

## **Policy for Hybrid General Meetings of PostNL**

In order for as many Shareholders as possible to be able to participate in the discussions and the decision-making process at the General Meeting, PostNL (the “Company”) aims to assist its Shareholders who wish to attend the General Meeting by providing for a Hybrid General Meeting in which Shareholders are accommodated to participate virtually via the internet without the need to physically attend the respective Hybrid General Meeting. The possibility to virtually attend the Hybrid General Meeting will be provided as an alternative to attend the Hybrid General Meeting in person.

Capitalised terms have the meaning as set out in the Annex to this Policy for Hybrid General Meetings of PostNL.

# Terms and Conditions for Hybrid General Meetings of PostNL

## 1 INTRODUCTION

- 1.1 These Terms and Conditions for Hybrid General Meetings are applicable in the event of Hybrid General Meetings and to Participating Shareholders, unless the context requires otherwise.
- 1.2 Participating Shareholders will be provided with the opportunity to attend and participate in the Hybrid General Meeting and vote electronically during the Hybrid General Meeting. The Hybrid General Meeting shall be treated as having commenced if it has commenced at the physical place specified in the convocation.
- 1.3 Participating Shareholders may attend and participate in the Hybrid General Meeting and vote during the Hybrid General Meeting via the Online Platform. The Online Platform will be provided by the Online Platform Providers. Participating Shareholders must identify themselves electronically through a secured access on the Online Platform to enter the virtual part of the Hybrid General Meeting. In addition to the provisions laid down in these terms and conditions for Hybrid General Meetings, the Terms And Conditions of the Online Platform Providers also apply to the participation in the Hybrid General Meeting via the Online Platform.
- 1.4 Further instructions on the participation in the Hybrid General Meeting will be included in the convocation of the General Meeting and/or will be published on the Company's website (<https://newsroom.postnl.nl/nl-NL/pages/aandeelhoudersvergadering/> or <https://newsroom.postnl.nl/en-NL/pages/shareholders-meeting/>).
- 1.5 After convocation of the Hybrid General Meeting, the Board of Management may, at its own discretion, change the sequence of the meeting, change or restrict the electronic facilities for the meeting or adjourn the time at which the meeting is to be held. Such changes will be communicated on the Company's website (<https://newsroom.postnl.nl/nl-NL/pages/aandeelhoudersvergadering/> or <https://newsroom.postnl.nl/en-NL/pages/shareholders-meeting/>).

## 2 TECHNOLOGY

- 2.1 Participating Shareholders should, in advance of the meeting, test their connection and ensure that they have access to the Online Platform. The Company will have the Online Platform Providers implement the technical

infrastructure for the Online Platform in a timely fashion in order to allow Participating Shareholders to test the foregoing. The Company will take all reasonable efforts to make sure that technical support lines are available for Participating Shareholders during the Hybrid General Meeting and for pre-meeting testing access.

- 2.2** There are certain risks for Participating Shareholders who attend the Hybrid General Meeting via the Online Platform. These risks include, among other things, any failure or deficiency in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a denial of service attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Hybrid General Meeting. If a Shareholder wishes to avoid such risks, he or she should attend the Hybrid General Meeting in person or by providing a proxy. If any of these risks prevent a Participating Shareholder from attending and participating in the meeting or voting electronically during (any part of) the Hybrid General Meeting, then this will be for the risk and account of such Participating Shareholder. The inability of one or more Participating Shareholders to attend and participate in the Hybrid General Meeting or vote electronically during (any part of) the Hybrid General Meeting does not affect the validity of the Hybrid General Meeting or any business conducted at such meeting.
- 2.3** If it appears to the Chair that the Online Platform of the Hybrid General Meeting has become inadequate for Participating Shareholders to attend and participate in the meeting or vote electronically during (any part of) the Hybrid General Meeting, then the Chair may, at its own discretion, suspend or cancel the meeting, change the sequence of the meeting or proceed with the meeting without the possibility for some or all of the Participating Shareholders to attend and participate in the meeting or vote electronically during (any part of) the Hybrid General Meeting. The Chair shall communicate this decision to the Shareholders who participate in the Hybrid General Meeting in person and to the extent reasonable possible to the Participating Shareholders.
- 2.4** If the Chair suspends or cancels the Hybrid General Meeting, then all business conducted up to the point of the suspension or cancellation will be valid. A suspended Hybrid General Meeting may be continued as a physical General Meeting only, as a Hybrid General Meeting irrespective of the form of the Hybrid General Meeting that was suspended or

cancelled, or as a virtual meeting (or otherwise) if and insofar permitted by law.

### **3 PARTICIPATING SHAREHOLDERS' RIGHTS**

- 3.1** Participating Shareholders will be able to attend and participate in the Hybrid General Meeting via the Online Platform. Such Participating Shareholders will be able to attend and participate in the meeting and vote electronically, provided that they duly and timely registered for participation in the Hybrid General Meeting via the Online Platform and duly and timely logged-in on the Online Platform in accordance with the instructions included in the convocation of the Hybrid General Meeting and/or published on the Company's website.
- 3.2** A Participating Shareholder's access to the Online Platform will be cancelled if a Participating Shareholder registered himself or herself to attend the Hybrid General Meeting via the Online Platform, but he or she, or his or her proxy attends the Hybrid General Meeting in person.
- 3.3** Participating Shareholders who are timely logged-in via the Online Platform prior to the start of the Hybrid General Meeting (i) shall be deemed to attend the Hybrid General Meeting in person, (ii) shall be counted in for calculating how many Shareholders are present or represented at the Hybrid General Meeting and which percentage of the issued and outstanding share capital of the Company is present or represented at the Hybrid General Meeting, (iii) shall be able to attend and participate in the Hybrid General Meeting, and (iv) shall be entitled to vote electronically at such Hybrid General Meeting. Participating Shareholders who are not timely logged-in via the Online Platform prior to the start of the Hybrid General Meeting will not be counted as if they were attending the Hybrid General Meeting and will only be able to follow the meeting. The names of Participating Shareholders who are registered as attendants of the Hybrid General Meeting via the Online Platform will be included in the registration list of Shareholders attending the Hybrid General Meeting in person or by proxy.
- 3.4** Any log-off by a Participating Shareholder before the end of the Hybrid General Meeting will not affect the calculation of the quorum of Shareholders attending the Hybrid General Meeting. In case of any early log-off by a Participating Shareholder, the session of the Participating Shareholder will expire. In such event the Participating Shareholder will be allowed to log in again and to re-join the Hybrid General Meeting via the Online Platform. To the extent such Participating Shareholder was timely logged in via the Online Platform prior to the start of the Hybrid General Meeting, such Participating Shareholder will be able to continue to attend

and participate in the meeting and exercise its voting rights electronically during the remaining part of the Hybrid General Meeting. In all other circumstances such Shareholders will only be able to follow the meeting.

- 3.5** Without prejudice to article 3.3 and 3.4, Participating Shareholders will be able to cast their vote electronically between the moment the Chair opens the polls on a voting agenda item after the deliberations on that item have taken place and the moment that the Chair closes the polls during the Hybrid General Meeting. The Chair may also at the beginning of each Hybrid General Meeting at its sole discretion decide that the polls for one or more voting agenda items will be open between the commencement of the Hybrid General Meeting and the closure of voting as announced by the Chair during the Hybrid General Meeting. The polls will not be open prior to the start of the Hybrid General Meeting.
- 3.6** Split voting by Participating Shareholders on a shareholding that is held in one security account is not yet supported by the Online Platform and is therefore not possible.
- 3.7** The finding by the Chair after the closing of the poll or polls on the outcome of a vote by the General Meeting is decisive. The Chair may inform the Shareholders of the results of such voting item(s) after the closing of that poll or polls or at the close of the Hybrid General Meeting.
- 3.8** Each Participating Shareholder may request the Company to send him or her a confirmation of receipt of his votes cast on the Online Platform during the Hybrid General Meeting.

#### **4 AMENDMENTS TO THE TERMS AND CONDITIONS FOR HYBRID GENERAL MEETINGS**

The Board of Management is authorised to adopt, revoke and amend these Terms and Conditions for Hybrid General Meetings included in the Policy for Hybrid General Meetings of PostNL at any time which will become effective immediately upon posting on the Company's website (<https://newsroom.postnl.nl/nl-NL/pages/aandeelhoudersvergadering/> or <https://newsroom.postnl.nl/en-NL/pages/shareholders-meeting/>), unless decided otherwise.

#### **5 CONTACT**

For any questions about these Terms and Conditions for Hybrid General Meetings included in the Company's Policy for Hybrid General Meetings of PostNL, please contact the Corporate Secretary, Mr. E.H. de Wit, at [ewout.de.wit@postnl.nl](mailto:ewout.de.wit@postnl.nl).

**ANNEX        DEFINITIONS**

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| Company   | PostNL N.V.  |
| Chair   | means the chair of the Hybrid General Meeting  |
| Board of Management                                   | means the Board of Management of the Company   |
| General Meeting                                       | means the corporate body that consists of Shareholders with voting rights, and all other persons with voting rights in the Company / the meeting of the Company in which Shareholders and all other persons with meeting rights assemble   |
| Hybrid General Meeting                                | means a General Meeting held and conducted at a particular place and in which Shareholders are also able to attend and participate in the Hybrid General Meeting and vote electronically during the Hybrid General Meeting via the Online Platform while the General Meeting is held |
| Lumi  | means Lumi Technologies LTD  |
| Online Platform                                       | means the online platform provided by the Online Platform Providers on which the Shareholders are able to attend the virtual part of the Hybrid General Meeting  |
| Online Platform Providers                             | means ABN AMRO Bank and Lumi   |
| Shareholders  | means holders of one or more Shares or holders of a right of usufruct to one or more Shares, provided that each such holder has meeting rights and in respect of casting a vote, that he also has the voting rights attached to such Shares  |
| Participating Shareholders                            | Shareholders who are accommodated to, and wish to virtually attend and participate in the Hybrid General Meeting via the Online Platform   |
| Shares  | means one or more shares in the share capital of the Company   |
| Terms and Conditions for Hybrid General Meetings      | means these terms and conditions for Hybrid General Meetings   |
| Terms and Conditions of the Online Platform Providers | means the terms and conditions for the e-voting system of the Online Platform Providers as they will read from time to time  |