



bpost

Company limited by shares under public law

Centre Monnaie / Muntcentrum, 1000 Brussels

Enterprise no. 0214.596.464 (RLE Brussels)

("bpost")

**SPECIAL REPORT OF THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE
604 OF THE BELGIAN COMPANIES CODE**

WITH RESPECT TO THE RENEWAL OF AUTHORISED CAPITAL

The Board of Directors proposes to the Extraordinary General Meeting of bpost, which will be held on 11 May 2016 (the "**EGM**"), to renew the authorisations granted to the Board of Directors to increase the share capital of bpost in accordance with Article 603 of the Belgian Companies Code ("**BCC**"), as described in Article 9 of the Articles of Association. The Board of Directors has prepared this special report pursuant to Article 604 of the Belgian Companies Code.

1. Description of the current authorization to increase the capital by resolution of the Board of Directors

The first paragraph of Article 9 of bpost's Articles of Association authorises the Board of Directors to increase the share capital in one or several times, by issuing a number of shares or financial instruments giving right to a number of shares such as, but not limited to, convertible bonds or warrants, up to a maximum amount equal to bpost's share capital on 27 May 2013, i.e. EUR 363,980,448.31.

Such capital increase may be effected:

- either by contribution in cash or in kind, including as the case may be an issue premium not available for distribution, the amount of which shall be fixed by the Board

of Directors, and by creation of new shares conferring such rights as the Board of Directors shall determine, or

- either by capitalisation of reserves, including those not available for distribution, or an issue premium, with or without the creation of new shares.

This authorization was granted by the shareholders on 27 May 2013 and will in accordance with Article 9, paragraph 2 of the Articles of Association, expire in May 2018.

The third paragraph of Article 9 of bpost's Articles of Association empowers the Board to proceed, in accordance with Article 607 of the Belgian Companies Code, with a capital increase in any and all form, including but not limited to a capital increase accompanied by the restriction or cancellation of the preferential subscription right, even after receipt by the company of a notification by the Financial Services and Markets Authority (FSMA) of a takeover bid for the company's shares.

This authorization was granted by the shareholders on 27 May 2013 and will expire in May 2016.

Pursuant to Article 10, paragraph 4 of the Articles of Association, in case of a capital increase or issue of convertible bonds or warrants pursuant to the authorised capital, the Board of Directors may likewise, in the company's interest and subject to compliance with Articles 603, third indent, 596, 598 and 606 of the Belgian Companies Code, restrict or cancel the preferential subscription right, including, as the case may be, in favour of one or more specific persons other than employees of the company or of one of its subsidiaries.

It is to be noted that, as a matter of Belgian company law, the Board of Directors cannot, within the framework of the authorised capital, decide to:

- increase the capital mainly by way of contribution in kind exclusively reserved for a person holding more than 10% of the voting rights of bpost (art. 606, 1° of the Belgian Companies Code);
- issue shares without nominal value and with a par value below the par value of the existing shares of the same category (art. 606, 2° of the Belgian Companies Code); or
- issue warrants that are mainly reserved for one or more specific persons who are not employees of bpost or its subsidiaries (art. 606, 3° of the Belgian Companies Code).

2. Proposal to renew the authorisations granted to the Board of Directors to increase the share capital

The Board of Directors proposes to renew the authorisations granted to the Board of Directors to increase the share capital, on the same terms and conditions as those applying to the current authorisations.

This will require an amendment to:

- Article 9, paragraphs 1 and 2 of the Articles of Association so as to authorise the Board of Directors to increase the share capital of bpost, in one or several times, by issuing a number of shares or financial instruments giving right to a number of shares

such as, but not limited to, convertible bonds or warrants, up to a maximum amount equal to bpost's share capital on 11 May 2016, i.e. EUR 363,980,448.31, for a period of 5 years from the date of publication in the Annexes in the Belgian State Gazette of this amendment to the Articles of Association by the EGM;

- Article 9, paragraph 3 of the Articles of Association so as to empower the Board of Directors to proceed, in accordance with Article 607 of the Belgian Companies Code, with a capital increase in any and all form, including but not limited to a capital increase accompanied by the restriction or cancellation of the preferential subscription right, even after receipt by the company of a notification by the Financial Services and Markets Authority (FSMA) of a takeover bid for the company's shares, for a period of 3 years from the date of the EGM.

3. Circumstances in which and purposes for which the authorized capital can be used

The technique of the authorised capital offers the Board of Directors a degree of flexibility and allows swift execution, which could be necessary to ensure an optimal management of bpost. In certain circumstances, the relatively complex, expensive and time-consuming procedure of convening an extraordinary shareholders' meeting for a capital increase in a listed company could be irreconcilable with certain fluctuations on the capital markets or certain opportunities presented to bpost. For example, such situation could occur in case bpost would wish to entirely or partially finance strategic alliances, takeovers or acquisitions of companies and/or assets by issuing new shares. Convocation of an extraordinary shareholders' meeting could in such circumstances, for example, lead to a delay in the execution of the concerned transaction.

The Board of Directors will also be allowed to use the authorised capital within the framework of the remuneration policy of bpost, namely to implement stock option plans, share plans or any other share-based plans by issuing shares and subscription rights relating to bpost's shares in favour of all or part of its employees, management and consultants and/or in favour of all or part of the employees, management and consultants of its subsidiaries, and this with a view to incentivising them.

The Board of Directors will also be allowed to use the authorised capital to issue shares, convertible bonds and warrants (whether or not attached to bonds) in order to be able to respond quickly to certain market opportunities, in particular in order to finance (in whole or in part) strategic alliances, takeovers or acquisitions of companies and/or assets, or to finance its operations.

The Board of Directors may in respect of the above, in the company's interest and subject to compliance with Articles 603, third indent, 596, 598 and 606 of the Belgian Companies Code, restrict or cancel the preferential subscription right, including, as the case may be, in favour of one or more specific persons other than employees of the company or of one of its subsidiaries.

The proposed renewal of the specific authorisation expressly empowers the Board of Directors to proceed with a capital increase in any and all form, including but not limited to a

capital increase accompanied by the restriction or cancellation of the preferential subscription right, even after receipt by bpost of a notification by the Financial Services and Markets Authority (FSMA - *Autoriteit voor Financiële Diensten en Markten / Autorité des services et marchés financiers*) of a takeover bid for bpost's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in Article 607 of the Belgian Companies Code.

The Board of Directors trusts that the shareholders have been sufficiently informed herewith and request the EGM to renew the requested authorisations for the Board of Directors to increase the share capital.

Brussels, 9 March 2016.

On behalf of the Board of Directors,



Koen Van Gerven
Chief Executive Officer



Françoise Masai
Chair of the Board of Directors