



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 10 MAY 2017

This duly completed, dated and signed paper form must be returned by **4 May 2017, 4.00 pm (Belgian time)** at the latest to:

Euroclear Belgium
Att. : Issuer Relations Department
Boulevard du Roi Albert II, 1
1210 Brussels (Belgium)
Email: 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) - to be completed only if the undersigned is a legal person:

.....

With address / registered offices at:

.....

Owner of

.....

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 of Directors 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 10 May 2017 at 10 AM (Belgian time) (the "Meeting") 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 favor 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 of Directors 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. 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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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.

FOR		AGAINST		ABSTAIN	
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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 Meeting. Proof hereof must be delivered by **4 May 2017** 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 Meeting, 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 Meeting 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 meetings.

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*ter* of the Belgian Companies Code to add to the agenda of the Meeting 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 25 April 2017 make available to its shareholders on its website (<http://corporate.bpost.be/investors/shareholders-meetings/2017>) 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 agendas of the Meeting (i.e. 25 April 2017 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 Meeting;
- ☐ authorizes the Proxyholder to vote on the new items and the attendant proposed resolutions that might be placed on the Meeting, 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 Meeting.

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.*