



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

on May 10, 2017 at 10:00 a.m.

AGENDA

1. Management report by the Board of Directors on the financial year closed on December 31, 2016.

This agenda item does not require a Shareholders' Meeting resolution.

2. Statutory Auditors Report on the financial year closed on December 31, 2016.

This agenda item does not require a Shareholders' Meeting resolution.

3. Presentation of bpost Group's consolidated annual accounts per December 31, 2016, the management report by the Board of Directors and the Statutory Auditors Report on these annual accounts.

This agenda item does not require a Shareholders' Meeting resolution.

4. Approval of bpost SA/NV's statutory annual accounts per December 31, 2016, including allocation of the result.

Proposed resolution: the Shareholders' Meeting resolves to approve bpost SA/NV's statutory annual accounts relating to the financial year closed on December 31, 2016, the allocation of the profits reflected therein and the distribution of a gross dividend of 1.31 EUR per share. After deduction of the interim dividend of 1.06 EUR gross paid on December 12, 2016, the balance of the dividend will amount to 0.25 EUR gross, payable as of May 17, 2017.

5. Approval of the remuneration report for the financial year closed on December 31, 2016.

Proposed resolution: the Shareholders' Meeting resolves to approve the remuneration report for the financial year closed on December 31, 2016.

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 December 31, 2016.

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 December 31, 2016.

8. Directors - Appointments.

In 2016, Françoise Masai and Arthur Goethals reached the age limit set forth in Article 3.2.5 of the Corporate Governance Charter. Both directors will resign from office as from this Shareholders' Meeting.

Two independent directors resigned from the Board of Directors. Sophie Dutordoir resigned on January 15, 2017. Her resignation became effective on February 28, 2017. Bruno Holthof resigned on January 3, 2017. His resignation will become effective as from this Shareholders' Meeting.

Upon recommendation of the Remuneration and Nomination Committee, the Board of Directors proposes the appointment of (i) Mr. Jos Donvil as director for a term of 4 years, (ii) Mr. Thomas Hübner as independent director for a term of 4 years, (iii) Mrs. Filomena (Philly) Teixeira as independent director for a term of 4 years and (iv) Mrs. Saskia Van Uffelen as independent director for a term of 4 years.

Mr. Jos Donvil is proposed upon nomination by the Belgian State in accordance with the nomination right of each shareholder holding at least 15% of the shares of the Company to nominate directors for appointment pro rata its shareholding, as foreseen by Article 21§2 of the Articles of Association.

The information available to the Company shows that Mr. Thomas Hübner, Mrs. Filomena (Philly) Teixeira and Mrs. Saskia Van Uffelen meet the independence criteria stipulated by Article 526ter of the Belgian Companies Code and the applicable corporate governance rules.

The curriculum vitae and, where applicable, other information on the proposed Board members are available on bpost's internet site: <http://corporate.bpost.be/investors/shareholders-meetings/2017>.

Subject to the Shareholders' Meeting appointment of the above mentioned directors, the Board of Directors will be composed of an equal number of independent directors and non-independent directors. Following the Shareholders' Meeting, the Board of Directors will ensure that the Audit Committee and Remuneration and Nomination Committee will be composed of a majority of independent directors.

Proposed resolutions:

8.1 The Shareholders' Meeting appoints Mr. Jos Donvil as director for a term of four years until the close of the annual Shareholders' Meeting of 2021. The Shareholders' Meeting resolves that the mandate will be remunerated on the same basis as that of the other directors.

8.2 The Shareholders' Meeting appoints Mr. Thomas Hübner as director for a term of four years until the close of the annual Shareholders' Meeting of 2021. The Shareholders' Meeting acknowledges that, based on the information made available to the Company, Mr. Thomas Hübner qualifies as an independent director according to the independence criteria provided for by Article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints him as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated on the same basis as that of the other directors.

- 8.3** The Shareholders' Meeting appoints Mrs. Filomena (Philly) Teixeira as director for a term of four years until the close of the annual Shareholders' Meeting of 2021. The Shareholders' Meeting acknowledges that, based on the information made available to the Company, Mrs. Filomena (Philly) Teixeira qualifies as an independent director according to the independence criteria provided for by Article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints her as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated on the same basis as that of the other directors.
- 8.4** The Shareholders' Meeting appoints Mrs. Saskia Van Uffelen as director for a term of four years until the close of the annual Shareholders' Meeting of 2021. The Shareholders' Meeting acknowledges that, based on the information made available to the Company, Mrs. Saskia Van Uffelen qualifies as an independent director according to the independence criteria provided for by Article 526ter of the Belgian Companies Code and the applicable corporate governance rules and appoints her as independent director. The Shareholders' Meeting resolves that the mandate will be remunerated on the same basis as that of the other directors.