

## UNIFIEDPOST GROUP SA

Limited liability company (“*société anonyme*”)

Avenue Reine Astrid 92 A

1310 La Hulpe

VAT: BE. 0886.277.617

RLE Brabant Wallon

(the **Company**)

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Minutes of the annual general meeting held on 17 May 2022 (the **AGM**)

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On May 17, 2022, the AGM of the Company was held at Buzzy Nest, Avenue Reine Astrid 92A, 1310 La Hulpe, Brussels.

For the minutes of the EGM, reference is made to the minutes to be published by notary Van Melkebeke in the Belgian State Gazette.

### **OPENING OF THE AGM – PRELIMINARY STATEMENTS**

The AGM opens at 07:00 P.M. (CET) under the chairmanship of the chairman of the board of directors of the Company, in accordance with article 40 of the Company’s articles of association, AS Partners SRL, permanently represented by Mr. Stefan Yee (hereafter the **Chairman**).

The Chairman welcomes all shareholders to this AGM of the Company.

The Chairman states that the board of directors of the Company (the **Board of Directors**) has decided to hold the AGM physically in the presence of the holders of securities of the Company, their proxy holders or others who have the right to attend this AGM. In this respect, the shareholders of the Company have been requested to cast their votes either by (i) proxy in accordance with article 7:142 of the Belgian Code on Companies and Associations or (ii) by participating and exercising their voting rights at the AGM. The Chairman refers to the convening notice and the proxy form as made publicly available on the Company’s website on April 15, 2022.

As an introduction, the Chairman highlights the main milestones of 2021.

## A. FORMALITIES

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### COMPOSITION OF THE BUREAU

In accordance with article 40 of the Company's articles of association, the Chairman appoints Marleen Mouton as secretary of the AGM (the **Secretary**). The Chairman also invites the CEO of the Company, Mr Hans Leybaert to be part of the bureau. The Secretary will also be responsible for counting the votes cast by the shareholders at the occasion of this AGM.

The Chairman, the CEO and the Secretary together constitute the bureau of the AGM.

### CONVENING NOTICE

The convening notice with respect to the present AGM was published in accordance with article 7:128 of the Belgian Code on Companies and Associations by means of:

- an announcement in the Belgian Official Gazette ("*Belgisch Staatsblad*") dated April 15, 2022;
- an announcement in the national newspaper De Tijd dated April 15, 2022;
- an announcement on the Company's website dated April 15, 2022.

Copies of the publications are submitted to the bureau and initialled by the members of the bureau. These will be kept in the files of the Company together with the minutes of this AGM.

The holders of registered shares and the statutory auditor were convened by e-mail on April 15, 2022 and the holders of subscription rights by means of an e-mail dated 15 April 2022. The directors waived all notice periods and notice requirements in respect of the AGM, as well as the right to receive the above-mentioned reports and documents, in accordance with articles 7:128 and 7:132 of the Belgian Code on Companies and Associations and the articles referring thereto.

Proof of these convening notices is being submitted to the bureau and initialled by the bureau. The proof will be kept in the Company's files together with the minutes of this AGM.

In addition, as from April 15, 2022, the following documentation has been made available to the public and the holders of securities issued by the Company on the Company's website ([www.unifiedpost.com](http://www.unifiedpost.com)):

- an overview with the total number of outstanding shares and voting rights;
- a proxy form to allow holders of shares issued by the Company to be represented at the AGM by a proxyholder; and
- the documents to be submitted to the AGM as referred to in the agenda.

## **COMPOSITION OF THE AGM – ATTENDANCE LIST**

The registration date of the AGM was 3 May 2022, at midnight 12:00 A.M. (CET). In accordance with article 7:134 of the Belgian Code on Companies and Associations and article 33 of the Company's articles of association, only persons owning securities issued by the Company on the aforementioned registration date were entitled to participate and, as the case may be, vote at the present AGM. In a register designated by the Board of Directors, (i) the name and address or registered office of each security holder who has notified the Company of its intention to participate in the AGM, (ii) the number of securities such security holder possessed on the registration date, as well as (iii) a description of the documents which indicate that such security holder owned the securities on the registration date, were registered.

In addition, an attendance list has been prepared indicating (i) the identity of the security holders who participate in the AGM, (ii) the domicile or registered office of such security holders, (iii) if applicable, the identity of the proxyholders of such security holders, and (iv) the number of shares with which such security holders are participating in the voting.

The attendance list and the register are submitted to the bureau, and are subsequently closed, initialled and signed by the members of the bureau. The attendance list and the register will be kept in the files of the Company together with the minutes of this AGM.

All holders of securities issued by the Company who are represented at the AGM, included in the aforementioned lists, have complied with the formalities in order to participate in the present AGM in accordance with the Company's articles of association and the Belgian Code on Companies and Associations and as set out in the convening notice.

The certificates which have been filed with respect to dematerialized shares, the letters or emails submitted with respect to registered shares (as the case may be), and the proxies that have been submitted by the shareholders, will be kept in the files of the Company together with the minutes of this AGM.

The Company's share capital amounts to EUR 321.975.562,88 and is represented by 34.546.431 shares, without nominal value, each representing the same fraction of the Company's share capital. Based on the aforementioned attendance list and the verification of the admission to the AGM, it appears that 21,273,955 shares in total or 61.58% of the outstanding and existing shares, are present or represented at the AGM.

## **RIGHT TO ADD AGENDA ITEMS**

The Company did not receive a request from one or more shareholder(s), who together possess at least 3% of the Company's share capital, to add new items to the agenda or to submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda.

## **QUORUM**

According to the Belgian Code on Companies and Associations, there is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the AGM.

### **VOTING RIGHTS – MAJORITY**

Each of the proposed resolutions under the respective items included in the aforementioned agenda shall be passed if it is approved by a simple majority of the votes validly cast. Each share is entitled to one (1) vote.

### **AGENDA**

The Chairman recalls that the present AGM has the following agenda items:

- 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 2021.**

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/shareholderinformation/general-meeting> as from the date of the 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 2021.**

Proposed resolution: approval of the remuneration report for the financial year closed on 31 December 2021.

- 3. Approval of the statutory financial statements closed on 31 December 2021 including the proposed allocation of the result.**

Proposed resolution: approval of the statutory financial statements closed on 31 December 2021 showing a loss in the amount of EUR 5.614.198 and the proposed allocation of the results losses carried forward.

- 4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2021 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 2021 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/generalmeeting as from the date of the convening notice. These reports do not need to be approved by the shareholders.

**5. 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 2021.

**6. 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 2021.

**7. Approval of the co-optation 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 approve and confirm the cooptation of First Performance AG, permanently represented by Michael Kleindl, as non-executive director for a renewable period of 4 years, ending on the date of the annual general shareholders' meeting of 2026, replacing Jinvest BV, permanently represented by Jürgen Ingels, who resigned on 18 December 2021. The curriculum vitae of Mr. Michael Kleindl is available for consultation at <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting-2022>. First Performance AG, permanently represented by Michael Kleindl, will be remunerated in accordance with the principles as established by the Company for non-executive directors.

**8. Change of control provisions – article 7:151 of the Belgian Code of Companies and Associations.**

Proposed resolution: the general meeting of shareholders approves and, insofar as required, ratifies, in accordance with and to the extent falling within the scope of article 7:151 of the Belgian Companies and Associations Code, those provisions of the EUR 100 million senior facilities agreement entered into by the Company and some of its subsidiaries on 7 March 2022 and the other transaction documents in relation thereto which grant rights to third parties that either have a substantial influence on the assets of the Company or create a substantial debt or obligation for the Company if the exercise of these rights is dependent on the launch of a public takeover bid on the securities of the Company or on a change of the control exercised over it, including, without limitation, clause 7.2 (Exit) of the senior facilities agreement.

**9. Approval of the re-nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2025.**

Proposed resolution: approval of the re-nomination of BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, as statutory auditor of the Company as of the date of this General Meeting until the General Meeting of 2025.

**10. 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.

### **VALIDITY OF THE CONVENING AND THE COMPOSITION OF THE AGM**

The aforementioned statements by the Chairman are verified and approved by the AGM. Subsequently, the AGM declares and confirms that it has been validly convened and is validly constituted, and that it is authorized to deliberate and vote on the items on the agenda of the AGM.

### **B. DELIBERATIONS AND RESOLUTIONS**

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Upon proposal by the bureau, the AGM starts with the deliberation on the items on the agenda.

#### **SUBMISSION OF DOCUMENTATION**

The Secretary of the AGM submits to the AGM the following documentation that has been mentioned in the items on the agenda of the AGM:

- the annual report of the Board of Directors on the statutory financial statements for the financial year ended on 31 December 2021;
- the statutory auditor's report on the statutory financial statements for the financial year ended on 31 December 2021;
- the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements for the financial year ended on 31 December 2021;
- the remuneration policy;
- the statutory financial statements closed on 31 December 2021 including the proposed allocation of the result;
- the consolidated financial statements of the Company for the financial year closed on 31 December 2021;
- the annual report of the Board of Directors on the consolidated financial statements for the financial year ended on 31 December 2021;
- the statutory auditor's report on the consolidated financial statements for the financial year ended on 31 December 2021; and
- the curriculum vitae of Mr Michael Kleindl.

The Secretary states that these documents have been made available to the directors, the statutory auditor and the holders of securities issued by the Company in accordance with the Company's

articles of association and the Belgian Code on Companies and Associations. The documents concerned will be kept in the files of the Company together with the minutes of this AGM. The AGM releases the Secretary from reading the documentation that has been submitted.

### **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, had the right to submit questions in writing by email with respect to the agenda items to the directors and/or the statutory auditor prior to this AGM no later than 11 May 2022, as set forth in the convening notice with respect to this present AGM.

No questions from shareholders were received.

### **DELIBERATION AND VOTING**

Subsequently, upon proposal of the Secretary, the AGM proceeds with the deliberation and voting with respect to the respective items on the agenda.

Agenda items 1, 3 and 4 are presented jointly as follows:

- Business review by Hans Leybaert, CEO;
- Financial review by Laurent Marcelis, CFO; and
- Audit report by Ellen Lombaerts, representing BDO Réviseurs d'Entrepris SCRL, Statutory Auditor

The presentation of the AGM will be integrally attached to these minutes.

**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 2021.**

This agenda item requires no further resolution.

**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 2021.**

After a summary presentation and deliberation, the approval with respect to this agenda item is passed with a majority of 70,20% as follows:

- votes approving: 14,934,400
- votes disapproving: 6,339,555
- abstentions:

Resolution: the remuneration report for the financial year closed on 31 December 2021 is approved by the AGM.

**3. Approval of the statutory financial statements closed on 31 December 2021 including the proposed allocation of the result.**

Submission of the statutory financial statements closed on 31 December 2021.

After deliberation, the approval with respect to this agenda item is passed with a majority of 100% as follows:

- votes approving: 21,273,955
- votes disapproving:
- abstentions:

Resolution: approval of the statutory financial statements closed on 31 December 2021 showing a loss in the amount of EUR 5.614.198 and the proposed allocation of the results losses carried forward.

**4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2021 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements.**

This agenda item requires no further resolution.

**5. Approval to grant discharge to the members of the Board of Directors.**

Upon proposal of the Chairman, the AGM decides to vote collectively for all of the directors concerned with respect to this agenda item.

After deliberation, the approval with respect to this agenda item is passed with a majority of 96.75% as follows:

- votes approving: 20,582,591
- votes disapproving: 691,364
- abstentions:

Resolution: The AGM grants discharge to each member of the Board of Directors for the execution of their mandate for the financial year closed on 31 December 2021.

**6. Approval to grant discharge to the statutory auditor.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100% as follows:

- votes approving: 21,273,955
- votes disapproving:
- abstentions:

Resolution: The AGM grants 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 2021.

**7. Approval of the co-optation of a member of the Board of Directors.**

After a brief presentation of Mr. Michael Kleindl and deliberation, the approval with respect to this agenda item is passed with a majority of 92.68% as follows:

- votes approving: 19,717,007
- votes disapproving: 829,503
- abstentions: 727,445

Resolution: The AGM appoints First Performance AG, permanently represented by Mr. Michael Kleindl, as director of the Company for a renewable period of four (4) years, ending on the date of the annual general shareholders' meeting of 2026, who will be remunerated in accordance with the principles as established by the Company for non-executive directors.

#### **8. Change of control provisions – article 7:151 of the Belgian Code of Companies and Associations.**

After a summary presentation and deliberation, the approval with respect to this agenda item is passed with a majority of 91.68% as follows:

- votes approving: 19,504,536
- votes disapproving: 550,008
- abstentions: 1,219,411

Resolution: The AGM of shareholders approves and, insofar as required, ratifies, in accordance with and to the extent falling within the scope of article 7:151 of the Belgian Companies and Associations Code, those provisions of the EUR 100 million senior facilities agreement entered into by the Company and some of its subsidiaries on 7 March 2022 and the other transaction documents in relation thereto which grant rights to third parties that either have a substantial influence on the assets of the Company or create a substantial debt or obligation for the Company if the exercise of these rights is dependent on the launch of a public takeover bid on the securities of the Company or on a change of the control exercised over it, including, without limitation, clause 7.2 (Exit) of the senior facilities agreement.

#### **9. Approval of the re-nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2025.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100% as follows:

- votes approving: 21,273,955
- votes disapproving:
- abstentions:

Resolution: The AGM approves of the re-nomination of BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, as statutory auditor of the Company as of the date of this General Meeting until the General Meeting of 2025.

#### **10. Power of Attorney.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100% as follows:

- votes approving: 21,273,955
- votes disapproving:
- abstentions:

Resolution: The AGM resolves to grant 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 an 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.

### **C. CLOSING OF THE AGM – SIGNATURE**

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The AGM is closed at 8.20 P.M. (CET).

These minutes are signed in three (3) original copies by the members of the bureau in accordance with article 43 of the Company's articles of association, and will be kept in the files of the Company.

Signed by the members of the bureau:

**THE CHAIRMAN**

**THE SECRETARY**

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AS Partners SRL,  
permanently represented by  
Stefan Yee



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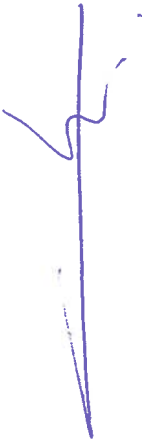

Marleen Mouton

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Sofias BV,  
Permanently represented by  
Hans Leybaert

**Attendance list**  
**Annual General Meeting Unifiedpost Group SA**  
**May 17, 2022**

Securities holder	Address	Proxy name	No of shares	Signatures
Participatiemaatschappij Vlaanderen NV	Oude Graanmarkt 63 1000 Brussel	Geert Diericx	533,333	
Van Bever	Hoekstraat 56 3040 Huldenberg		180	
Geert De Herdt	Molenlei 79 2590 Berlaar		3,300	
Bart Lievens	Hubert Frere-Orbanlaan 628 9000 Gent		190,710	

Alyclo NV	Lembergsesteenweg 19 9820 Merelbeke	Degroote Els	20,000	
Craeynestraat 8 3210 Lubbeek	Kalenberg 8 3210 Lubbeek			
Van Acker TDM	He Kienstraat 13 9200 Grentenbergen			
Wim De Preter	Havenlaan 26 1000 Brussel			