



**bpost**

*Company limited by shares under public law*

**Centre Monnaie/Muntcentrum, 1000 Brussels**

**Enterprise no. 214.596.464 (RLE Brussels)**

**("bpost SA/NV")**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

10:00 a.m. on May 14, 2014

**AGENDA**

- 1. Management report by the Board of Directors on the financial year closed on December 31, 2013.**
- 2. Report by the Statutory Auditors on the financial year closed on December 31, 2013.**
- 3. Presentation of the consolidated annual accounts of the bpost Group as at December 31, 2013.**
- 4. Approval of the statutory annual accounts of bpost SA/NV as at December 31, 2013 including allocation of the result.**

Proposed resolution: *the General Meeting of Shareholders resolves to approve the statutory annual accounts of bpost SA/NV relating to the financial year closed on December 31, 2013 and the allocation of the profits reflected therein as well as the distribution of a gross dividend of 1.13 EUR per share. After deduction of the interim dividend of 0.93 EUR gross paid on December 12, 2013, the balance of the dividend will amount to 0.20 EUR gross, payable as of May 22, 2014.*

- 5. Approval of the remuneration report for the financial year closed on December 31, 2013.**

Proposed resolution: *the General Meeting of Shareholders resolves to approve the remuneration report for the financial year closed on December 31, 2013.*

**6. Discharge to the Directors.**

Proposed resolution: *the General Meeting of Shareholders resolves to grant discharge to the directors for the exercise of their mandate during the financial year closed on December 31, 2013.*

**7. Discharge to the Statutory Auditors.**

Proposed resolution: *the General Meeting of Shareholders resolves to grant discharge to the statutory auditors for the exercise of their mandate during the financial year closed on December 31, 2013.*

**8. Appointment of a Director.**

Proposed resolution: *upon proposal of the Board of Directors and recommendation by the Remuneration and Nomination Committee, the General Meeting of Shareholders, with the exception of the Belgian State and the SFPI/FPIM, resolves to appoint Ray Stewart as member of the Board of Directors of the Company for a renewable six-year term ending after the Ordinary General Meeting of 2020.*

**9. Appointment of a Director.**

Proposed resolution: *upon proposal of the Board of Directors and recommendation by the Remuneration and Nomination Committee, the General Meeting of Shareholders, with the exception of the Belgian State and the SFPI/FPIM, resolves to appoint Michael Stone as member of the Board of Directors of the Company for a renewable six-year term ending after the Ordinary General Meeting of 2020.*