



INFORMATION ON THE RIGHT TO ATTEND AND VOTE AT SHAREHOLDERS' MEETING OF UNIFIEDPOST GROUP

1 GENERAL SHAREHOLDERS' MEETING

The annual Shareholders' Meeting is held on the third Tuesday of May each year at 7 p.m. If such day is a legal public holiday in Belgium, the meeting shall take place at the same hour on the preceding business day, as decided by the Board of Directors. The Shareholders' Meeting takes place at the registered office of the Company or at any other place designated by the convening notice convening the Shareholders' Meeting.

The other Shareholders' Meetings shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than the registered office.

The annual, special and extraordinary Shareholders' Meetings may be convened by the Board of Directors or by the Statutory Auditor and must be convened within three weeks after the request of Shareholders representing one-tenth of the Share Capital, with at least the agenda items proposed by the concerned Shareholders.

2 AUTHORITY OF THE SHAREHOLDERS' MEETING

Generally, the Shareholders' Meeting has sole authority with respect to:

- the approval of the annual accounts and the remuneration report of the Company;
- the appointment and resignation of the Company's directors and Statutory Auditor;
- the granting of release from liability to the Company's directors and Statutory Auditor towards the Company;
- the determination of the remuneration of the directors and of the Statutory Auditor for the exercise of their mandate including *inter alia*, as relevant:
 - in relation to the remuneration of executive and non-executive directors, the approval of an exemption from the rule that share-based awards can only vest during a period of at least three years as of the grant of the awards;
 - in relation to the remuneration of executive directors, the approval of an exemption

from the rule that (unless the variable remuneration is less than a quarter of the annual remuneration) at least one quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least two years and that at least another quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least three years; and

- in relation to the remuneration of non-executive directors, the approval of any variable part of the remuneration;
- the distribution of profits and available reserves (it being understood that the Articles of Association authorize the Board of Directors to distribute interim dividends);
- the filing of a claim for liability against directors;
- the decisions relating to the dissolution, merger and certain other reorganizations of the Company; and
- the approval of amendments to the Articles of Association.

3 VOTING RIGHTS

Each Shareholder is entitled to one vote per Share at the Shareholders' Meeting. The Company's major Shareholders do not have different voting rights compared to the other Shareholders.

Voting rights may be suspended in relation to Shares:

- which were not fully paid up, notwithstanding the request thereto of the Board of Directors;
- to which more than one person is entitled, except in the event a single representative is appointed for the exercise of the voting right;
- which entitle their holder to voting rights above the threshold of 5% or any multiple of 5%¹, of the total number of voting rights attached to the outstanding financial instruments of the Company on the date of the relevant Shareholders' Meeting, except in the event where the relevant Shareholder has notified the Company and the FSMA at least 20 days prior to the date of the Shareholders' Meeting on which it wishes to vote of its shareholding reaching or exceeding the thresholds above;
- which are being held by the Company or by a direct subsidiary of the Company; and
- of which the voting right was suspended by a competent court or the FSMA.

4 NOTICES CONVENING THE SHAREHOLDERS' MEETING

Holders of registered Shares must receive written notice of the Shareholders' Meeting at least 30 days prior to the meeting. In case the holder(s) of registered Shares, convertible bonds, subscription rights or

¹ The Company has not added in its Articles of Association additional thresholds on top of those set forth in the Transparency Law.

of a certificate issued with the cooperation of the Company, have communicated their e-mail address to the Company in accordance with Article 2:32 BCCA, they will receive written notice of the Shareholder's Meeting on the communicated e-mail address. If such e-mail address had not been communicated, the written notice of the Shareholder's Meeting shall be delivered by regular mail.

The Company must also publish a notice of the meeting in the Belgian Official Gazette, in a newspaper with national distribution (except for those annual Shareholders' Meetings which take place at the location, place, day and hour indicated in the Articles of Association and whose agenda is limited to the approval of the annual accounts, the annual reports of the Board of Directors and the Statutory Auditor, discharge to be granted to the directors and Statutory Auditor, the remuneration report and termination provisions) and in media that can be reasonably considered having effective distribution among the public in the EEA and that is swiftly accessible and in a non-discriminatory manner. The notices are published at least 30 days prior to the Shareholders' Meeting. If a new convocation is required for lack of quorum and the date of the second Shareholders' Meeting was mentioned in the first notice, then, in the absence of new agenda items, notices are published at least 17 days in advance of that second Shareholders' Meeting.

As from the publication of the notice, the Company shall make the information required by law available on the Company's website (<https://www.unifiedpost.com/investor-relations>) for a period of five years after the relevant Shareholders' Meeting.

5 FORMALITIES TO ATTEND A SHAREHOLDERS' MEETING

A shareholder wishing to attend and participate in the Shareholders' Meeting must:

- have the ownership of its Shares recorded in its name, as of midnight Central European Time, on the fourteenth calendar day preceding the date of the meeting (the "record date"), either through registration in the Shareholders' register in the case of registered Shares or through book-entry in the accounts of an authorized account holder or clearing institution in the case of dematerialized Shares; and
- notify the Company (or the person designated by the Company) by returning confirmation of its intention to participate in the Shareholders' Meeting via the Company's e-mail address or the specific e-mail address mentioned in the notice convening the Shareholders' Meeting, at the latest on the sixth calendar day preceding the day of the Shareholders' Meeting. In addition, the holders of dematerialized Shares must, at the latest on the same day, provide the Company (or the person designated by the Company) or arrange for the Company (or the person designated by the Company) to be provided, with an original certificate issued by the certified account holder or clearing institution certifying the number of Shares owned on the record date by the relevant Shareholder and 1 for which it has notified its intention to participate in the meeting.

Holders of profit-sharing certificates, non-voting Shares, bonds, subscription rights or other securities issued by the Company, as well as holders of certificates issued with the cooperation of the Company and representing securities issued by the latter, may participate in the Shareholders' Meeting insofar as the law or the Articles of Association entitles them to do so and, as the case may be, gives them the right to participate in voting. If they propose to participate, such holders are subject to the same formalities concerning admission and access and forms and filing of proxies, as those imposed on Shareholders.

6 **VOTING BY PROXY**

Any Shareholder with the right to vote may either personally participate in the Shareholders' Meeting or give a proxy to another person, who need not be a Shareholder, to represent him or her at the Shareholders' Meeting. A Shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the Company. The signed original paper or electronic form must be received by the Company at the latest on the sixth calendar day preceding the day of the meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirements.

7 **REMOTE VOTING IN RELATION TO THE SHAREHOLDERS' MEETING**

The notice convening the meeting may allow Shareholders to vote remotely in relation to the Shareholders' Meeting, by sending a paper form or, if specifically allowed in the notice convening the meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). These forms shall be made available by the Company. The original signed paper form must be received by the Company at the latest on the sixth calendar day preceding the date of the Shareholders' Meeting. Voting through the signed electronic form may occur until the last calendar day before the Shareholders' Meeting.

The Company may also organize a remote vote in relation to the Shareholders' Meeting through other electronic communication methods, such as, among others, through one or several websites. The Company shall specify the practical terms of any such remote vote in the convening notice.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the admission formalities.

8 **RIGHT TO REQUEST ITEMS TO BE ADDED TO THE AGENDA AND TO ASK QUESTIONS AT THE SHAREHOLDERS' MEETING**

One or more Shareholders who together hold at least 3% of the Share Capital may request for items to be added to the agenda of any convened Shareholders' Meeting and submit proposals for resolutions with regard to existing agenda items or new items to be added to the agenda, provided that (i) they prove ownership of such shareholding as of the date of their request and record their Shares representing such shareholding on the record date; and (ii) the additional items on the agenda and/or proposed resolutions have been received in writing by the Company at the latest on the twenty-second day preceding the date of the relevant Shareholders' Meeting. The shareholding must be proven by a certificate evidencing the registration of the relevant Shares in the share register of the Company or by a certificate issued by the certified account holder or clearing institution certifying the book-entry of the relevant number of dematerialized Shares in the name of the relevant Shareholder(s).

As the case may be, the Company shall publish a revised agenda of the Shareholders' Meeting, at the latest on the fifteenth day preceding the Shareholders' Meeting. The right to request that items be added to the agenda or that proposed resolutions in relation to existing agenda items be submitted does not apply in case of a second Shareholders' Meeting that must be convened because the quorum was not

obtained during the first Shareholders' Meeting.

Within the limits of Article 7:139 of the BCCA, the directors and the Statutory Auditor shall answer, during the Shareholders' Meeting, the questions raised by Shareholders. Shareholders can ask questions either during the meeting or prior to the meeting (in writing or electronic form), provided that the Company receives the written question at the latest on the sixth day preceding the Shareholders' Meeting.

9 QUORUM AND MAJORITIES

In general, there is no attendance quorum requirement for a general Shareholders' Meeting, except as provided for by law in relation to certain decisions. Decisions are taken by a majority of the votes cast, except where the law or the Articles of Association provide for a special majority.

Matters involving special legal quorum and majority requirements include, among others, amendments to the Articles of Association, issues of new Shares, convertible bonds or subscription rights and decisions regarding mergers and demergers, which require at least 50% of the Share Capital to be present or represented and a majority of at least 75% of the votes cast. Furthermore any changes to the corporate purpose or any conversion of legal form of the Company require at least 50% of the Share Capital to be present or validly represented and a majority of at least 80% of the votes cast. If the quorum is not reached, a second Shareholders' Meeting may be convened at which no quorum shall apply. The special majority requirements, however, remain applicable.