

## UNIFIEDPOST GROUP SA/NV

A public limited liability company (“*naamloze vennootschap*” / “*société anonyme*”) under Belgian law with registered office at Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium and registered with the Register of Legal Entities under number 0886.277.617

[www.unifiedpost.com](http://www.unifiedpost.com)

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### CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS

The board of directors of Unifiedpost Group SA/NV (the **Company**) has the honor of inviting the holders of securities and warrants (the **Shareholders**) to attend the annual general shareholders' meeting which will be held at Company Webcast studio Brussels, Markiesstraat 1, Brussels, to which the Shareholders are requested to participate via audio/video conference on Tuesday 18 May 2021 at 19:00 (CET) with the following agenda, containing proposed resolutions.

#### **Your health is our only concern – COVID 19 (Corona-virus) measures annual meeting 2021**

At Unifiedpost Group our first concern is your health. We therefore feel the responsibility to take some extraordinary measures in the framework of the recent COVID 19 (Corona-virus) pandemic in accordance with the provisions set forth in the Belgian Royal Decree dated 9 April 2020. To that end and taking into account sanitary measures taken by the authorities restricting group gatherings, the shareholders' meeting will be held remotely via audio/video conference without the possibility to physically attend the shareholders' meeting in order to safeguard your health to the greatest extent possible. Therefore, our Shareholders should cast their votes either by (i) proxy in accordance with article 7:142 of the Belgian Code on Companies and Associations or (ii) by virtually participating and exercising their voting rights in the general meeting via audio/video conference.

### **Agenda of the annual general meeting**

#### **1. Communication of the board of directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2020.**

Comment of the board of directors: pursuant to articles 3:5 and 3:6 of the Belgian Code on Companies and Associations, the board of directors has drafted an annual report in which it accounts for its management. Furthermore, the statutory auditor has drafted a detailed report in accordance with articles 3:74 and 3:75 of the Belgian Code on Companies and Associations. Both reports are available for consultation on the website <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting> as from the date of this convening notice. These reports do not need to be approved by the Shareholders.

#### **2. Approval of the remuneration report as included in the annual report of the board of directors on the statutory financial statements closed on 31 December 2020.**

Proposed resolution: approval of the remuneration report for the financial year closed on 31 December 2020.

### **3. Approval of the remuneration policy.**

Proposed resolution: approval of the remuneration policy.

### **4. Approval of the statutory financial statements closed on 31 December 2020 including the proposed allocation of the result.**

Proposed resolution: approval of the statutory financial statements closed on 31 December 2020 showing a loss in the amount of EUR 24.232.082,91 and the proposed allocation of the result as losses carried forward.

### **5. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2020 as well as the annual report of the board of directors and the statutory auditor's report on those consolidated financial statements.**

Comment of the board of directors: pursuant to article 3:32 of the Belgian Code on Companies and Associations, the board of directors has drafted a report on the 2020 consolidated financial statements. Furthermore, the statutory auditor has drafted a detailed report pursuant to article 3:80 of the Belgian Code on Companies and Associations. Both reports are available for consultation on the website <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting> as from the date of this convening notice. These reports do not need to be approved by the Shareholders.

### **6. Approval to grant discharge to the members of the board of directors.**

Proposed resolution: approval to grant discharge to all members of the board of directors for the execution of their mandate for the financial year closed on 31 December 2020.

### **7. Approval to grant discharge to the statutory auditor.**

Proposed resolution: approval to grant discharge to BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, for the execution of its mandate as statutory auditor of the Company during the financial year closed on 31 December 2020.

### **8. Approval of the nomination of a member of the board of directors.**

Proposed resolution: upon nomination by the board of directors and after proposal of the Remuneration and Nomination Committee, it is proposed to nominate Sopharth BV, permanently represented by Mr. Philippe De Backer, as independent director for a renewable period of 6 years, ending on the date of the annual general shareholders' meeting of 2027. The curriculum vitae of Mr. Philippe De Backer is available for consultation at <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting>. Sopharth BV, permanently represented by Mr. Philippe De Backer, will be remunerated in accordance with the principles as established by the Company for non-executive directors.

### **9. Approval of the remuneration of non-executive directors and the remuneration of the chairman of the board of directors as included in the annual report of the board of directors on the statutory financial statements closed on 31 December 2020.**

Proposed resolution: approval of the annual remuneration payable to the non-executive directors and the remuneration of the president of the board of directors, as included in annual report of the board of directors on the statutory financial statements closed on 31 December 2020.

## **10. Approval of the remuneration of the statutory auditor as included in the annual report of the board of directors on the statutory financial statements closed on 31 December 2020.**

Proposed resolution: approval of the remuneration of the statutory auditor for auditing the Company during the financial year 2020 (including the consolidation and the half-year audit) as included in the annual report of the board of directors on the statutory financial statements closed on 31 December 2020.

## **11. Power of Attorney.**

Proposed resolution: granting of a power of attorney to Mrs. Marleen Mouton and Mrs. Hilde Debontridder, choosing as address Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium, as extraordinary proxy holders, with the right to act individually and with powers of sub-delegation, to whom they grant the power, to represent the Company regarding the fulfilment of the filing and disclosure obligations as set out in the Belgian Code on companies and associations and all other applicable legislation. This power of attorney entails that the aforementioned extraordinary proxy holders may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to file the aforementioned decisions with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Official Gazette.

### **Use of LUMI'S AGM+ Platform**

Shareholders who wish to do so can complete, as further detailed below, all participation formalities via Lumi's AGM+ platform: <https://lumiagm.com/>. This platform also enables Shareholders to either vote by proxy prior to the general meeting or to virtually participate and exercise voting rights during the general meeting.

## **Practical provisions**

### **Voting and majority**

Each share shall have one vote. The proposed resolutions of the agenda shall be passed if they are approved by a majority of 50% of the votes validly cast by the Shareholders or their representatives.

### **Admission conditions**

The right to attend the annual general shareholders' meeting and to exercise voting rights during such meeting shall be granted solely based on the administrative registration of the shares in the Shareholder's name at 24:00 (CET) on 4 May 2021 at the latest, either (i) through the registration of the registered shares in the Company's shares register, or (ii) in the event of dematerialized shares, by their registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the Shareholder is holding on the actual date of the general meeting. The time and date stated above is deemed to be the registration date.

In the event of dematerialized shares, the registration of such shares in the accounts of the relevant certified account holder or intermediary shall be proven through a certificate from the relevant certified account holder or intermediary stating how many dematerialized shares were registered in its accounts in the Shareholder's name on the registration date.

The Shareholders shall report on 12 May 2021 at the latest if they wish to participate in the annual general shareholders' meeting. This must be reported via (i) [www.lumiagm.com](http://www.lumiagm.com), (ii) by email to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com) or (iii) by letter to Unifiedpost Group SA, to the attention of Marleen Mouton, Company Secretary, Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium.

Representatives or intermediaries of Shareholders willing to attend the annual general meeting are invited to confirm their attendance via [www.lumiagm.com](http://www.lumiagm.com) on 12 May 2021 at the latest at 24:00 (CET), and will indicate the number of shares in the Company which (i) were held by the represented Shareholder on 4 May 2021 at 24:00 (CET), and (ii) are registered to vote at the annual general meeting, including the name of the representative or intermediary and its contact details (phone number and e-mail).

Holders of bonds, warrants or certificates issued with the Company's cooperation are permitted to attend the general meeting on the condition of compliance with the admission conditions applicable to Shareholders.

The Shareholders or their representatives or proxy holders, bond or warrant holders who have fulfilled the registration requirements will receive the dial in details for the audio/video conference no later than 17 May 2021 via phone or via e-mail which can be used to access the annual general meeting on Tuesday 18 May 2021 at 19:00 (CET).

The video conference shall be opened at 19:00 (CET) on 18 May 2021 in order to enable a smooth processing of registration formalities. Shareholders who are not used to participating in a video conference or who have practical questions regarding the organization of the annual general shareholders' meeting can send an e-mail to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com). The Company shall foresee practical and technical support for the Shareholders requiring such support.

#### **The possibility of submitting agenda items and/or proposed resolutions**

In accordance with article 7:130 of the Belgian Code on Companies and Associations, one or more Shareholders that jointly hold at least 3% of the capital shall have the right to add items on the agenda of the general meeting and to submit proposed resolutions concerning such (added) items on the agenda. Such requests are to be submitted by email to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com), no later than on 27 April 2021. More detailed information on the conditions for making use of this option is available on the Company's website <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting>.

On 3 May 2021 at the latest, the agenda, with any such additions, will be published in the Belgian Official Gazette, a national newspaper and a European-wide medium.

#### **Right to ask questions**

In accordance with article 6, §3, of the Belgian Royal Decree dated 9 April 2020, Shareholders who complied with the above conditions for admission, may submit questions in writing concerning the agenda items to the directors and/or the statutory auditor. During the general meeting, the directors shall only answer the questions submitted by the Shareholders in writing to the Company. The statutory auditor shall also answer the questions asked by the Shareholders submitted in writing. Questions to the directors or the statutory auditor are to be submitted by email to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com) no later than on 12 May 2021. More detailed information on the right to ask questions is available on the Company website ([www.unifiedpost.com](http://www.unifiedpost.com)). The questions that were submitted in writing and the answers to those questions will be published on the website of the Company <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general->

[meeting](#) before the annual general meeting takes place. It will not be possible for Shareholders to ask questions during the shareholders' meeting.

### **Proxies and voting instructions**

Shareholders who wish to be represented by a different person at the meeting can indicate this via [www.lumiagm.com](http://www.lumiagm.com) no later than 12 May 2021 at 24:00 (CET). In addition, Shareholders can make use of the proxy form as prepared by the board of directors. This proxy form is available on (i) [www.lumiagm.com](http://www.lumiagm.com), (ii) the website of the Company <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting> and (iii) the Company's registered office. This proxy must be filed at the Company's registered office, for the attention of the board of directors, or sent by email to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com), in either case no later than at 24:00 (CET) on 12 May 2021.

The annual shareholders' meeting will be held in the English language. In matters of any misinterpretation, the French version will prevail.

### **Availability of documents**

All documents relating to the above shareholders' meeting (including this convening notice and the aforementioned proxy form) which the law requires to make available to Shareholders are accessible on the Company's website (<https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting>) as from 16 April 2021 in French and English.

### **Contact details**

#### **Unifiedpost Group SA/NV**

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Website: [www.unifiedpost.com](http://www.unifiedpost.com).