



CONVOCATION AND AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS
POSTNL N.V.

To be held on Tuesday 15 April 2025 at 2.00 PM (CET), at the Marriott hotel, Johan de Wittlaan 30 (2517 JR) 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 15 April 2025. The meeting will be held at the Marriott hotel, Johan de Wittlaan 30, 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 2024 annual report, including the board report and the 2024 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 2024 was a year of continuing challenging circumstances with rising costs, a tight labour market, geopolitical volatility, evolving consumer behaviour and client concentration. And a further pressure on postal services. 2025 will be about executing on the strategic actions as announced earlier, and taking further actions to safeguard a future-proof and financially viable postal service whilst awaiting the decision from government. 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 2024, with the leverage ratio amounting to ~1.95x, allows PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of €38 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 2024 of €0.07 per share in cash or shares at the option of the shareholders. €0.03 per share was already paid as interim dividend in August 2024, resulting in a final dividend of €0.04 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 15 April 2025.

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 15 April 2025

1. Opening and announcements

2. Board report 2024

- a. Discussion of the developments in the financial year 2024, including an update on the ESG policy of PostNL
- b. Board report 2024
- c. Discussion of the corporate governance chapter in the Board report 2024
- d. Advisory vote in relation to the remuneration report for the financial year 2024 (**Resolution**)

3. Adoption of the 2024 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. 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 Koos Timmermans as member of the Supervisory Board (**Resolution**)
- e. Proposal to reappoint Nienke Meijer 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 2026

7. Composition of the Board of Management

- a. Appointment of Pim Berendsen as CEO and member of the Board of Management
- b. Appointment of Linde Jansen as CFO and member of the Board of Management

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/>.

Note: in the sustainability report included in the board report it is incorrectly noted that the sustainability statement is subject to adoption by the Annual General Meeting of Shareholders. The sustainability statement is not subject to such adoption.



8. Proposal to appoint KPMG Accountants NV to issue the assurance opinion on the sustainability report of the company for the financial years 2025 and 2026 (Resolution)

9. Designation of the Board of Management

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

10. Questions

11. Close



EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF POSTNL N.V. OF 15 APRIL 2025

2. Board report 2024

a. Discussion of the developments in the financial year 2024

Herna Verhagen, Chief Executive Officer, and Pim Berendsen, Chief Financial Officer, will discuss the most important events in the financial year 2024, including an update on the ESG-policy of PostNL.

b. Board report 2024

The board report on the financial year 2024 will be discussed, including the report of the Supervisory Board.

c. Discussion of the corporate governance chapter in the Board report 2024

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 2024 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 2024 (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 2024 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 2024 financial statements (Resolution)

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

Please note: in the sustainability report included in the annual report it is incorrectly noted that the sustainability statement would (also) be subject to adoption by the Annual General Meeting of Shareholders. The sustainability statement however is not subject to such adoption.

4. Dividend

a. Dividend policy

In accordance with the 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 2024.

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 the prior year.

b. Appropriation of profit (Resolution)

The financial position of PostNL at year end 2024, with a leverage ratio amounting to ~1.95x, allows PostNL to propose a dividend in accordance with the dividend policy. Based on normalized comprehensive income of €38 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 2024 of €0.07 per ordinary share in cash or shares at the option of the shareholders. €0.03 per share was already paid as interim dividend in August 2024. After approval by the General Meeting, this will result in a final dividend of €0.04 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 17 April 2025. The record date will be 22 April 2025. Shareholders will be given the opportunity to make their choice between cash and shares from 23 April 2025 up to and including 7 May 2025, 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 5, 6 and 7 May 2025. 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 9 May 2025.

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 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 2024 insofar as such management is apparent from the 2024 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 2024 insofar as such supervision is apparent from the 2024 annual report and financial statements or from information provided to the General Meeting otherwise.

6. 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 16 April 2024 it was announced that, as per the close of the Annual General Meeting in 2025 and in accordance with the rotation schedule determined by the Supervisory Board, Koos Timmermans and Nienke Meijer 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 Koos Timmermans and Nienke Meijer 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 Koos Timmermans and Nienke Meijer including motivation for reappointment are attached to this agenda and explanatory notes as appendix.

d. Proposal to reappoint Koos Timmermans as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting makes no recommendation for



other persons, the Supervisory Board proposes to reappoint Koos Timmermans 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 2029.

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

e. Proposal to reappoint Nienke Meijer as member of the Supervisory Board (Resolution)

Subject to the condition precedent that the General Meeting makes no recommendation for other persons, the Supervisory Board proposes to reappoint Nienke Meijer as member of the Supervisory Board for a term of four years, to the extent that she will resign as per the close of the Annual General Meeting of Shareholders in 2029.

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 2026

The Supervisory Board announces that in accordance with its rotation schedule, Jan Nooitgedagt and Hannie Vlug will resign as per the close of the Annual General Meeting of Shareholders in 2026. Hannie Vlug will be available for reappointment. Jan Nooitgedagt will not be available for reappointment.

7. Composition of the Board of Management

a. Appointment of Pim Berendsen as CEO and member of the Board of Management

As announced on 4 November 2024, the Supervisory Board intends appointing Pim Berendsen as CEO and reappointing him as member of the Board of Management of PostNL N.V. per 15 April 2025 for a period of four years.

The remuneration of Pim Berendsen as CEO will be in accordance with the remuneration policy of PostNL as approved by the General Meeting of Shareholders in 2024. The annual base salary will amount to €749,852. In addition, he will be entitled to a variable short term pay in cash (currently 37.5% of base salary at target) and a variable long term pay in (conditional) shares (currently 37.5% of base salary at target), depending on the financial and non-financial performance of PostNL. Moreover, he will be entitled to benefits such as a pension arrangement, a company car and fixed expense allowance, in line with the remuneration policy.

The severance payment as agreed upon in the service agreement is in accordance with the Code and amounts to one time the base salary. PostNL's remuneration policy can be found on the corporate website and a summary of the policy in chapter 15 of the annual report.



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

Herna Verhagen will step down as CEO and member of the Board of Management upon appointment of Pim Berendsen.

b. Appointment of Linde Jansen as CFO and member of the Board of Management

As announced on 17 December 2024, the Supervisory Board intends appointing Linde Jansen as CFO and member of the Board of Management of PostNL N.V. per 15 April 2025 for a period of four years.

The remuneration of Linde Jansen as CFO will be in accordance with the remuneration policy of PostNL as approved by the General Meeting of Shareholders in 2024. The annual base salary will amount to €569,250. In addition, she will be entitled to a variable short term pay in cash (currently 37.5% of base salary at target) and a variable long term pay in (conditional) shares (currently 37.5% of base salary at target), depending on the financial and non-financial performance of PostNL, with immediate (pro-rata) participation in the running long term share plans. Moreover, she will be entitled to benefits such as a pension arrangement, a company car and fixed expense allowance, in line with the remuneration policy.

The severance payment as agreed upon in the service agreement is in accordance with the Code and amounts to one time the base salary. PostNL's remuneration policy can be found on the corporate website and a summary of the policy in chapter 15 of the annual report.

The resume of Linde Jansen is attached to this agenda and explanatory notes as appendix.

8. Proposal to appoint KPMG Accountants NV to issue the assurance opinion on the sustainability report of the company for the financial years 2025 and 2026 (Resolution)

In anticipation of Dutch legislation coming into force implementing the Corporate Sustainability Reporting Directive², the Supervisory Board in accordance with the transition arrangements included in such (draft) legislation has appointed KPMG Accountants NV to issue the assurance opinion on the sustainability report of the company for the financial year 2024.

The Supervisory Board now proposes to the General Meeting to also appoint KPMG Accountants NV to issue the assurance statement on the sustainability report of the company for the years 2025 and 2026 in line with their engagement as auditor of the company.

² Including the "Bill for the Implementation of the Sustainability Reporting Directive" (*Wetsvoorstel implementatie richtlijn duurzaamheidsrapportering*) and the "Implementation Decree for the Sustainability Reporting Directive" (*Implementatiebesluit richtlijn duurzaamheidsrapportering*)



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 16 April 2024, 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 16 April 2024.

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 15 October 2026. 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 16 April 2024 of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares until 16 October 2025 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 15 October 2026. 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 16



April 2024 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 16 October 2025, 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 15 October 2026.

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 (15 April 2025). 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 Euronext Amsterdam 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 16 April 2024 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 16 October 2025, will become null and void if the resolution under this agenda item 9c is adopted.



**APPENDIX TO THE EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL
GENERAL MEETING OF SHAREHOLDERS OF POSTNL N.V. OF 15 APRIL 2025**



RESUME KOOS TIMMERMANS

YEAR OF BIRTH

1960

NATIONALITY

Dutch

FORMER POSITIONS (amongst others)

- various senior management positions within ING, the last position being CFO
- Member of the board of Association VNO/NCW
- Member of the supervisory board of the Duisenberg School of Finance
- Member of the supervisory board of Amsterdam Institute of Finance
- Chair of the supervisory board of Stadsherstel Amsterdam
- External advisor Bain & Company

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Member of the supervisory board of NN Group
- Member of the supervisory board of FMO
- Chair of the supervisory board of Port of Rotterdam Authority
- Member of the supervisory board of KWF (Dutch Cancer Society)

NUMBER OF SHARES POSTNL (per 4 March 2025)

0

MOTIVATION

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

- International/national developments in markets in which PostNL operates and the relevant products and technologies, particularly in the areas of digital & marketing and innovation, IT and cyber security;
- International/national developments in government policy and legislation, public affairs and tax;
- Financial administration, accounting policies and internal controls of listed multinationals
- International and national acquisitions and joint ventures;
- ESG developments, specifically in relation to (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 Koos Timmermans is done considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as prescribed by applicable law and as stipulated in the by-laws of the Supervisory Board and PostNL's diversity and inclusion policy. Koos Timmermans qualifies as independent within the meaning of the Corporate Governance Code.



RESUME NIENKE MEIJER

YEAR OF BIRTH

1965

NATIONALITY

Dutch

FORMER POSITIONS (amongst others)

- Chair of the board of Fontys Hogescholen
- Member of the Advisory council for science, technology and innovation
- Member of the supervisory board of the LUMC
- Member of the supervisory board of Deloitte
- Several commercial and managerial roles within Wegener and VNU

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Cofounder and partner of Foundation De Buitenboordmotor
- Chair of the National Citizens' Assembly on Climate
- Member of the supervisory board of Achmea
- Chair of the board of foundation De Volkskrant

NUMBER OF SHARES POSTNL (per 4 March 2025)

0

MOTIVATION

In line with the Supervisory Board profile, Nienke Meijer 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, cyber security and logistics;
- International developments in government policy and legislation, public affairs and tax;
- ESG developments, specifically in relation to 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 and (Corporate) Governance.

Her 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 her knowledge, experience and expertise.



CORPORATE GOVERNANCE

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



RESUME PIM BERENDSEN

YEAR OF BIRTH

1973

NATIONALITY

Dutch

FORMER POSITIONS (amongst others)

- International tax advisor at Arthur Andersen
- Director of corporate development at Van Gansewinkel Group
- Various positions at PostNL (and its legal predecessors), including financial director and successively, managing director of the Data and Document management unit, financial director of Euromail, and manager of strategy and M&A at Cendris

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Chair of the board of advice of Endeit Investment Fund
- Chair of the Johan Cruyff Foundation
- Non-executive member of the board of Whistl
- Member of the executive committee and general board of the Confederation of Netherlands Industry and Employers (VNO-NCW)

NUMBER OF SHARES POSTNL (per 4 March 2025)

207,391

MOTIVATION:

Over the past six years, Herna and Pim have jointly, as PostNL's Board of Management, led the transformation of PostNL further – focusing on an acceleration in digitalisation, network expansion and growth of the international customer base. Pim brings extensive knowledge of the international market, considerable experience with various stakeholders, and proven focus and expertise in strategy, logistics and commerce.

CORPORATE GOVERNANCE

The proposal to reappoint Pim Berendsen is done considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as stipulated in PostNL's diversity and inclusion policy.



RESUME LINDE JANSEN

YEAR OF BIRTH

1981

NATIONALITY

Dutch

FORMER POSITIONS (amongst others)

- Various senior management positions within HEINEKEN, the last position being Director Financial & ESG Reporting
- Senior Auditor at PWC

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- N/A

NUMBER OF SHARES POSTNL (per 4 March 2025)

0

MOTIVATION:

Linde Jansen brings broad experience at both strategic and operational levels. She has built her expertise through various leadership roles, not only strengthening financial processes but also playing a key role in transformation processes, business strategy, M&A and supply chain optimisation. Her solid finance background is further complemented by experience in non-financial reporting compliance, such as CSRD, enabling her to effectively approach and prioritise complex challenges from multiple perspectives.

With Linde Jansen, PostNL gains an inspiring leader who will form a strong Board of Management together with Pim Berendsen. She combines strategic expertise with business acumen, executional strength and a people-focused approach. Her proven track record in transformation processes is critical for operating effectively in a sector in transition. The Supervisory Board is confident that Linde and Pim will form a strong Board of Management, capable of successfully advancing the company's strategy.

CORPORATE GOVERNANCE

The proposal to appoint Linde Jansen is done considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as stipulated in PostNL's diversity and inclusion policy.



RECORD DATE AND REGISTRATION

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders are those persons who on 18 March 2025 (**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 10 April 2025, 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 10 April 2025, 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 10 April 2025, 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, details will be provided at the registration desk before the meeting. If you do not wish to make use of this voting method, you can make use of the 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 10 April 2025, 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 9 April 2025, 5:00 PM (CET).

The electronic proxy (which always includes a voting instruction) must be returned ultimately on Thursday 10 April 2025, 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 9 April 2025, 5:00 PM (CET).

WRITTEN QUESTIONS IN ADVANCE

As of today, shareholders may submit written questions in relation to agenda items until ultimately Thursday 10 April 2025, 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 10 April 2025, 5.00 PM (CET).

ORGANIZATION

The meeting will be held at the Marriott (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 chair of the Supervisory Board, the chair of the Audit Committee and the Remuneration Committee, Nienke Meijer, 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.

Virtual attendance

Shareholders will be able to log in for virtual admission to the meeting on Tuesday 15 April 2025 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, 4 March 2025