4.1. VOTING IN ADVANCE BY CORRESPONDENCE**

Shareholders may vote in advance by correspondence using the form prepared by the Company available on <https://bnode.com/investors/governance/shareholders-meetings>. This form, duly completed, dated and signed must reach Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 7 May 2026**, 4:00 PM (Belgian time) at the latest.

##### **4.2. SHAREHOLDERS ATTENDING THE MEETING BY PROXY**

Shareholders may be represented at the Meeting by a proxyholder. The proxyholder must be designated using the proxy form prepared by the Company available on <https://bnode.com/investors/governance/shareholders-meetings>.

The proxy form duly completed, dated and signed must reach Euroclear Belgium by email ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) by **Thursday 7 May 2026**, 4:00 PM (Belgian time) at the latest. Failure to comply with these requirements will result in the Company not acknowledging the powers of the proxyholder.

#### **4.3. SHAREHOLDERS ATTENDING THE MEETING IN PERSON**

Shareholders who wish to attend the Meeting in person have to fulfill the admission formalities mentioned above. The Company may further communicate on the participation in the Meeting on its website (<https://bnode.com/investors/governance/shareholders-meetings>).

#### **4.4. IDENTIFICATION AND REPRESENTATION POWERS**

In order to participate in the Meeting, shareholders and proxyholders must prove their identity and representatives of legal entities must hand over documents establishing their identity and their representation powers, at the latest immediately prior to the beginning of the Meeting. In the absence thereof, attendance to the Meeting can be denied.

#### **5. *Availability of documents***

The documents which will be submitted to the Meeting, together with the agenda, the proxy form, the form to vote by correspondence and all information which the law requires to be made available to the shareholders, are available on the website of the Company (<https://bnode.com/investors/governance/shareholders-meetings>). The shareholders can also obtain copies of these documents at no cost at the registered office of the Company (Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels), on business days and during normal office hours or by requesting them by email.

#### **6. *Data protection***

The Company is the controller of your personal data and is responsible for the processing of personal data it receives from, or collects about, shareholders and proxyholders in the context of the Meeting.

The processing of such data will be carried out for the purpose of the organization and conduct of the Meeting. The Company processes the data based on (i) the legal obligations of the Company (the Belgian Code of Companies and Associations, legal accounting obligations, anti-money laundering legislation etc.) or (ii) the legitimate interests of the Company such as the prevention of fraud or to enable the Company to effectively and efficiently organize and conduct the Meeting.

The data include, amongst others, identification data, the number and type of shares issued by the Company, proxies and voting instructions. Personal data of shareholders and proxyholders will not be processed longer than necessary for the purposes for which it was collected, as mentioned above. Therefore, the data will be deleted after a period of one year.

This data may also be transferred to third parties (e.g. ICT service providers) for the purposes of services to the Company in connection with the organization and conduct of the Meeting. Data subjects have the right to access, rectify or erase their personal data, to request the restriction of processing or to object to such processing, to receive their personal data in a structured, commonly used and machine-readable format (data portability), to withdraw their consent at any time where processing is based on consent, and to lodge a complaint with the competent data protection authority (<https://www.dataprotectionauthority.be/citizen>). For questions, complaints or the exercise of your rights, please contact the Data Protection Officer of the Company:

- online via the appropriate web form (available on [https://www.bpost.be/en/forms/personal\\_data/step1](https://www.bpost.be/en/forms/personal_data/step1)); or
- by letter (to the registered office, Boulevard Anspach 1 bte 1 / Anspachlaan 1 bus 1, 1000 Brussels,

att. Data Protection Office).

The Company may photograph and make film recordings during the Meeting, in order to market the Company and to support future events, if you have given your consent for this, but only with the view of showing the general atmosphere of the Shareholders' Meeting. These images and recordings may be used on the Company's website or on social media, if you have given consent for this.

## **7. Communications to the Company**

Shareholders who wish to obtain more information on the practical modalities of the Meeting can contact the Company:

### **Investor Relations**

Website: <https://bnode.com/investors>

Antoine Lebecq

T. +32 2 276 29 85

Email: [GeneralMeeting@bpost.be](mailto:GeneralMeeting@bpost.be)

### **Press**

Website: <https://press.bnode.com>

Veerle Van Mierlo

T. +32 472 92 02 29

Email: [press.relations@bnode.com](mailto:press.relations@bnode.com)

Brussels, 10 April 2026,  
For the Board of Directors of the Company  
Françoise Roels, Chairperson