



CONVOCATION AND AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS

POSTNL N.V.

To be held fully digitally on Tuesday 20 April 2021 at 2.00 PM (CET)



Dear shareholder,

It is my pleasure to invite you to PostNL N.V.'s Annual General Meeting of Shareholders on Tuesday 20 April 2021. Due to Covid-19 and in line with the Dutch COVID-19 (Temporary Measures) Act (*Tijdelijke wet COVID-19 Justitie en Veiligheid*)¹ we have decided to hold a fully digital meeting, including possibilities for electronic voting and submitting questions during the meeting. The meeting starts at 2.00 pm (CET).

In the attached agenda with explanatory notes you will find the items that will be discussed at the meeting. The 2020 annual report, including the board report and the 2020 financial statements and other information can be found on our website <https://www.postnl.nl/en/about-postnl/investors/annual-reports/>. The online report will be leading, and we will not publish a printed version. The annual report can of course be downloaded and printed from our website.

2020 has been an unprecedented year. The achievement of the Board of Management, Executive Committee, and all of the other PostNL employees worldwide, has been huge despite the complexity of the year. Whilst managing Covid-19, PostNL has managed to make use of maximum capacity to deliver mail and parcels responsibly, while always giving the health and safety of its employees the highest priority, and at the same time deliver sound business performance. Something to be proud of.

Due to the strong financial performance in 2020, the leverage ratio at the end of 2020 amounted to 1.0, allowing PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of € 197 million and a pay-out ratio of 70%, the Board of Management, with the approval of the Supervisory Board, recommends paying a final dividend over 2020 of €0.28 per share in cash or shares at the option of the shareholders.

PostNL also in these unprecedented times greatly values the participation of as many shareholders as possible in the discussions and the decision-making process at the meeting. If you wish to attend the meeting digitally you can register in the manner described in the explanatory notes to the agenda. If you are unable to digitally attend you can vote by proxy. More information can be obtained in the explanatory notes and via <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/>. The meeting will be made public and can be followed live via webcast on our website.

I am looking forward to digitally welcoming you again on 20 April 2021.

Kind regards,

Jan Nooitgedagt
Chair of the Supervisory Board of PostNL N.V.

¹ Act of 22 April 2020 pertaining to temporary measures within the scope of the Ministry of Justice and Safety in relation to the COVID-19 outbreak (*Tijdelijke wet COVID-19 Justitie en Veiligheid*) ("Emergency Act"). Should the Emergency Act on the day of the meeting no longer apply, the meeting will be held as a hybrid meeting, and PostNL will ensure that shareholders wishing to attend the meeting physically will be able to register. PostNL however than reserves the right to pose certain COVID-19 measures in relation to attendance.



Agenda for the annual general meeting of shareholders of POSTNL N.V. at 20 April 2021

- 1. Opening and announcements**
- 2. Board report 2020**
 - a. Discussion of the developments in the financial year 2020
 - b. Board report 2020
- 3. Remuneration**
 - a. Advisory vote in relation to the remuneration report for the financial year 2020 (Resolution)
- 4. Adoption of the 2020 financial statements² (Resolution)**
- 5. Dividend**
 - a. Dividend policy
 - b. Appropriation of profit (Resolution)
- 6. Release from liability**
 - a. Release from liability of the members of the Board of Management (Resolution)
 - b. Release from liability of the members of the Supervisory Board (Resolution)
- 7. Composition of the Supervisory Board**
 - a. Announcement of three vacancies in the Supervisory Board
 - b. Opportunity for the General Meeting to make recommendations for the appointment of members of the Supervisory Board
 - c. Announcement by the Supervisory Board of the persons nominated for appointment
 - d. Proposal to reappoint Agnes Jongerius as member of the Supervisory Board (Resolution)
 - e. Proposal to appoint Koos Timmermans as member of the Supervisory Board (Resolution)
 - f. Proposal to appoint Nienke Meijer as member of the Supervisory Board (Resolution)
 - g. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2022
- 8. Appointment auditor**
 - a. Proposal to reappoint Ernst & Young Accountants LLP as auditor of the company for the year 2021 (Resolution)
 - b. Proposal to appoint KPMG Accountants NV as auditor of the company for the years 2022, 2023 and 2024 (Resolution)

² The agenda with explanatory notes, the information as meant in article 2:142 paragraph 3 of the Dutch Civil Code, and all other relevant information are available for inspection at the offices of the company (Prinses Beatrixlaan 23, 2595 AK, The Hague, the Netherlands. At this location copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting. The documents are also available at <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/>.



9. Designation of the Board of Management

- a. Designation of the Board of Management as authorised body to issue ordinary shares (Resolution)
- b. Designation of the Board of Management as authorised body to limit or exclude the pre-emptive right upon the issue of ordinary shares (Resolution)
- c. Authorisation of the Board of Management to have the company acquire its own shares (Resolution)

10. Questions

11. Close



EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF POSTNL N.V. OF 20 APRIL 2021

2. Annual report 2020

a. Discussion of the developments in the financial year 2020

Herna Verhagen, Chief Executive Officer, and Pim Berendsen, Chief Financial Officer, will discuss the most important events in the financial year 2020.

b. Annual report 2020

The annual report on the financial year 2020 will be discussed, including the report of the Supervisory Board.

3. Remuneration

a. Advisory vote on the remuneration report for the financial year 2020 (Resolution)

In accordance with article 2:135b paragraph 2 of the Dutch Civil Code annually the remuneration report will be tabled to the General Meeting for an advisory vote. The remuneration report for the financial year 2020 can be found in chapter 15 of the annual report. Shareholders are requested to vote in favour of this remuneration report.

4. Adoption of the 2020 financial statements (Resolution)

It is proposed that the financial statements drawn up by the Board of Management be adopted by the General Meeting.

5. Dividend

a. Dividend policy

In accordance with the Corporate Governance Code, the dividend policy of PostNL (the dividend amount and the type of dividend) is discussed and explained at the Annual General Meeting of Shareholders. PostNL's dividend policy is available at <https://www.postnl.nl/en/about-postnl/investors/shares/dividend/>. The dividend policy did not change in comparison to the dividend policy explained during the Annual General Meeting of Shareholders in 2020.

The key points of the dividend policy are:

- Dividend distribution conditional on being properly financed in accordance with PostNL's financial framework
- The aim is to pay dividend that develops substantially in line with operational performance
- Pay-out ratio of around 70% - 90% of normalised comprehensive income
- Shareholders are offered a choice to opt for cash or shares
- Interim dividend set at ~1/3 of dividend over prior year

b. Appropriation of profit (Resolution)

Due to the strong financial performance in 2020, the leverage ratio at the end of 2020 amounted to 1.0, allowing PostNL to propose a dividend in accordance with the dividend policy. Based on



normalized comprehensive income of € 197 million and a pay-out ratio of 70%, and subject to the adoption of the financial statements by the General Meeting, in accordance with PostNL N.V.'s articles of association, it is proposed to pay the holders of ordinary shares dividend out of the profit for the year 2020 of €0.28 per ordinary share in cash or shares at the option of the shareholders.

This proposal includes the proposal to the General Meeting to designate the Board of Management as authorised body - with the approval of the Supervisory Board - to issue a number of ordinary shares to the extent necessary to pay out the share dividend and to exclude the pre-emption rights in relation to this issue.

If the above dividend proposal is adopted, the shares will be traded ex-dividend as of 22 April 2021. The dividend record date will be 23 April 2021. Shareholders will be given the opportunity to make their choice between cash and shares from 26 April 2021 up to and including 11 May 2021, 3:00 pm CET. If no choice is made during this election period, the dividend will be paid in cash. The shares to be issued as stock dividend are paid out of additional paid in capital as part of the distributable reserves, free of withholding tax in the Netherlands. The number of share dividend rights entitled to one new common share will be determined based on the volume-weighted average price ("VWAP") of all traded PostNL ordinary shares at Euronext Amsterdam on 7, 10 and 11 May 2021. The value of the stock dividend, based on this VWAP, will, subject to rounding, be targeted at but not be lower than the cash dividend. There will be no trading in stock dividend rights. The dividend will be payable as of 14 May 2021.

The shares to be issued as stock dividend will be offered and admitted to trading on Euronext Amsterdam without a prospectus pursuant to article 5:3 paragraph 2 sub d and article 5:4 sub e of the Financial Markets Supervision Act (*Wet op het financieel toezicht*).

6. Release from liability

a. Release from liability of the members of the Board of Management (Resolution)

In accordance with article 35 paragraph 2 under d of the Articles of Association, the General Meeting is requested to release the members of the Board of Management from liability for their management insofar as such management is apparent from the 2020 annual report and financial statements or from information provided to the General Meeting otherwise.

b. Release from liability of the members of the Supervisory Board (Resolution)

In accordance with article 35 paragraph 2 under e of the Articles of Association, the General Meeting is requested to release the members of the Supervisory Board from liability for their supervision insofar as such supervision is apparent from the 2020 annual report and financial statements or from information provided to the General Meeting otherwise.



7. Composition of the Supervisory Board

a. Announcement of three vacancies in the Supervisory Board

In accordance with article 23 paragraph 1 of the Articles of Association, the Supervisory Board consists of at least 3 members. The Supervisory Board determines the actual number of members of the Supervisory Board, which has currently been set at 7 members. At the Annual General Meeting of 14 April 2020, it was announced that, as per the close of the Annual General Meeting in 2021, there would be three vacancies in the Supervisory Board. In accordance with the rotation schedule determined by the Supervisory Board, Agnes Jongerius, Thessa Menssen and Eelco Blok will resign as per the close of this Annual General Meeting of Shareholders. Thessa Menssen and Eelco Blok are not available for reappointment, Agnes Jongerius is available for reappointment for a term of two years.

b. Opportunity for the General Meeting to make recommendations for the appointment of members of the Supervisory Board

The General Meeting may recommend persons to the Supervisory Board, with due observance of the relevant profile, to be nominated as member of the Supervisory Board.

c. Announcement by the Supervisory Board of the persons nominated for appointment

Subject to the condition precedent that the General Meeting makes no recommendations for other persons, the Supervisory Board nominates Nienke Meijer and Koos Timmermans for appointment as Supervisory Board member for a term of four years, and the Supervisory Board nominates Agnes Jongerius for reappointment as Supervisory Board member for a third term, being a term of two years.

In order to further substantiate these nominations the resumes of Nienke Meijer, Koos Timmermans and Agnes Jongerius including motivation for (re)appointment are attached to this agenda and explanatory notes as appendix.

d. Proposal to reappoint Agnes Jongerius as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting makes no recommendation for other persons, the Supervisory Board proposes to reappoint Agnes Jongerius as member of the Supervisory Board for a third term, being a term of two years, to the extent that she will resign as per the close of the Annual General Meeting of Shareholders in 2023. The proposal for reappointment is subject to the enhanced recommendation right of the Central Works Council.

The Central Works Council has been allowed ample time before the date of notice to form an opinion about the reappointment and the proposal for reappointment has been made in accordance with the enhanced recommendation right of the Central Works Council.

e. Proposal to appoint Koos Timmermans as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting makes no recommendation for other persons, the Supervisory Board proposes to appoint Koos Timmermans as member of the Supervisory Board for a term of four years, to the extent that he will resign as per the close of the Annual General Meeting of Shareholders in 2025.



The Central Works Council has been allowed ample time before the date of notice to form an opinion about the appointment.

f. Proposal to appoint Nienke Meijer as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting makes no recommendation for other persons, the Supervisory Board proposes to appoint Nienke Meijer as member of the Supervisory Board for a term of four years, to the extent that she will resign as per the close of the Annual General Meeting of Shareholders in 2025.

The Central Works Council has been allowed ample time before the date of notice to form an opinion about the appointment

g. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2022

The Supervisory Board announces that in accordance with its rotation schedule, Jan Nooitgedagt will resign as per the close of the Annual General Meeting of Shareholders in 2022. He will be available for reappointment.

8. Appointment auditor

a. Proposal to reappoint Ernst & Young Accountants LLP as auditor of the company for the year 2021 (Resolution)

During the Annual General Meeting of Shareholders in 2019 Ernst & Young Accountants LLP (“EY”) was appointed as auditor of the company as from 1 January 2019 for a second term of two years, for the years 2019 and 2020.

As announced on 21 December 2020, the Supervisory Board proposes to reappoint EY as auditor of the company as from 1 January 2021 for a third term of one year, for the year 2021. Ms S.D.J. Overbeek-Goeseije will remain lead audit partner for the fifth consecutive year, making this her last year as lead audit partner.

b. Proposal to appoint KPMG Accountants NV as auditor of the company for the years 2022, 2023 and 2024 (Resolution)

As also announced on 21 December 2020, the Supervisory Board following a due process proposes an auditor switch for the year 2022 onwards. The end of the contractual term with EY after 2021 and the mandatory rotation of Ms S.D.J. Overbeek-Goeseije as lead audit partner after 2021, has led to the Supervisory Board in conjunction with the Audit Committee deciding to initiate a new selection procedure for the year 2022 onwards. The selection procedure for a new auditor was held in the second half of 2020 with a leading role for the Audit Committee, whereby the Audit Committee initiated a tender procedure to find a suitable candidate. On the basis of this selection procedure the Audit Committee has recommended KPMG Accountants NV as preferred candidate, which recommendation was followed by the Supervisory Board.

The Supervisory Board proposes to appoint KPMG Accounts NV as auditor of the company as from 1



January 2022 for a term of three years, being the years 2022, 2023 and 2024. Mr Roland Smeets will act as lead audit partner. In order to accommodate an orderly handover, during 2021 KPMG Accounts NV will prepare for the transition as per 1 January 2022.

9. Designation of the Board of Management

a. Designation of the Board of Management as authorised body to issue ordinary shares (Resolution)

Pursuant to article 9 of the Articles of Association, the Board of Management may resolve to issue shares and to grant rights to subscribe for shares. Such resolution is subject to the approval of the Supervisory Board. Article 9 of the Articles of Association stipulates that the General Meeting must resolve on the period this authority is valid, provided that this does not exceed five years. The General Meeting also determines the scope of this authority. Pursuant to a resolution of the General Meeting of 14 April 2020, the designation of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares as referred to in article 9 of the Articles of Association, was granted for a period expiring 18 months after 14 April 2020.

The designation of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the company is intended to maintain the current flexibility regarding the financing of the company through new equity. During the proposed designation period the Board of Management intends, subject to the approval of the Supervisory Board, in any event to make use of this designation in view of the issue of shares to PostNL employees in accordance with the PostNL remuneration policy and with payment of interim dividend.

It is proposed to designate the Board of Management as authorised body - with the approval of the Supervisory Board - to issue ordinary shares and to grant rights to subscribe for ordinary shares for a period of 18 months from the date of the Annual General Meeting of Shareholders, i.e. until 20 October 2022. The authority of the Board of Management will again be limited to a maximum of 10% of the issued capital, at the time of issue. The designation requested and granted at the Annual General Meeting of Shareholders of 14 April 2020 of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares until 14 October 2021 will then become null and void.

b. Designation of the Board of Management as authorised body to limit or exclude the pre-emptive right upon the issue of ordinary shares (Resolution)

The designation of the Board of Management as authorised body in respect of the pre-emptive right is related to the proposal under agenda item 9a.

It is proposed to designate the Board of Management as authorised body - with the approval of the Supervisory Board - to limit or exclude the pre-emptive right related to the issuance of ordinary shares, including the granting of rights to subscribe for ordinary shares, for a period of 18 months from the date of the Annual General Meeting of Shareholders, i.e. until 20 October 2022. In line with the proposal under agenda item 9a, the authority of the Board of Management shall be limited to a



maximum of 10% of the issued capital, at the time of issue. The designation requested and granted at the Annual General Meeting of Shareholders of 14 April 2020 of the Board of Management as authorised body to exclude the pre-emptive right to the issuance of ordinary shares, including the granting of rights to subscribe for ordinary shares until 14 October 2021, will then become null and void.

c. Authorisation of the Board of Management to have the company acquire its own shares (Resolution)

In accordance with article 12 of the Articles of Association, the company may acquire its own shares or depositary receipts for such shares, pursuant to a resolution of the Board of Management that is subject to the approval of the Supervisory Board. Furthermore, the Board of Management requires the authorisation from the General Meeting.

It is proposed to authorise the Board of Management to decide upon the acquisition of its own ordinary shares or depositary receipts for such shares by the company through purchase on a stock exchange or otherwise for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until 20 October 2022.

The authorisation shall be limited to a maximum of 10% of the issued share capital, whereby the number of ordinary shares held by the company in its own capital shall at all times be limited to a maximum of 10% of the issued share capital per the date of the authorisation (20 April 2021). The acquisition may be effected at a share price of at least € 0.01 and at maximum a share price equal to the quoted ordinary share price plus 10%. The quoted share price is defined as the average of the closing prices of the PostNL share according to the Official Price List of NYSE Euronext Amsterdam N.V. for a period of 5 trading days prior to the date of purchase.

The authorisation requested and granted at the Annual General Meeting of Shareholders of 14 April 2020 of the Board of Management as authorised body to decide upon the acquisition of its own ordinary shares or depositary receipts for such shares by the company through purchase on a stock exchange or otherwise until 14 October 2021, will then become null and void.



**APPENDIX TO THE EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF POSTNL N.V. OF 20 APRIL 2021**



RESUME AGNES JONGERIUS

YEAR OF BIRTH

1960

NATIONALITY

Dutch

FORMER POSITIONS

- President of the Dutch Trade Union Confederation (FNV)
- Member of the Social and Economic Council (SER)
- Workers' chair of the Labour Foundation
- Member of the supervisory board of FMO

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Member of the European Parliament

NUMBER OF SHARES POSTNL (per 9 March 2021)

0

MOTIVATION

In line with the Supervisory Board profile, Agnes Jongerius adds the following desired specific knowledge and experience:

- International/national developments in government policy and legislation, politics & society and tax;
- Social and political conditions in all key countries where PostNL operates, with specific knowledge of and attention to the interests of employees and HR processes;
- Management and organisational issues.

Her expertise has been of great value for PostNL the last eight years, particularly in the fields mentioned above. The Supervisory Board is keen on retaining her knowledge, experience and expertise. Moreover the proposal for reappointment has been made in accordance with the enhanced recommendation right of the Central Works Council.

CORPORATE GOVERNANCE

The proposal to reappoint Agnes Jongerius is done considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as prescribed by applicable law and as stipulated in the by-laws of the Supervisory Board and PostNL's diversity policy. The proposal for reappointment has been made in accordance with the enhanced recommendation right of the Central Works Council. Agnes Jongerius qualifies as independent within the meaning of the Corporate Governance Code.



RESUME KOOS TIMMERMANS

YEAR OF BIRTH

1960

NATIONALITY

Dutch

FORMER POSITIONS

- Various senior management positions within ING, the last position being CFO
- Member of the board of Association VNO/NCW
- Member of the supervisory board of the Duisenberg School of Finance
- Member of the supervisory board of the Amsterdam Institute of Finance

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Member of the supervisory board of FMO
- Chair of the supervisory board of Stadsherstel Amsterdam
- External advisor Bain & Company

NUMBER OF SHARES POSTNL (per 9 March 2021)

0

MOTIVATION

In line with the Supervisory Board profile, Koos Timmermans adds the following desired specific knowledge and experience:

- International and national developments in markets in which PostNL operates and the relevant products and technologies, particularly in the area of marketing & sales, information and communication technology (ICT), its applications and systems, and business processes;
- International/national developments in government policy and legislation, public affairs and tax
- Financial administration, accounting policies and internal controls of listed multinationals
- International and national acquisitions and joint ventures;
- Investor relations, management and organisational issues, corporate governance and capital markets.

CORPORATE GOVERNANCE

The proposal to appoint Koos Timmermans is done considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as prescribed by applicable law and as stipulated in the by-laws of the Supervisory Board and PostNL's diversity policy. Koos Timmermans qualifies as independent within the meaning of the Corporate Governance Code.



RESUME NIENKE MEIJER

YEAR OF BIRTH

1965

NATIONALITY

Dutch

FORMER POSITIONS

- Chair of the board of Fontys Hogescholen
- Several commercial and managerial roles within Wegener and VNU

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Cofounder and partner of Foundation *De Buitenboordmotor*
- Member of the supervisory board of Deloitte
- Chair of the board of Foundation De Volkskrant
- Member of the Advisory council for science, technology and innovation
- Member of the supervisory board of the LUMC

NUMBER OF SHARES POSTNL (per 9 March 2021)

0

MOTIVATION

In line with the Supervisory Board profile, Nienke Meijer adds the following desired specific knowledge and experience:

- International and national developments in markets in which PostNL operates and the relevant products and technologies, particularly in the area of marketing & sales, information and communication technology (ICT), its applications and systems, and business processes;
- International/national developments in government policy and legislation, public affairs and tax;
- Management and organisational issues and corporate governance.

CORPORATE GOVERNANCE

The proposal to appoint Nienke Meijer is done considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as prescribed by applicable law and as stipulated in the by-laws of the Supervisory Board and PostNL's diversity policy. Nienke Meijer qualifies as independent within the meaning of the Corporate Governance Code.



RECORD DATE AND NOTIFICATION

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders are those persons who on 23 March 2021 (**Record Date**), upon the processing of all additions and withdrawals as at the Record Date, have those rights and are recorded in one of the registers designated thereto by the Board of Management and who have notified in the manner set out below.

For deposit shares held through an intermediary of Euroclear Nederland, the administration of the relevant intermediary shall qualify as the designated register (as referred to in the Securities Giro Transactions Act (*Wet Giraal Effectenverkeer*)). Holders of such shares and holders of a right of pledge or a right of usufruct on such shares who are entitled to participate in and to vote at the meeting, must register ultimately on Thursday 15 April 2021, 9:00 AM (CET) via <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/>, via the website of ABN AMRO Bank (www.abnamro.com/evoting) or via their bank or intermediary. The relevant intermediary must submit a statement to ABN AMRO Bank ultimately on Thursday 15 April 2021, 5:00 PM (CET), specifying the number of shares held by the relevant shareholder on the Record Date via (www.abnamro.com/intermediary). When submitting such registration, the intermediaries are requested to provide the full name and address details of the relevant ultimate shareholders to facilitate an efficient check of the shareholding on Record Date. The shareholder will receive a notification of the registration via e-mail.

The shareholders' register is designated as the register for purposes of the Record Date for those shareholders whose shares are registered directly in PostNL's shareholders' register. Holders of such shares and holders of a right of pledge or a right of usufruct on such shares who are entitled to participate in and to vote at the meeting and who wish to attend the meeting virtually in person or by proxy must register ultimately on Thursday 15 April 2021, 9:00 AM (CET) at www.abnamro.com/evoting and select "REGISTRAR" as intermediary. The shareholder will receive a notification of the registration via e-mail.

VIRTUAL ATTENDANCE, VOTING AND ASKING QUESTIONS AT THE MEETING

PostNL facilitates for shareholders entitled to attend the meeting and who are recorded and registered in the manner set out above, and to the extent they have not issued a proxy, the possibility to attend the meeting online and remote using their own smartphone, tablet or personal computer and to vote electronically on all resolutions in real-time. Also these shareholders are provided the opportunity via chat function to ask questions during the meeting in relation to all agenda items. Shareholders wishing to attend the meeting virtually should register for this option at abnamro.com/evoting after which they will receive an e-mail with a link to login to the PostNL online voting platform at abnamro.com/evoting. After successful registration and confirmation of the login, the shareholder will be automatically logged into the meeting. Further instructions may be provided via abnamro.com/evoting and/or the PostNL online voting platform.



PROXY AND VOTING INSTRUCTION

Shareholders and other persons holding voting rights on shares entitled to attend the General Meeting of Shareholders and who are recorded and registered in the manner set out above may grant a written or electronic proxy to Ms M. Cremers, civil law notary in Amsterdam, the Netherlands, and/or her replacement and/or each (junior) civil law notary of Stibbe. The proxy may be granted with or without voting instructions. In case a proxy is granted without voting instructions, it shall be deemed to include a voting instruction in favour of all proposals made by the Board of Management and/or the Supervisory Board and against all other proposals.

Proxy forms to be used to grant a written proxy are available free of charge at the offices of PostNL and at <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/>. The proxy must have been received ultimately on Thursday 15 April 2021, 9:00 AM (CET) by Ms. M. Cremers, civil law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands) or, if sent in pdf-form electronically, at her email address manon.cremers@stibbe.com. You can alter or withdraw your proxy and voting instruction until ultimately Wednesday 14 April 2021, 5:00 PM (CET).

The electronic proxy (which always includes a voting instruction) must be returned ultimately on Thursday 15 April 2021, 9:00 AM (CET) via the webpage made available on <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/> (www.abnamro.com/evoting). Should you wish to use this voting method please follow these instructions:

1. Register through the website <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/> or directly at www.abnamro.com/evoting for the electronic proxy and voting instruction.
2. Look for the meeting of PostNL and you will be requested to submit the relevant information.
3. After following the different steps of the registration, you will have completed the electronic proxy and voting instruction, which will be sent to Ms. M. Cremers, civil law notary in Amsterdam and/or her replacement. At the same time the system will send a request to your intermediary to confirm that your PostNL shares are registered in your name on the Record Date.
4. After confirmation by your intermediary you will receive an email that your electronic proxy has been processed.
5. You can review, alter or withdraw your electronic proxy and voting instruction until ultimately Wednesday 14 April 2021, 5:00 PM (CET).

Shareholders who have issued a proxy in conformity with the above and who also wish to be given the opportunity to ask questions via chat function during the meeting in relation to all agenda items must notify the Corporate Secretary, Mr Ewout de Wit by email at ewout.de.wit@postnl.nl ultimately Thursday 15 April, 9.00 AM (CET).

WRITTEN QUESTIONS IN ADVANCE

As of today, shareholders may submit written questions in relation to agenda items until ultimately Saturday 17 April 2021. These questions will be (thematically) answered ultimately at the Annual



General Meeting of Shareholders. All questions must be received by the Corporate Secretary, Ewout de Wit, at the offices of PostNL (Prinses Beatrixlaan 23, 2595 AK The Hague, the Netherlands) or by email at ewout.de.wit@postnl.nl ultimately Saturday 17 April, 5.00 pm (CET). Please note that the Annual General Meeting of Shareholders will be made public through webcasting.

ADMITTANCE

Shareholders will be able to log in for virtual admission to the meeting on Tuesday 20 April 2021 via abnamro.com/evoting from 12:00 (CET) until the start of the meeting at 14:00 (CET). Shareholders must log in and complete the admission procedure for the meeting before 14:00 (CET). After this time registration will no longer be possible; shareholders who log in afterwards will only have access to the live stream to follow the meeting, but will not be able to vote or ask questions via chat function. For the terms and conditions of virtual participation please refer to the Policy for Virtual General Meetings of PostNL which can be found at <https://www.postnl.nl/en/about-postnl/investors/shares/shareholders-meeting/>. To be certain your device is compatible for virtual participation, it is recommended to verify this prior to the AGM. Virtual participation entails risks, as described in the Policy for Virtual General Meetings of PostNL. If you wish to avoid such risks you should choose to attend the meeting by proxy.

The Supervisory Board of PostNL N.V.
The Hague, 9 March 2021.