



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 13, 2015

AGENDA

- 1. Management report by the Board of Directors on the financial year closed on December 31, 2014.**
- 2. Report by the Statutory Auditors on the financial year closed on December 31, 2014.**
- 3. Presentation of the consolidated annual accounts of the bpost Group per December 31, 2014.**
- 4. Approval of the statutory annual accounts of bpost SA/NV per 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.

- 5. 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.

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, 2014, including the Directors who were appointed in 2014 and those who resigned in 2014.*

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, 2014.*

8. 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 to be appointed by this General Meeting of Shareholders amounts to 235,000 EUR per year.*