

## 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)

### CONVENING NOTICE TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

The Board of Directors of Unifiedpost Group SA/NV (the **Company**) has the honor of inviting its shareholders and holders of warrants to attend the ordinary and extraordinary general shareholders' meetings (the **General Meeting**) which will be held at Buzzynest, Avenue Reine Astrid 92A, La Hulpe, on Tuesday 17 May 2022 at 19:00 (CET) to consider and vote on the items as listed in the agenda as set out below.

#### COVID 19 (Corona-virus) measures annual General Meeting 2022

Depending on the evolution of the COVID-19 pandemic and any related measures taken or to be taken by the competent authorities, we may need to adjust the conditions of the physical participation to our General Meeting. As we cannot predict which measures shall be applicable on the day of our General Meeting, we will have a webcasting of the General Meeting. To mitigate potential risks, there will be no social event at the occasion of our General Meeting. If you prefer to avoid health risks, we ask our shareholders to cast their votes by proxy in accordance with article 7:142 of the Belgian Code on Companies and Associations and also register for the webcasting (with no interactions as explained in the participation formalities set out below)

Applicable formalities are detailed at the end of this convening notice. Shareholders may, to the extent indicated, also use the ABN AMRO platform (<https://www.abnamro.com/evoting>) to complete all participation formalities and vote by proxy at the General Meeting.

#### Agenda of the Ordinary 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 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/shareholder-information/general-meeting-2022> 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 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 result as 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/general-meeting-2022> as from the date of this 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 cooptation 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**

Comment of the Board of Directors: Pursuant to article 7:151 of the Belgian Code of Companies and Associations, the General Meeting is solely competent to approve a so-called 'change of control' clause, i.e. provisions whereby third parties are granted rights having a substantial influence on the assets of the Company or causing a substantial debt or liability for the Company in the event of a change of control over the Company. These clauses are standard requests from creditors and/or in the legal documentation of our financing arrangement.

The Company has entered into a Loan Facility agreement for the amount of EUR 100 million between, amongst others, the Company as borrower and Francisco Partners as lender, dated 7 March 2022. This

Loan Facility agreement includes clauses on the basis of which the loan, together with accrued interest and all other amounts accrued and outstanding thereunder, could in certain circumstances become immediately due and payable following a change of control over the Company.

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.

### **Agenda of the Extraordinary General Meeting**

The Extraordinary General Meeting will only validly deliberate on the items of its agenda if at least half of the capital is present or represented, in accordance with article 7:153 of the Belgian Companies and Associations Code. If this condition is not met, a new Extraordinary General Meeting with the same agenda will be convened for 14 June 2022. This second Extraordinary General Meeting will validly deliberate irrespective of the number of shares present or represented.

#### **10. Transparency threshold in articles of association.**

Proposed resolution: adding a new paragraph at the end of article [11] of the articles of association of the Company, which reads as follows:

*“The requirements of the applicable legislation on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market apply to the acquisition of holdings in the company, it being understood that the duty of disclosure arises on the acquisition of a first holding of three per cent (3%) of the voting rights in the company, without prejudice to the disclosure requirements on the acquisition of a holding of five per cent (5%) or multiples of five per cent (5%) thereafter.”*

#### **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 ABN AMRO's eVoting platform**

Shareholders who wish to do so can complete, as further detailed below, all participation formalities via ABN AMRO's eVoting platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)). This platform also enables shareholders to either vote by proxy prior to the General Meeting or to participate and exercise voting rights during the General Meeting.

### **Practical provisions**

#### **Voting and majority**

Each share shall have one vote. The proposed resolutions under items 1 to 10 and under item 12 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. The proposed resolution under agenda item 11 of the agenda shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders or their representatives.

#### **Admission conditions**

The right to attend the General 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 17:40 CET on 3 May 2022 at the latest, after processing of all entries and deletions as of that date, 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 11 May 2022 at 17:00 (CET) at the latest if they wish to participate in the General Meeting. This must be reported via (i) [www.abnamro.com/evoting](http://www.abnamro.com/evoting), (ii) by e-mail 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. In case of dematerialized shares, a statement must be provided by the intervention of a financial intermediary acting on instruction of the shareholder via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). The intermediaries concerned need to submit a declaration before 12 May 2022 by 13:00 CET at the latest that the number of shares held by the participant on the record date and the registration of the shares were notified to ABN AMRO. In addition, the intermediaries are also requested to include the full address details of the relevant underlying shareholders in order to be able to verify in an efficient manner their holding on the record date.

When informing the Company of their intention to participate in the General Meeting in accordance with the previous paragraph, shareholders shall indicate the number of shares in the Company which (i) were held by the represented shareholder at 17:40 CET on 3 May 2022, after processing of all entries and deletions as of that date, and (ii) with which they intend to vote at the General Meeting, including the name of the representative or intermediary and its contact details (phone number and e-mail).

Holders of warrants are permitted to attend the General Meeting (but not to vote) on the condition of compliance with the admission conditions applicable to shareholders.

The shareholders or their representatives or proxy holders or the warrant holders who have fulfilled the participation formalities and have indicated that they intend to follow the webcast via [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com) will receive the dial in details for the webcast no later than 16 May 2022 via e-mail which can be used to access the General Meeting on Tuesday 17 May 2022 at 19:00 (CET). The webcast shall be opened at 18:30 (CET) on 17 May 2022 in order to enable a smooth processing of participation formalities. Shareholders who are not used to participating in a webcast or who have practical questions regarding the organization of the General 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. Please note that voting and asking questions is only possible prior to the General Meeting.

The shareholders or their representatives or proxy holders or warrant holders who have fulfilled the participation formalities and have indicated that they intend to physically attend the General Meeting will receive an access card via their financial intermediary in case of dematerialized shares or via ABN AMRO in case of registered shares.

### **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 e-mail to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com), no later than on 25 April 2022. 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-2022>.

On 2 May 2022 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 7:139 of the Belgian Code on Companies and Associations, 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. Such questions are to be submitted by e-mail to [secretary.general@unifiedpost.com](mailto:secretary.general@unifiedpost.com) or by letter to Unifiedpost Group SA, to the attention of Marleen Mouton, Company Secretary, Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium and this no later than on 11 May 2022. It will also be possible for shareholders who are physically attending the General Meeting to ask questions during the General Meeting. More detailed information on the right to ask questions is available on the Company website ([www.unifiedpost.com](http://www.unifiedpost.com)).

### **Proxies and voting instructions**

Shareholders who wish to be represented by a different person at the General Meeting can indicate this via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via their financial intermediary in case of dematerialized shares no later than 11 May 2022 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 via the website of the Company <https://www.unifiedpost.com/en/investor-relations/shareholder-information/general-meeting-2022>

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 [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com), in either case no later than at 24:00 (CET) on 11 May 2022.

In the event of any discrepancy between the different language versions of this convening notice and the other documents relating to the General Meeting, the French version will prevail.

### **Availability of documents**

All documents relating to the General 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-2022>) as from 15 April 2022 in French and English.

### **Privacy notice**

The Company is responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (if any) and proxy holders in the context of the General Meeting of the shareholders in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the organization, analysis and management of the participation and voting procedure in relation to the General Meeting, in accordance with the applicable legislation and the Company's Privacy Policy available at <https://www.unifiedpost.com/>. These personal data will be transferred to third parties for the purpose of providing assistance in the management of participation and voting procedures, and for analyzing the composition of the shareholder base of the Company. The personal data will not be stored any longer than necessary in light of the aforementioned objectives. Shareholders, holders of other securities issued by the Company and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders, holders of other securities issued by the Company and proxy holders, including the rights that they can assert towards the Company in accordance with the applicable data protection legislation. The aforementioned can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via [gdpr@unifiedpost.com](mailto:gdpr@unifiedpost.com).

### **Contact details**

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

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