



CONVOCATION AND AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS

POSTNL N.V.

To be held on Tuesday 18 April 2017 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 18 April 2017. The meeting will again be held at the Marriott Hotel Den Haag, Johan de Wittlaan 30, The Hague, the Netherlands and start 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 2016 annual report, including the board report and the 2016 financial statements and other information can be found on our website <https://www.postnl.nl/en/about-postnl/about-us/>. Similar to last year, 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.

PostNL realised solid results over 2016. These results, combined with the sale of our remaining stake in TNT Express and the related buy back of part of our debt, resulted in a further improvement of our financial position. PostNL now has a net cash position and our consolidated equity position is close to achieving a positive position. This evidences that we take our priority to realise long term stakeholder value seriously. With our stake in TNT Express sold, the sensitivity of our pension obligation to interest rate fluctuations limited and the solid results over 2016, PostNL's consolidated equity improved significantly. In combination with our expectation that the consolidated equity position of PostNL will become positive in the near future, the Board of Management, with the approval of the Supervisory Board, recommends to pay dividend over the results of 2016 of €0.12 per share in cash or shares at the option of the shareholders. Additionally, the Board of Management, with the approval of the Supervisory Board, has adopted a revised dividend policy, which better matches PostNL's strategy, the corresponding financial position and the aim to realise progressive dividend.

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 you can register in the manner described in the explanatory notes to the agenda. If you are unable to attend in person you can vote by proxy. More information can be obtained in the explanatory notes and via <https://www.postnl.nl/en/about-postnl/about-us/our-governance/shareholders-meeting/>.

The meeting will be made public and can be followed live via audio webcast on our website.

I am looking forward to welcoming you again on 18 April 2017 at the Marriott Hotel in The Hague.

Kind regards,

J. Wallage
Acting chairman of the Supervisory Board of PostNL N.V.



Agenda for the annual general meeting of shareholders of POSTNL N.V. at 18 April 2017

- 1. Opening and announcements**
- 2. Discussion of the developments in the financial year 2016**
- 3. Annual report 2016**
- 4. Discussion of the corporate governance chapter in the annual report 2016**
- 5. Discussion of the execution of the remuneration policy during the financial year 2016**
- 6. Adoption of the 2016 financial statements¹ (Resolution)**
- 7. Dividend**
 - a. Adjustment of dividend policy
 - b. Appropriation of profit (Resolution)
- 8. Release from liability of the members of the Board of Management (Resolution)**
- 9. Release from liability of the members of the Supervisory Board (Resolution)**
- 10. Supervisory Board**
 - a. Announcement of three vacancies in the Supervisory Board
 - b. Opportunity for the General Meeting of Shareholders to make recommendations for the (re)appointment of members of the Supervisory Board
 - c. Announcement by the Supervisory Board of the persons nominated for (re)appointment
- 11. Proposal to appoint Mr E. Blok as member of the Supervisory Board (Resolution)**
- 12. Proposal to reappoint Ms A.M. Jongerius as member of the Supervisory Board (Resolution)**
- 13. Proposal to reappoint Mr J.W.M. Engel as member of the Supervisory Board (Resolution)**
- 14. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2018**
- 15. Extension of the designation of the Board of Management as authorised body to issue**

¹ The agenda with explanatory notes, the annual report 2016 (including the board report and the 2016 financial statements of PostNL N.V., and including the accountant's certificate to be provided in accordance with Section 2:392 paragraph 1 of the Dutch Civil Code), the information as meant in article 2:142 paragraph 3 of the Dutch Civil Code and other relevant information are available for inspection at the offices of the company (Prinses Beatrixlaan 23, 2595 AK, The Hague, the Netherlands) and of ABN AMRO Bank N.V. (Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands). At these locations 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/about-us/>.



ordinary shares (Resolution)

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

17. Questions

18. Close



EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF POSTNL N.V. OF 18 APRIL 2017

2. Discussion of the developments in the financial year 2016

Ms H.W.P.M.A. Verhagen, Chief Executive Officer, and Mr J.P.P. Bos, Chief Financial Officer, will discuss the most important events in the financial year 2016, including developments around bpost.

3. Annual report 2016

The annual report on the financial year 2016 will be discussed, including the report of the Supervisory Board.

4. Discussion of the corporate governance chapter in the annual report 2016

In accordance with the principles of the Dutch corporate governance code (the "Code"), the contents of the chapter in the annual report on the corporate governance structure (chapter 10) and the statement on compliance with the best practice provisions are tabled for discussion.

PostNL complies with the principles and best practice provisions of the Code except for two best practice provisions that are not fully applied. For further details please refer to chapter 8 of the annual report.

5. Discussion of the execution of the remuneration policy during the financial year 2016

In accordance with article 2:135 paragraph 5a of the Dutch Civil Code the execution of the remuneration policy during the financial year 2016 is tabled for discussion, in line with PostNL's explanation to the financial statement pursuant to article 2:383c up to and including e of the Dutch Civil Code. These can be found in the annual report, chapters 12 and 15.

6. Adoption of the 2016 financial statements (Resolution)

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

7a. Dividend policy

In accordance with the Code, the dividend policy of PostNL (the dividend amount and the type of dividend) are discussed and explained at the Annual General Meeting of Shareholders. The Board of Management has decided to adjust the dividend policy of PostNL with the approval of the Supervisory Board. This revised policy is attached to this agenda and explanatory notes as appendix and is available at <https://www.postnl.nl/en/about-postnl/investors/financial-framework-and-outlook/dividend/>.

The key points of the revised dividend policy are:

- subject to its financial results and equity position, PostNL aims to pay a progressive dividend,
- a dividend substantially in line with operational performance,



- condition for paying out dividend is a leverage ratio (adjusted net debt/EBITDA) not exceeding ~2
- based on pay out ratio of around 75% of the underlying net cash income (the definition of underlying net cash income can be found on our website),
- made available as interim and final dividend as an election dividend, meaning that shareholders can decide whether they want to receive cash or shares,
- barring unforeseen circumstances, payment of interim dividend to holders of ordinary shares following publication of the first half-year results. Interim dividend is set at one third of the total dividend over the prior year.

7b. Appropriation of profit (Resolution)

Subject to the adoption of the financial statements by the General Meeting of Shareholders, in accordance with PostNL's articles of association, it is proposed to pay the holders of ordinary shares dividend out of the profit over the financial year 2016 of €0.12 per ordinary share in cash or shares at the option of the shareholders, and to appropriate the remainder of the profit over the financial year 2016 to the reserves in accordance with article 31 section 2 of the Articles of Association.

This proposal includes to proposal to the General Meeting of Shareholders 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 20 April 2017. The dividend record date will be 21 April 2017. Shareholders will be given the opportunity to make their choice between cash and shares between 24 April 2017 and 9 May 2017. 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 of all traded PostNL ordinary shares at Euronext Amsterdam on 5, 8 and 9 May 2017. 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 11 May 2017.

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*).

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

In accordance with article 34 paragraph 2 under d of the Articles of Association, the General Meeting of Shareholders is requested to release the members of the Board of Management from liability for their management insofar as such management is apparent from the 2016 annual report and financial statements or from information provided to the General Meeting of Shareholders otherwise.



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

In accordance with article 34 paragraph 2 under e of the Articles of Association, the General Meeting of Shareholders is requested to release the members of the Supervisory Board from liability for their supervision insofar as such supervision is apparent from the 2016 annual report and financial statements or from information provided to the General Meeting of Shareholders otherwise.

10a. 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 Shareholders of 19 April 2016, it was announced that, as per the close of the Annual General Meeting of Shareholders in 2016, there would be two vacancies in the Supervisory Board. In accordance with the rotation schedule determined by the Supervisory Board, Ms Jongerius and Mr Engel will resign as per the close of this Annual General Meeting of Shareholders. They are both available for reappointment. Additionally, further to the stepping down of Mr Klaver as per the close of the Annual General Meeting of Shareholders of 19 April 2016, there is a third vacancy, as the Supervisory Board did not nominate a candidate member for the Supervisory Board at that time.

10b. Opportunity for the General Meeting of Shareholders to make recommendations for the (re)appointment of members of the Supervisory Board

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

10c. Announcement by the Supervisory Board of the person nominated for (re)appointment

Subject to the condition precedent that the General Meeting of Shareholders makes no recommendations for other persons, the Supervisory Board nominates Mr Blok for appointment as Supervisory Board member for a period of four years and nominates Ms Jongerius and Mr Engel for reappointment as Supervisory Board member for a period of four years.

The resumes of Ms Jongerius, Mr Blok and Mr Engel, including the motivation for their nomination are attached to this agenda and explanatory notes as appendix.

11. Proposal to appoint Mr E. Blok as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting of Shareholders makes no recommendation for other persons, the Supervisory Board proposes to appoint Mr Blok as member of the Supervisory Board for a period of four years, to the extent that he will resign as per the close of the Annual General Meeting of Shareholders in 2021.

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



12. Proposal to reappoint Ms A.M. Jongerius as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting of Shareholders makes no recommendation for other persons, the Supervisory Board proposes to reappoint Ms Jongerius as member of the Supervisory Board for a period of four years, to the extent that she will resign as per the close of the Annual General Meeting of Shareholders in 2021. 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.

13. Proposal to reappoint Mr J.W.M. Engel as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting of Shareholders makes no recommendations for another person, the Supervisory Board proposes to reappoint Mr Engel as member of the Supervisory Board for a period of four years, to the extent that he will resign as per the close of the Annual General Meeting of Shareholders in 2021.

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

14. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2018

The Supervisory Board announces that in accordance with its rotation schedule, Mr. J. Wallage will resign as per the close of the Annual General Meeting of Shareholders in 2018. Mr Wallage will be available for reappointment for a period of two years, in accordance with the Code, dated 8 December 2016. Mr Wallage has been appointed with the enhanced recommendation right of the Central Works Council.

15. Extension of the 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 of Shareholders must resolve on the period this authority is valid, provided that this does not exceed five years. The General Meeting of Shareholders also determines the scope of this authority. Pursuant to a resolution of the General Meeting of Shareholders of 19 April 2016, 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 extended for a period expiring 18 months after 19 April 2016.

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. Issuance of ordinary shares may also be used to accomplish acquisitions without undue delay through a share exchange. During the proposed extension period the Board of Management intends, subject to the approval of the Supervisory Board, to make use of this designation in view of the issue of shares to PostNL employees in accordance with the PostNL remuneration policy and in view of the contemplated payment of interim dividend.

It is proposed to extend the current designation of 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 18 October 2018. The designation requested and granted at the Annual General Meeting of Shareholders of 19 April 2016 of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares until 19 October 2017 will then become null and void.

The authority of the Board of Management in respect of the issue of ordinary shares shall again be limited to a maximum of 10% of the issued capital, at the time of issue, plus a further issue of up to 10% of the issued capital, at the time of issue, if the issue takes place in view of a merger or an acquisition.

16. Extension of the 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 15.

It is proposed to extend the designation of 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 18 October 2018. The designation requested and granted at the Annual General Meeting of Shareholders of 19 April 2017 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 19 October 2017, will then become null and void.

The authority of the Board of Management shall be limited to a maximum of 10% of the issued capital, at the time of issue, plus a further issue of up to 10% of the issued capital, at the time of issue, if the issue takes place in view of a merger or an acquisition.



APPENDIX TO THE EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 18 APRIL 2017

Dividend policy

PostNL aims to pay a progressive dividend which develops substantially in line with the development of its operational performance. The condition for paying out dividend is a leverage ratio (adjusted net debt/EBITDA) not exceeding ~2. PostNL will target a dividend pay out ratio of around 75% of the underlying net cash income. PostNL strives to pay interim and final dividends annually as election dividend, meaning that the shareholders can decide whether they want to receive cash or shares. Barring unforeseen circumstances, interim dividend will be paid to holders of ordinary shares following publication of the first half-year results. Interim dividend is set at one third of the total dividend over the prior year.

The underlying net cash income is defined as profit attributable to equity holders of the parent adjusted for significant one-offs and special items, cash out from provisions and additional cash pension contributions. This normalising adjustment is based on the underlying cash operating income, is meant to better reflect the underlying cash adjusted earnings development and will be separately explained in the annual report.

These guidelines will be pursued subject to the financial results and equity position of PostNL. Notwithstanding these guidelines, the Board of Management may establish, with the approval of the Supervisory Board, the amount to be appropriated to the reserves and/or the amount of the dividend in the light of particular circumstances. PostNL's dividend policy will be reviewed annually to ascertain that it corresponds with PostNL's financial policy and that PostNL continues to distribute dividends.

Adopted by the Board of Management on 16 February 2017.

Approved by the Supervisory Board on 24 February 2017.



Resume Mr Eelco Blok

YEAR OF BIRTH

1957

NATIONALITY

Dutch

FORMER POSITIONS

- Various positions at KPN (and its predecessors)

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Co-chairman Dutch Cyber Security Council
- CEO and chairman executive board KPN

NUMBER OF SHARES (per 6 March 2017)

0

MOTIVATION

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

- marketing & sales, information and communication technology (ICT) and ICT applications and systems;
- business processes and management and organisational issues of listed multinationals;
- national developments in government policy and legislation;
- investor relations, national and international capital markets, national and international acquisitions and joint ventures and developments on corporate governance.

CORPORATE GOVERNANCE

The proposal to appoint Mr Blok is done taking into account 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.

Mr Blok qualifies as independent within the meaning of the Code.



Resume Agnes Jongerius

YEAR OF BIRTH

1960

NATIONALITY

Dutch

FORMER POSITIONS

- president Dutch Trade Union Confederation (FNV)
- member and vice chairperson Social and Economic Council (SER)
- workers' chair Labour Foundation

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- member European Parliament

NUMBER OF SHARES (per 6 March 2017)

0

MOTIVATION

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

- international and national developments in government policy and legislation, public affairs 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.

PostNL has benefitted from her expertise the last four years and the Supervisory Board would welcome retaining this knowledge, experience and expertise.

CORPORATE GOVERNANCE

The proposal to reappoint Ms Jongerius is done taking into account 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.



Resume Marc Engel

YEAR OF BIRTH

1966

NATIONALITY

Dutch

FORMER POSITIONS

- Various positions at Unilever
- Various positions at Shell International

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Chief Supply Chain Officer Unilever London and member Unilever Leadership Executive (ULE)

NUMBER OF SHARES (per 6 March 2017)

0

MOTIVATION

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

- marketing & sales and logistics
- business processes and management and organisational issues of listed multinationals;
- national and international capital markets, national and international acquisitions and joint ventures and developments on corporate governance.

PostNL has benefitted from his expertise the last four years and the Supervisory Board would welcome retaining this knowledge, experience and expertise.

CORPORATE GOVERNANCE

The proposal to reappoint Mr Engel is done taking into account 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.



RECORD DATE AND NOTIFICATION

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders are those persons who on 21 March 2017 (**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 and who wish to attend the meeting and to vote in person or by proxy, must register ultimately on Thursday 13 April 2017, 9:00 AM (CET) via <https://www.postnl.nl/en/about-postnl/about-us/our-governance/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 13 April 2017, 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 proof of registration from ABN AMRO Bank which qualifies as admission ticket for the meeting.

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 in person or by proxy must notify the Board of Management thereof in writing. The notification must be received by the Board of Management ultimately on Friday 14 April 2017.

PROXY AND VOTING INSTRUCTION

Shareholders and other persons holding voting rights on shares who are not in a position to attend the meeting in person, may, without prejudice to the above registration and attendance notification provisions, grant a written or electronic proxy to a party of their choice, or to Mr P.H.N. Quist, civil law notary in Amsterdam, the Netherlands, and/or his 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 to said person 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/about-us/our-governance/shareholders-meeting/>. The proxy must have been received ultimately on Thursday 13 April 2017, 9:00 AM (CET) by Mr P.H.N. Quist, 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 his email address paul.quist@stibbe.com.

The electronic proxy (which always includes a voting instruction) must be returned ultimately on Thursday 13 April 2017, 9:00 AM (CET) via the webpage made available on <https://www.postnl.nl/en/about-postnl/about-us/our-governance/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/about-us/our-governance/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 Mr P.H.N. Quist, civil law notary in Amsterdam and/or his 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 Thursday 13 April 2017, 9:00 AM (CET).

In case you decide to attend the meeting, you are entitled to withdraw your proxy and voting instruction prior to the meeting at the reception desk.

WRITTEN QUESTIONS

As of today, shareholders may submit written questions in relation to agenda items until ultimately Thursday 13 April 2017. These questions may be dealt with and discussed at the Annual General Meeting of Shareholders jointly. All questions must be received by the Corporate Secretary, Ms K. Berg, at the offices of PostNL (Prinses Beatrixlaan 23, 2595 AK The Hague, the Netherlands) or by email at karen.berg@postnl.nl ultimately Thursday 13 April 2017. Please note that the Annual General Meeting of Shareholders will be made public through webcasting (audio only).

VOTING AT MEETING

This year, 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, please download the app before the meeting. The app can be downloaded via the iOS App Store or de Google Play Store when you search for 'Lumi AGM'. If you do not have an iOS or Android device or you do not want to download the app, you can also vote via the website <https://web.lumiagm.com>.

When opening the app, a gray screen will appear on your device requesting for a 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 the usual voting devices



which will be made available at the meeting.

ADMITTANCE

Persons entitled to participate in the meeting may be requested for identification prior to being admitted. Persons entitled to participate in the meeting are therefore requested to bring a valid ID (such as a passport or driving license).

The Supervisory Board of PostNL N.V., The Hague, 6 March 2017.