



CONVOCATION AND AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS

POSTNL N.V.

To be held on Tuesday 16 April 2019 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 16 April 2019. 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 2018 annual report, including the board report and the 2018 financial statements and other information can be found on our website <https://www.postnl.nl/en/about-postnl/about-us/>. 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.

In 2018, we made further progress in transforming PostNL into a logistics e-commerce company, helping us realise our ambition to be *the* postal and logistic solutions provider in the Benelux. At year-end 2018, 48% of the revenue we generated related to e-commerce. Our underlying cash operating income in 2018 was €188 million. Furthermore, we announced the divestment of our German and Italian activities, and we have made further steps in relation to consolidation, leading to the announcement on 25 February 2019 of the acquisition of the shares of Sandd, subject to transaction approval by the authorities and consultation with the works councils and trade unions. On the basis of the results realised in 2018 and PostNL's positive consolidated equity at year-end, the Board of Management, with the approval of the Supervisory Board, recommends paying a final dividend over 2018 of €0.17 per share in cash or shares at the option of the shareholders. Added to the interim dividend of €0.07 which we paid out in August, this results in a total dividend over 2018 of €0.24.

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 16 April 2019 at the Marriott Hotel in The Hague.

Kind regards,

J.J. Nooitgedagt
Chairman of the Supervisory Board of PostNL N.V.



Agenda for the annual general meeting of shareholders of POSTNL N.V. at 16 April 2019

- 1. Opening and announcements**
- 2. Discussion of the developments in the financial year 2018**
- 3. Annual report 2018**
- 4. Discussion of the chapter in the annual report 2018 regarding the headlines of the corporate governance and the compliance with the Dutch corporate governance code**
- 5. Discussion of the execution of the remuneration policy during the financial year 2018**
- 6. Adoption of the 2018 financial statements¹ (Resolution)**
- 7. Dividend**
 - a. 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 two 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 Ms Van Lier Lels as member of the Supervisory Board (Resolution)**
- 12. Proposal to reappoint Ms Menssen as member of the Supervisory Board (Resolution)**
- 13. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2020**
- 14. Intended reappointment of Herna Verhagen as member of the Board of Management**

¹ The agenda with explanatory notes, the annual report 2018 (including the board report and the 2018 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/>.



- 15. Proposal to reappoint Ernst & Young Accountants LLP as accountant of the company
(Resolution)**
- 16. Designation of the Board of Management as authorised body to issue ordinary shares
(Resolution)**
- 17. Designation of the Board of Management as authorised body to limit or exclude the pre-emptive right upon the issue of ordinary shares (Resolution)**
- 18. Authorisation of the Board of Management to have the company acquire its own shares
(Resolution)**
- 19. Questions**
- 20. Close**



EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF POSTNL N.V. OF 16 APRIL 2019

2. Discussion of the developments in the financial year 2018

Ms H.W.P.M.A. Verhagen, Chief Executive Officer, and Mr P. Berendsen, Chief Financial Officer, will discuss the most important events in the financial year 2018.

3. Annual report 2018

The annual report on the financial year 2018 will be discussed, including the report of the Supervisory Board.

4. Discussion of the chapter in the annual report 2018 regarding the headlines of the corporate governance and the compliance with the Dutch corporate governance code

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 13) 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 one best practice provisions that is not fully applied. For further details please refer to chapter 11 of the annual report.

5. Discussion of the execution of the remuneration policy during the financial year 2018

In accordance with article 2:135 paragraph 5a of the Dutch Civil Code the execution of the remuneration policy during the financial year 2018 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 15 and 18.

6. Adoption of the 2018 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. PostNL's dividend policy is available at <https://www.postnl.nl/en/about-postnl/investors/financial-framework-and-outlook/dividend/>.

The key points of the 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



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- 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 distributable part of the shareholders' equity of €0.24 per ordinary share in cash or shares at the option of the shareholders.

This proposal includes the 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 18 April 2019. The dividend record date will be 23 April 2019. Shareholders will be given the opportunity to make their choice between cash and shares from 24 April 2019 up to and including 8 May 2019. 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 6, 7 and 8 May 2019. 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 2019.

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 2018 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 2018 annual report and financial statements or from information provided to the General Meeting of Shareholders otherwise.

10a. Announcement of two 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 Shareholders of 17 April 2018, it was announced that, as per the close of the Annual General Meeting of Shareholders in 2019, there would be one vacancy in the Supervisory Board. In accordance with the rotation schedule determined by the Supervisory Board, Ms Menssen will resign as per the close of this Annual General Meeting of Shareholders. She is available for reappointment for a period of 2 years. Additionally, taking into account the rotation plan determined by the Supervisory Board and Mr Engel stepping down as per 1 October 2019, the Supervisory Board has decided to enlarge the Supervisory Board to 8 members, as a result of which there is another vacancy.

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 Ms Van Lier Lels for appointment as Supervisory Board member for a term of four years and nominates Ms Menssen for reappointment as Supervisory Board member for a third term of two years, in accordance with the Code.

The resumes of Ms Van Lier Lels and Ms Menssen, including the motivation for their nomination is attached to this agenda and explanatory notes as appendix.

11. Proposal to appoint Ms Van Lier Lels 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 Ms Van Lier Lels 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 2023.

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 Menssen 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 Menssen as member of the Supervisory Board for a third term of two years, to the extent that she 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.

13. Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2020

The Supervisory Board announces that in accordance with its rotation schedule, Mr Wallage and Mr Rövekamp will resign as per the close of the Annual General Meeting of Shareholders in 2020. Mr Wallage and Mr Rövekamp will not be available for reappointment.

14. Intended reappointment of Herna Verhagen as member of the Board of Management

As announced on 19 December 2018, the Supervisory Board intends reappointing Herna Verhagen as CEO and member of the Board of Management per 17 April 2019 for a period of four years.

The remuneration of Herna Verhagen will not change as a result of the reappointment and is in accordance with the remuneration policy of PostNL as approved by the General Meeting of Shareholders in 2013. The annual base salary will amount to €625,000. In addition, she will be entitled to a variable short term pay in cash and a variable long term pay in (conditional) shares, depending on the financial and non-financial performance of PostNL.

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

The resume of Herna Verhagen is attached to this agenda and explanatory notes as appendix.

15. Proposal to reappoint Ernst & Young Accountants LLP as accountant of the company (Resolution)

During the Annual General Meeting of Shareholders in 2015 Ernst & Young Accountants LLP has been appointed as accountant of the company for a first term of three years with effect per 1 January 2016, covering the years 2016, 2017 and 2018.

As announced on 25 February 2019, the Supervisory Board proposes to reappoint Ernst & Young Accountants LLP as the auditor for the company for a following two year term with effect per 1 January 2019, covering the years 2019 and 2020. Mrs S.D.J. Overbeek-Goeseije will act as controlling partner.



16. 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 17 April 2018, 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 17 April 2018.

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, 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 case of payment of interim dividend.

In derogation from the current designation it is proposed to limit the authority of the Board of Management to a maximum of 10% of the issued capital, at the time of issue. Taking into account the aforementioned limitation 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 2020. The designation requested and granted at the Annual General Meeting of Shareholders of 17 April 2018 of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares until 17 October 2019 will then become null and void.

17. 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 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 2020. The designation requested and granted at the Annual General Meeting of Shareholders of 17 April 2018 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 17 October 2019, will then become null and void.



In line with the proposal under agenda item 15, the authority of the Board of Management shall be limited to a maximum of 10% of the issued capital, at the time of issue.

18. 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 of Shareholders.

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 2020.

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 2019). 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.



APPENDIX TO THE EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 16 APRIL 2019

RESUME MARIKE VAN LIER LELS

YEAR OF BIRTH

1959

NATIONALITY

Dutch

FORMER POSITIONS

- Member of the supervisory board of Eneco
- Member of the supervisory board of Imtech
- Vice-chairwoman of the supervisory board of TKH Group
- Member of the supervisory board of KPN
- Member of the supervisory board of Connexion
- Executive vice president and Chief Operating Officer Amsterdam Airport Schiphol
- Member of the executive board Deutsche Post Euro Express
- Director Van Gend & Loos Benelux

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Member of the supervisory board of NS
- Member of the supervisory board of RELX
- Member of the supervisory board of Dura Vermeer
- Member of the supervisory board of Innovation Quarter

NUMBER OF SHARES (per 5 March 2019)

0

MOTIVATION

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

- International and national developments in markets in which PostNL operates and the relevant products and technologies, particularly in the areas of marketing & sales and logistics;
- International/national developments in government policy and legislation, public affairs and tax;
- International and national acquisitions and joint ventures;
- Investor relations, management and organisational issues, corporate governance and capital markets.



CORPORATE GOVERNANCE

The proposal to appoint Ms Van Lier Lels 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. Ms Van Lier Lels qualifies as independent within the meaning of the Code.



RESUME THESSA MENSSSEN

YEAR OF BIRTH

1967

NATIONALITY

Dutch

FORMER POSITIONS

- CFO and member of the executive board of Royal BAM Group
- Chief Operating Officer at the Port Authority of Rotterdam
- Member of the supervisory board of the Rotterdam Philharmonic Orchestra

CURRENT MEMBERSHIP OF SUPERVISORY BOARD OR OTHER POSITIONS

- Member of the supervisory board of FMO
- Member of the supervisory board of the Kröller Müller Museum
- Member of the supervisory board of the National Maritime Museum

NUMBER OF SHARES (per 5 March 2019)

0

MOTIVATION

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

- International and national developments in markets in which PostNL operates and the relevant products and technologies, particularly in the area of business processes;
- Financial administration, accounting policies and internal controls of listed multinationals;
- International and national acquisitions and joint ventures;
- Investor relations, management and organisational issues, corporate governance and capital markets.

Her expertise has been of great value for PostNL the last eight years. Although Ms Menssen was absent at some meetings in 2018 due to private reasons, she has been fully available since September. The Supervisory Board would welcome retaining her knowledge, experience and expertise.

CORPORATE GOVERNANCE

The proposal to reappoint Ms Menssen 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. Ms Menssen qualifies as independent within the meaning of the Code.



RESUME HERNA VERHAGEN

YEAR OF BIRTH

1966

NATIONALITY

Dutch

FORMER POSITIONS

- Member of the supervisory board of Nutreco
- Member of the supervisory board of Actelion
- Various positions at PostNL (and its legal predecessors), including sales manager, director Commerce, coordinating director Post Nederland and director Group HR

CURRENT POSITION AND MEMBERSHIP OF SUPERVISORY BOARDS

- Chairman and member of the Board of Management of PostNL
- Member of the supervisory board of Rexel
- Member of the executive committee and general board of the Confederation of Netherlands Industry and Employers (VNO-NCW)
- Member of the supervisory board of the Concertgebouw

NUMBER OF SHARES (per 5 March 2019)

247,840

CORPORATE GOVERNANCE

The reappointment of Herna Verhagen is intended considering the limitation to the number of functions as prescribed by applicable law and the balance of male and female members, as prescribed by applicable law and as stipulated in PostNL's diversity policy.



RECORD DATE AND NOTIFICATION

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders are those persons who on 19 March 2019 (**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 11 April 2019, 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 11 April 2019, 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 12 April 2019.

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 11 April 2019, 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 11 April 2019, 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 11 April 2019, 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 11 April 2019. 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, Mr E.H. de Wit, at the offices of PostNL (Prinses Beatrixlaan 23, 2595 AK The Hague, the Netherlands) or by email at ewout.de.wit@postnl.nl ultimately Thursday 11 April 2019. Please note that the Annual General Meeting of Shareholders will be made public through webcasting (audio only).

VOTING AT MEETING

Also, 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 grey 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, 5 March 2019.