



CONVOCATION AND AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS

POSTNL N.V.

To be held on Tuesday 16 April 2024 at 2.00 PM (CET), at the Beeld en Geluid Museum The Hague, Zeestraat 82 (2518 AD) 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 16 April 2024. The meeting will be held at the Beeld en Geluid Museum The Hague, Zeestraat 82, The Hague, the Netherlands and starts at 2:00 PM (CET). The meeting will be organised as a hybrid meeting, so you will also be able to digitally participate in the meeting.

In the attached agenda with explanatory notes you will find the items that will be discussed at the meeting. The 2023 annual report, including the board report and the 2023 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.

We saw that 2023 was a year of continuing challenging circumstances, with rising costs and geopolitical volatility impacting consumer sentiment and our customers. Although the measures initiated in 2022 to mitigate the impact of the macroeconomic situation and inflationary pressure had a positive impact, the ongoing challenging macroeconomic and geopolitical environment continued to strongly impact the company. Where 2024 is expected to be a challenging year as well, we are convinced our motivated people and strong management teams are well equipped to tackle the challenges ahead.

The financial position of the company at year end 2023, with the leverage ratio amounting to ~1.7x, allows PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of €52 million and a pay-out ratio of 80%, the Board of Management, with the approval of the Supervisory Board, recommends paying a total dividend over 2023 of €0.09 per share in cash or shares at the option of the shareholders. €0.06 per share was already paid as interim dividend in August 2023, resulting in a final dividend of €0.03 per share.

PostNL 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 video webcast on our website.

I am looking forward to physically or digitally welcoming you again on 16 April 2024.

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 16 April 2024

1. Opening and announcements

2. Board report 2023

- a. Discussion of the developments in the financial year 2023, including an update on the ESG policy of PostNL
- b. Board report 2023
- c. Discussion of the corporate governance chapter in the Board report 2023
- d. Advisory vote in relation to the remuneration report for the financial year 2023 (Resolution)

3. Adoption of the 2023 financial statements¹ (Resolution)

4. Dividend

- a. Dividend policy
- b. Appropriation of profit (Resolution)

5. 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)

6. Remuneration policies

- a. Adoption of the remuneration policy of the Board of Management (Resolution)
- b. Adoption of the remuneration policy 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 Ad Melkert as member of the Supervisory Board (Resolution)
- e. Proposal to reappoint Jeroen Hoencamp 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 2025

8. Proposal to reappoint KPMG Accountants NV as auditor of the company for the years 2025 and 2026 (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/>.



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. 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 16 APRIL 2024

2. Board report 2023

a. Discussion of the developments in the financial year 2023

Herna Verhagen, Chief Executive Officer, and Pim Berendsen, Chief Financial Officer, will discuss the most important events in the financial year 2023, including an update on the ESG-policy of PostNL.

b. Board report 2023

The board report on the financial year 2023 will be discussed, including the report of the Supervisory Board.

c. Discussion of the corporate governance chapter in the Board report 2023

The revised Corporate Governance Code (the "Code") entered into force with effect from the financial year starting on or after 1 January 2023. In accordance with the recommendation of the Monitoring Committee Corporate Governance Code, the chapter in the annual report 2023 on the main aspects of the corporate governance structure and compliance with the Code (chapters 14 and 18) are tabled for discussion.

PostNL complies with the principles and best practice provisions of the Code except for one best practice provisions that is not fully applied. For further details please refer to chapter 18 of the annual report.

d. Advisory vote on the remuneration report for the financial year 2023 (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 2023 can be found in chapter 15 of the annual report. Shareholders are requested to vote in favour of this remuneration report.

3. Adoption of the 2023 financial statements (Resolution)

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

4. 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 2023.



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)

The financial position of PostNL at year end 2023, with a leverage ratio amounting to ~1.7x, allows PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of €52 million and a pay-out ratio of 80%, 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 2023 of €0.09 per ordinary share in cash or shares at the option of the shareholders. €0.06 per share was already paid as interim dividend in August 2023. After approval by the General Meeting, this will result in a final dividend of €0.03 per ordinary 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 18 April 2024. The record date will be 19 April 2024. Shareholders will be given the opportunity to make their choice between cash and shares from 22 April 2024 up to and including 7 May 2024, 5:45 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 3, 6 and 7 May 2024. 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 10 May 2024.

All ordinary 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*).



5. 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 2023 insofar as such management is apparent from the 2023 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 2023 insofar as such supervision is apparent from the 2023 annual report and financial statements or from information provided to the General Meeting otherwise.

6. Remuneration policies

a. 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 2022. 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.

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

The current remuneration policy of the Supervisory Board was adopted by the General Meeting of Shareholders of 2020. In accordance with article 2:145 paragraph 2 jo. 2:135a paragraph 2 of the Dutch Civil Code at least every four years the remuneration policy of the Supervisory Board is thereafter tabled for adoption at the General Meeting of Shareholders. As such, a new 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.

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 8 members. At the Annual General Meeting of 18 April 2023 it was announced that, as per the close of the Annual General Meeting in 2024 and in accordance with the rotation schedule determined by the Supervisory Board, Ad Melkert and Jeroen Hoencamp will resign as per the close of this Annual General Meeting of Shareholders. They are both available for reappointment for a term of four 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 reappointment

Subject to the condition precedent that the General Meeting makes no recommendations for other persons, the Supervisory Board nominates Ad Melkert and Jeroen Hoencamp for reappointment as Supervisory Board member for a second term, being a term of four years.

In order to further substantiate these nominations the resumes of Ad Melkert and Jeroen Hoencamp including motivation for reappointment are attached to this agenda and explanatory notes as appendix.

d. Proposal to reappoint Ad Melkert 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 Ad Melkert 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 2028. 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 reappoint Jeroen Hoencamp 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 Jeroen Hoencamp 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 2028.

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



f. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2025

The Supervisory Board announces that in accordance with its rotation schedule, Nienke Meijer and Koos Timmermans will resign as per the close of the Annual General Meeting of Shareholders in 2025. They will both be available for reappointment.

8. Proposal to reappoint KPMG Accountants NV as auditor of the company for the years 2025 and 2026 (Resolution)

During the Annual General Meeting of Shareholders in 2021 KPMG Accountants NV ("KPMG") was appointed as auditor of the company as from 1 January 2022 for the years 2022, 2023 and 2024.

The Supervisory Board, based on the proposal by the Audit Committee, proposes to reappoint KPMG as auditor of the company as from 1 January 2025 for a second term of two years, for the years 2025 and 2026. Mr Roland Smeets will remain lead audit partner.

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 18 April 2023, 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 18 April 2023.

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 16 October 2025. 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 18 April 2023 of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares until 18 October 2024 will become null and void if the resolution under this agenda item 9a is adopted.

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 16 October 2025. 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 18 April 2023 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 18 October 2024, will become null and void if the resolution under this agenda item 9b is adopted.

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 16 October 2025.

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 (16 April 2024). 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 18 April 2023 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 18 October 2024, 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 18 April 2023 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 16 APRIL 2024**

REMUNERATION POLICY BOARD OF MANAGEMENT
ATTACHED SEPARATELY

REMUNERATION POLICY SUPERVISORY BOARD
ATTACHED SEPARATELY

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



RESUME AD MELKERT

YEAR OF BIRTH

1956

NATIONALITY

Dutch

FORMER POSITIONS

- Member of Parliament, Minister of Social Affairs and Employment, Executive Director at the World Bank and Under-Secretary-General of the United Nations

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Chair of the Dutch Association of Hospitals
- Chair of the supervisory board of Florence
- Chair of the supervisory board of De Alliantie
- Extraordinary Councilor at the Council of State

NUMBER OF SHARES POSTNL (per 5 March 2024)

0

MOTIVATION

In line with the Supervisory Board profile, Ad Melkert adds the following desired specific expert knowledge and experience:

- International/national developments in government policy and legislation, public affairs and tax;
- Financial administration, accounting policies and internal controls of listed multinationals
- ESG Developments, specifically in relation to 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, and (Corporate) Governance

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. 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 Ad Melkert 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. Ad Melkert qualifies as independent within the meaning of the Corporate Governance Code.



RESUME JEROEN HOENCAMP

YEAR OF BIRTH

1966

NATIONALITY

Dutch

FORMER POSITIONS

- For over 20 years Mr Hoencamp fulfilled various senior management positions within Vodafone such as CEO of Vodafone Netherlands, Ireland and Great Britain.

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Chief Executive Officer of VodafoneZiggo

NUMBER OF SHARES POSTNL (per 5 March 2024)

0

MOTIVATION

In line with the Supervisory Board profile, Jeroen Hoencamp adds the following desired specific expert knowledge and experience:

- International and national developments in markets in which PostNL operates and the relevant products and technologies, particularly in the area of digital & marketing and innovation and IT and cyber security;
- International and national acquisitions and joint ventures;
- ESG Developments, specifically in relation to 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 and (Corporate) Governance;
- 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 Jeroen Hoencamp 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. Jeroen Hoencamp qualifies as independent within the meaning of the Corporate Governance Code.



RECORD DATE AND REGISTRATION

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders are those persons who on 19 March 2024 (**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 11 April 2024, 9:00 AM (CET) 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 11 April 2024, 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 11 April 2024, 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 www.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. 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 www.abnamro.com/evoting after which they will receive an e-mail with a link to login to the PostNL online voting platform at 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 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 11 April 2024, 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 10 April 2024, 5:00 PM (CET).

The electronic proxy (which always includes a voting instruction) must be returned ultimately on Thursday 11 April 2024, 9:00 AM (CET) via www.abnamro.com/evoting. Should you wish to use this voting method please follow these instructions:

1. Register via the website www.abnamro.com/evoting for 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 10 April 2024, 5:00 PM (CET).

WRITTEN QUESTIONS IN ADVANCE

As of today, shareholders may submit written questions in relation to agenda items until ultimately Thursday 11 April 2024, 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 Thursday 11 April 2024, 5.00 PM (CET).

ORGANIZATION

The meeting will be held at the Museum Beeld en Geluid The Hague (Zeestraat 82, The Hague, the Netherlands). The physical presence of the Board of Management and the Supervisory Board will be limited to the chair of the Supervisory Board, the chair of the Audit Committee and the Remuneration Committee, Jeroen Hoencamp, 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.

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. Shareholders are welcome at the venue as of 12:00 PM (CET), a lunch will be served. Access registration will not begin until 12:30 PM (CET). Shareholders will be admitted to take part in the meeting until 2:00 PM (CET). Between 2:00 PM (CET) and 2:15 PM (CET) you will be admitted to the meeting, but no longer as shareholder but as an attendee. For persons physically attending the meeting a free parking ticket is available for Q-Park Mauritskade.

Virtual attendance

Shareholders will be able to log in for virtual admission to the meeting on Tuesday 16 April 2024 via www.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 live stream to follow the meeting, but will not be able to vote. For 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 prior to the AGM. Virtual participation entails risks, 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, 5 March 2024