



**bpost**

*Company limited by shares under public law*

**Centre Monnaie/Muntcentrum, 1000 Brussels**

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

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

**PROXY**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY OF 13 MAY 2015  
AT 10 AM**

This duly completed, dated and signed paper form must be returned by **7 May 2015, 4.00 pm (CET)** at the latest to:

Euroclear Belgium  
Att. : Issuer Relations Department  
Boulevard du Roi Albert II, 1  
1210 Brussels (Belgium)  
Email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)

In case of communication by electronic means, the original version of the proxy form must be produced at the latest on the date of the meeting. Proxy forms arriving late or not complying with the required formalities will be rejected.

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

.....

Legally represented by (name, first name, title):<sup>1</sup>

.....

With address / registered offices at:

.....

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<sup>1</sup> To be completed only if the undersigned is a legal person.

Owner of

.....
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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 in case you appoint a member of the Board or Management Committee 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).*

to represent the undersigned at the Ordinary General Meeting of Shareholders of bpost SA/NV that will be held at Diamant Brussels Conference & Business Centre, Bd. A. Reyers 80, 1030 Brussels (Belgium) on 13 May 2015 at 10 AM (CET) 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 favour 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 or Management Committee 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. Approval of the statutory annual accounts of bpost SA/NV as at December 31, 2014 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, 2014 and the allocation of the profits reflected therein as well as the distribution of a gross dividend of 1.26 EUR per share. After deduction of the interim dividend of 1.04 EUR gross paid on December 10, 2014, the balance of the dividend will amount to 0.22 EUR gross, payable as of May 20, 2015.*

FOR		AGAINST		ABSTAIN	
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## 2. Approval of the remuneration report for the financial year closed on December 31, 2014.

Proposed resolution: *the General Meeting of Shareholders resolves to approve the remuneration report for the financial year closed on December 31, 2014.*

FOR		AGAINST		ABSTAIN	
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## 3. 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, 2014, including the directors who were appointed in 2014 and those who resigned in 2014.*

FOR		AGAINST		ABSTAIN	
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## 4. 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, 2014.*

FOR		AGAINST		ABSTAIN	
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## 5. Reappointment of the Statutory Auditors.

Proposed resolution: *upon proposal of the Board of Directors and recommendation by the Audit Committee, the General Meeting of Shareholders resolves to reappoint Ernst & Young Bedrijfsrevisoren – Réviseurs d'Entreprises, with registered seat at 1831 Diegem, De Kleetlaan 2, legally represented by Eric Golenvaux and PVMD Bedrijfsrevisoren – Réviseurs d'Entreprises, with registered seat at 4430 Ans, Rue de l'Yser 207, legally represented by Caroline Baert, for a renewable three-year term ending after the Ordinary General Meeting of 2018. The aggregate remuneration of the Statutory Auditors appointed by this General Meeting of Shareholders amounts to EUR 235,000 per year.*

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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 Ordinary General Meeting of Shareholders. Proof hereof must be delivered by 7 May 2015 in the manner set forth in the notice of convocation.

## **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 Ordinary General Meeting of Shareholders, 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 the Ordinary General Meeting of Shareholders 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. However, this shall only apply insofar the Principal has in due time complied with the required formalities to participate and vote at the subsequent Ordinary General Meeting of Shareholders.

## **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 533<sup>ter</sup> of the Belgian Companies Code to add to the agenda of the Ordinary General Meeting of Shareholders 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 28 April 2015 make available to its shareholders on its website ([www.bpost.be/ir](http://www.bpost.be/ir)) 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 Ordinary General Meeting of Shareholders (i.e. 28 April 2015 at the latest), 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 new proposed resolutions for items which were initially mentioned on the agenda, 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 Ordinary General Meeting of Shareholders;
- ☐ authorizes the Proxyholder to vote on the new items and the attendant proposed resolutions that might be placed on the Ordinary General Meeting of Shareholders, 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 Ordinary General Meeting of Shareholders.

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 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.*