



CONVOCATION AND AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS

POSTNL N.V.

To be held on Tuesday 19 April 2022 at 2.00 PM (CET), at the Marriott Hotel The Hague, Johan de Wittlaan 30 in The Hague, the Netherlands



Dear shareholder,

It is my pleasure to invite you to PostNL N.V.'s Annual General Meeting of Shareholders on Tuesday 19 April 2022. The meeting will be held at the Marriott Hotel The Hague, Johan de Wittlaan 30, The Hague, the Netherlands and start at 2:00 PM (CET). To safeguard the safety of employees and shareholders, PostNL has implemented several measures for shareholders who wish to physically attend the meeting. Further information can be found in the explanatory notes to the agenda.

In the attached agenda with explanatory notes you will find the items that will be discussed at the meeting. The 2021 annual report, including the board report and the 2021 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.

2021 was a challenging year again, where PostNL and society as a whole had to cope with impact of Covid-19. The achievement of the Board of Management, Executive Committee, and all of the other PostNL employees worldwide, has been enormous despite this complexity. Whilst managing Covid-19, PostNL has managed to make use of its maximum capacity to deliver mail and parcels responsibly, while always prioritising the health and safety of its employees and delivering sound business performance. Thanks to our people and the resilience of our business, we show strong results driven by a solid business performance at Parcels and a strong result at Mail in the Netherlands, also leading to the announcement of the first ever share buyback programme for PostNL.

Due to the strong financial performance in 2021, the leverage ratio at the end of 2021 amounted to ~0.4, allowing PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of €285 million and a pay-out ratio of 75%, the Board of Management, with the approval of the Supervisory Board, recommends paying a total dividend over 2021 of €0.42 per share in cash or shares at the option of the shareholders. €0.10 per share was paid as interim dividend in August 2021, resulting in a final dividend of €0.32 per share.

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 in person or digitally you can register in the manner described in the explanatory notes to the agenda. If you are unable to 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 physically or digitally welcoming you again on 19 April 2022.

Kind regards,

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



Agenda for the annual general meeting of shareholders of PostNL N.V. at 19 April 2022

1. Opening and announcements

2. Board report 2021

- a. Discussion of the developments in the financial year 2021, including an explanation on the ESG policy of PostNL
- b. Board report 2021

3. Remuneration

- a. Advisory vote in relation to the remuneration report for the financial year 2021 (Resolution)
- b. Adoption of the remuneration policy of the Board of Management (Resolution)

4. Adoption of the 2021 financial statements¹ (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 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 Jan Nooitgedagt as member of the Supervisory Board (Resolution)
- e. Proposal to appoint Hannie Vlug as member of the Supervisory Board (Resolution)
- f. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2023

8. Intended reappointment of Pim Berendsen as member of the Board of Management

9. Designation of the Board of Management

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

¹ 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 (Waldorpstraat 3, 2521 CA, 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/>.



- 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. Proposal to reduce the issued share capital by cancellation of ordinary shares held by PostNL N.V. (Resolution)

11. Questions

12. Close



EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF POSTNL N.V. OF 19 APRIL 2022

2. Annual report 2021

a. Discussion of the developments in the financial year 2021

Herna Verhagen, Chief Executive Officer, and Pim Berendsen, Chief Financial Officer, will discuss the most important events in the financial year 2021, and will provide an explanation on the ESG-policy of PostNL.

b. Annual report 2021

The annual report on the financial year 2021 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 2021 can be found in chapter 15 of the annual report. Shareholders are requested to vote in favour of this remuneration report.

b. Adoption of the remuneration policy of the Board of Management (Resolution)

The current remuneration policy of the Board of Management was adopted by the General Meeting of Shareholders of 2020. An adjusted remuneration policy is now tabled for adoption, drafted in accordance with article 2:135a paragraph 6 of the Dutch Civil Code.

The Central Works Council has been allowed to advise on the remuneration policy and has rendered a positive advice. The proposed new policy, including the request for advice to the Central Works Council, the advice of the Central Works Council and the subsequent decision of the company are included to this agenda as appendix.

4. Adoption of the 2021 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 2021.



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 2021, the leverage ratio at the end of 2021 amounted to ~0.4, allowing PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of €285 million and a pay-out ratio of 75%, 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 a total dividend out of the profit for the year 2021 of €0.42 per ordinary share in cash or shares at the option of the shareholders. €0.10 per share was paid as interim dividend in August 2021. After approval by the General Meeting, this will result in a final dividend of €0.32 per share.

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 21 April 2022. The record date will be 22 April 2022. Shareholders will be given the opportunity to make their choice between cash and shares from 25 April 2022 up to and including 10 May 2022, 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 6, 9 and 10 May 2022. 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 12 May 2022.

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 of the company in the financial year 2021 insofar as such management is apparent from the 2021



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 of the company in the financial year 2021 insofar as such supervision is apparent from the 2021 annual report and financial statements or from information provided to the General Meeting otherwise.

7. Composition of the Supervisory Board

a. Announcement of 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 20 April 2021, it was announced that, as per the close of the Annual General Meeting in 2022, there would be two vacancies in the Supervisory Board. In accordance with the rotation schedule determined by the Supervisory Board, Jan Nooitgedagt will resign as per the close of this Annual General Meeting of Shareholders. He is available for reappointment for a term of four years. Furthermore, there is one vacancy as a result of the resignation of Agnes Jongerius following the close of the Annual General Meeting in 2021.

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 Jan Nooitgedagt for reappointment as Supervisory Board member for a second term, being a term of four years, and the Supervisory Board nominates Hannie Vlug for appointment as Supervisory Board member for a term of four years.

In order to further substantiate these nominations the resumes of Jan Nooitgedagt and Hannie Vlug including motivation for (re)appointment are attached to this agenda and explanatory notes as appendix.

d. Proposal to reappoint Jan Nooitgedagt 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 Jan Nooitgedagt as member of the Supervisory Board for a second term, being a term of four years, to the extent that he will resign as per the close of the Annual General Meeting of Shareholders in 2026.

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



e. Proposal to appoint Hannie Vlug 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 Hannie Vlug 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 2026. The proposal for appointment 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 appointment and the proposal for appointment has been made in accordance with the enhanced recommendation right of the Central Works Council.

f. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2023

The Supervisory Board announces that in accordance with its rotation schedule, Marike van Lier Lels will resign as per the close of the Annual General Meeting of Shareholders in 2023. She will be available for reappointment.

8. Intended reappointment of Pim Berendsen as member of the Board of Management

As announced on 9 August 2021, the Supervisory Board intends reappointing Pim Berendsen as CFO and member of the Board of Management per 19 April 2022 for a period of four years.

The remuneration of Pim Berendsen will not change as a result of the reappointment and is in accordance with the remuneration policy of the Board of Management as approved by the General Meeting of Shareholders in 2020 and the remuneration policy of the Board of Management proposed for adoption by the General Meeting of Shareholders in 2022. The annual fixed base salary as per 1 January 2022 amounts to €516,525. In addition, he will be entitled to a variable short term pay in cash and a variable long term pay in (conditional) shares, depending on the financial and non-financial performance of PostNL.

A pension arrangement based on indexed career average pension is part of the conditions. The detailed overview of PostNL's remuneration policy can be found in chapter 15 of the annual report.

The resume of Pim Berendsen is attached to this agenda and explanatory notes as appendix.

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 20 April 2021, 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 20 April 2021.

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 19 October 2023. 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 20 April 2021 of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares until 20 October 2022 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 19 October 2023. 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 20 April 2021 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 20 October 2022, 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 19 October 2023.

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 (19 April 2022). 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 shall in any event be used for share buyback programme as announced on 25 January 2022.

The authorisation requested and granted at the Annual General Meeting of Shareholders of 20 April 2021 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 20 October 2022, will become null and void if the resolution under this agenda item 9c is adopted.

10. Proposal to reduce the issued share capital by cancellation of ordinary shares held by PostNL N.V (Resolution)

It is proposed by the Board of Management – with the approval of the Supervisory Board – in accordance with article 13 of the Articles of Association and the requirements of articles 2:99 and 2:100 of the Dutch Civil Code, to cancel any or all shares in the issued share capital of PostNL N.V. held or acquired by PostNL N.V. under the authorization granted at the Annual General Meeting of Shareholders of 20 April 2021 and under the authorization referred to under agenda item 9c, to the extent that such shares shall not be used to cover obligations under share based remuneration or to pay stock dividend. The number of shares that will be cancelled (whether or not in a tranche) shall be determined by the Board of Management. The cancellation may be executed in one or more tranches. Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution to cancel shares is adopted by the Board of Management and publicly announced.



**APPENDIX TO THE EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF POSTNL N.V. OF 19 APRIL 2022**

REMUNERATION POLICY BOARD OF MANAGEMENT
ATTACHED SEPARATELY

**REQUEST FOR ADVICE TO THE CENTRAL WORKS COUNCIL, ADVICE OF THE CENTRAL WORKS
COUNCIL AND DECISION OF THE COMPANY**
ATTACHED SEPARATELY



RESUME JAN NOOITGEDAGT

YEAR OF BIRTH

1953

NATIONALITY

Dutch

FORMER POSITIONS (amongst others)

- Chairman of the supervisory board of TMG and SNS Reaal
- Member of the supervisory board of Robeco and Bank Nederlandse Gemeenten
- Chairman of the board of Nyenrode Foundation
- Member of the executive board and CFO of Aegon
- Managing partner for the Netherlands and Belgium at EY

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Vice-chairman of the supervisory board of Rabobank
- Chairman of the supervisory board of Invest-NL

NUMBER OF SHARES POSTNL (per 8 March 2022)

0

MOTIVATION

In line with the Supervisory Board profile, Jan Nooitgedagt 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 areas of business processes and logistics;
- Financial administration, accounting policies and internal controls of listed multinationals;
- International and national acquisitions and joint ventures;
- Management and organisational issues, Corporate governance; and capital markets & Investor relations.

His expertise has been of great value for PostNL the last four years, particularly in the fields mentioned above. The Supervisory Board is keen on retaining his knowledge, experience and expertise.

CORPORATE GOVERNANCE

The proposal to reappoint Jan Nooitgedagt 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. Jan Nooitgedagt qualifies as independent within the meaning of the Corporate Governance Code.



RESUME HANNIE VLUG

YEAR OF BIRTH

1964

NATIONALITY

Dutch

FORMER POSITIONS (amongst others)

- Several managerial functions within the Dutch government, including as director employment relations and director sustainability;
- Member of the supervisory board of health insurer Zorg en Zekerheid
- Member of the supervisory board of housing cooperative Woonzorg Nederland

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Chairwoman of the Samenwerkingsorganisatie Beroepsonderwijs Bedrijfsleven

NUMBER OF SHARES POSTNL (per 8 March 2022)

0

MOTIVATION

In line with the Supervisory Board profile, Hannie Vlug 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 areas of business processes;
- International/national developments in government policy and legislation, public affairs, tax and sustainability;
- 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;
- Corporate governance.

CORPORATE GOVERNANCE

The proposal to appoint Hannie Vlug 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 appointment is subject to the enhanced recommendation right of the Central Works Council. Hannie Vlug qualifies as independent within the meaning of the Corporate Governance Code.



RESUME PIM BERENDSEN

YEAR OF BIRTH

1973

NATIONALITY

Dutch

FORMER POSITIONS

- International tax adviser at Arthur Andersen
- Director of corporate development at Van Gansewinkel Group
- Various positions at PostNL (and its legal predecessors), including financial director of Euromail, manager of strategy and M&A at Cendris, member of the Executive Committee responsible for international, M&A and growth

CURRENT POSITION AND MEMBERSHIP OF SUPERVISORY BOARDS

- CFO and member of the Board of Management of PostNL
- Chairman of the board of advice of Endeit Investment Fund
- Chairman of the Johan Cruyff Foundation
- Non-executive member of the board of Whistl
- Member of the supervisory board of Majorel

NUMBER OF SHARES (per 8 March 2022)

76,896

CORPORATE GOVERNANCE

The reappointment of Pim Berendsen is intended 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 PostNL's diversity policy.



RECORD DATE AND REGISTRATION

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders are those persons who on 22 March 2022 (**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 14 April 2022, 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 14 April 2022, 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 must register ultimately on Thursday 14 April 2022, 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.

ATTENDANCE, VOTING AND ASKING QUESTIONS AT THE MEETING

Physical attendance

Shareholders wishing to attend the meeting in-person should register for this option at abnamro.com/evoting. PostNL will not admit shareholders who have not submitted a request to attend in-person and have not received a confirmation of their admittance.

Shareholders who attend the meeting in-person will attend at their own health risk and will be responsible for maintaining the guidelines implemented by PostNL to ensure as safe and orderly a meeting as possible, and to mitigate potential health risks. Anyone showing symptoms of the coronavirus as referred to on the Dutch RIVM website, may not attend the meeting. Anyone failing to act in accordance with applicable rules will be asked to leave the meeting. Visitors will not be admitted.

For shareholders attending the meeting in-person it will be possible to vote with your own smartphone or tablet at the Annual General Meeting of Shareholders. If you wish to make use of this possibility, you can vote via the website <https://web.lumiagm.com>. When opening the website you



will need to enter your Meeting ID. This ID number, together with your username and password will be handed out at the registration desk at the meeting. If you do not wish to make use of this voting method, you can make use of voting devices which will be made available at the meeting.

Shareholders attending the meeting in-person are provided with the opportunity to ask questions during the meeting in relation to all agenda items.

Virtual attendance

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](https://www.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](https://www.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](https://www.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 14 April 2022, 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 13 April 2022, 5:00 PM (CET).

The electronic proxy (which always includes a voting instruction) must be returned ultimately on Thursday 14 April 2022, 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 13 April 2022, 5:00 PM (CET).

WRITTEN QUESTIONS IN ADVANCE

As of today, shareholders may submit written questions in relation to agenda items until ultimately Saturday 16 April 2022, 5.00 pm (CET). 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 (Waldorpstraat 3, 2521 CA The Hague, the Netherlands) or by email at ewout.de.wit@postnl.nl ultimately Saturday 16 April 2022, 5.00 pm (CET).

ORGANIZATION

The meeting will be held at the Marriott Hotel The Hague (Johan de Wittlaan 30, The Hague, the Netherlands). The physical presence of the Board of Management and the Supervisory Board will be limited to the chairman and vice-chairwoman of the Supervisory Board, the Board of Management and the Corporate Secretary. Other members that will be present at the meeting, will participate via a digital connection. The meeting will be made public via video webcast.

To ensure as safe and orderly a meeting as possible, and to mitigate potential health risks, seats in the meeting room will be separated so that there is a certain social distancing between each person, limiting the number of seats in the room for shareholders. There will be no refreshments before or after the meeting, and there will be no opportunity for an informal gathering around the meeting. Access registration will not begin until 1:30 pm (CET). Shareholders are urged not to arrive earlier.

ADMITTANCE

Physical attendance

Persons entitled to participate in the meeting are requested to show a valid ID (such as a passport or driving license) prior to being admitted.

Virtual attendance

Shareholders will be able to log in for virtual admission to the meeting on Tuesday 19 April 2022 via abnamro.com/evoting from 12:00 pm (CET) until the start of the meeting at 2:00 pm (CET). Shareholders must log in and complete the admission procedure for the meeting before 2:00 pm (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. For the terms



and conditions of virtual participation please refer to the Policy for Hybrid 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 Hybrid General Meetings of PostNL. If you wish to avoid such risks you should choose to attend the meeting in person or provide a proxy.

PostNL advises people to regularly check its website for any updates.

The Supervisory Board of PostNL N.V.
The Hague, 8 March 2022