

## UNIFIEDPOST GROUP

Public limited liability company (“*naamloze vennootschap*” / “*société anonyme*”) under Belgian law  
Registered office at Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium  
Company number 0886.277.617  
Register of Legal Entities Walloon Brabant

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

### Revised agenda of the Ordinary General Meeting of 21 May 2024

On 26 April 2024, Unifiedpost Group SA/NV (the **Company**) received, in accordance with article 7:130 of Belgian Code of Companies and Associations, a request from one of its shareholders, Alychlo NV, holding (on the basis of certificates sent to the Company, namely a certificate of registration in the Company's register of registered shareholders and a certificate drawn up by the approved account keepers, certifying that the corresponding number of dematerialised shares has been registered in its name) 17,02 % of the Company's share capital, to add additional items and draft resolutions to the agenda of the Ordinary General Meeting of Shareholders of 21 May 2024 (the **General Meeting**) published on 19 April 2024. The additional items and proposed resolutions have been added to the agenda as new items 5 and 6 on the agenda for the General Meeting. The recommendation of the Board of Directors on the advice of the Nomination and Remuneration Committee on these additional draft resolutions is available on the Company's website. In accordance with Article 7:130 of the Belgian Code of Companies and Associations, the Company has provided shareholders with amended forms for postal votes and proxy votes. Proxies and postal votes received by the Company prior to the publication of the revised agenda remain valid for those agenda items to which the proxies and postal votes apply, subject, however, to applicable law and further clarifications contained in the proxy and postal vote forms.

#### **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 2023.**

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://investors.unifiedpostgroup.com/stock-information/shareholder-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 2023.**

Proposed resolution: approval of the remuneration report for the financial year closed on 31 December 2023.

#### **3. Approval of the statutory financial statements closed on 31 December 2023 including the proposed allocation of the result.**

Proposed resolution: approval of the statutory financial statements closed on 31 December 2023 showing a loss in the amount of EUR 54.402.487,68 and of the proposed allocation of the result of EUR

110.220.005,61 as losses carried forward.

#### **4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2023 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 2023 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://investors.unifiedpostgroup.com/stock-information/shareholder-meeting> as from the date of this convening notice. These reports do not need to be approved by the shareholders.

#### **5. Nomination of Company directors**

On 26 April 2024, the Company received, in accordance with article 7:130 of Belgian Code of Companies and Associations, a request from one of its shareholders, Alychlo NV, holding (on the basis of certificates sent to the Company, namely a certificate of registration in the Company's register of registered shareholders and a certificate drawn up by the approved account keepers, certifying that the corresponding number of dematerialised shares has been registered in its name) 17,02 % of the Company's share capital, to add this additional item and the below draft resolutions to the agenda of the General Meeting.

Except for the additional proposed resolution under item (ii) below (appointment of Bever Consulting BV represented by Els Degroote) for which the Nomination and Remuneration Committee issued a neutral advice, the Board of Directors follows the advice of the Nomination and Remuneration Committee and recommends the shareholders:

- to leave the decision on the proposed additional resolution under item (i) below (appointment of Crescemus BV represented by Pieter Bourgeois) at the discretion of the General Meeting; and
- to vote against the proposed additional resolutions under items:
  - (ii) (appointment of Bever Consulting BV represented by Els Degroote);
  - (iii) (appointment of Jinvest BV represented by Jürgen Ingels); and
  - (iv) (appointment of Yellowfin Ventures BV represented by Joris Van Der Gucht) below.

The full recommendation of the Board of Directors on the advice of the Nomination and Remuneration Committee is available on the [Company's website](#).

#### Proposed resolutions of Alychlo NV (each proposed resolution must be voted on separately):

- (i) The General Meeting decides to appoint Crescemus BV, with company number 0521.873.163, represented by its permanent representative, Pieter Bourgeois, as a director of the Company, for a term of four years that will end immediately after the ordinary general meeting of 2028. The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (ii) The General Meeting decides to appoint Bever Consulting BV, with company number 0883.695.635, represented by its permanent representative, Els Degroote, as a director of the Company, for a term of four years that will end immediately after the ordinary general meeting of 2028. The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (iii) The General Meeting decides to appoint Jinvest BV, with company number 0477.073.417,

represented by its permanent representative, Jürgen Ingels, as a director of the Company for a four-year term of office that will end immediately after the ordinary general meeting of 2028. Jinvest BV, with company number 0477.073.417, represented by its permanent representative, Jürgen Ingels qualifies as an independent director. There is no indication of any element that could call into question his independence. The ordinary general meeting acknowledges that, based on the information available to the company, Jinvest BV and Jürgen Ingels meet the independence criteria of Article 3.5 of the Belgian Corporate Governance Code 2020 and Article 7:87, §1, first paragraph of the Companies and Associations Code, with the exception of the criterion provided in Article 3.5, point 5 b of the Belgian Corporate Governance Code 2020. However, the general meeting considers that the nomination of this director by a shareholder holding more than 10% in the capital does not in any way impair the required independence of Jinvest BV and Jürgen Ingels.

The director will receive an annual remuneration in accordance with the approved remuneration policy.

- (iv) The General Meeting decides to appoint Yellowfin Ventures BV, with company number 0669.583.377, represented by its permanent representative, Joris Van Der Gucht, as a director of the Company, for a four-year term of office that will end immediately after the ordinary general meeting of 2028. Yellowfin Ventures BV, with company number 0669.583.377, represented by its permanent representative, Joris Van Der Gucht qualifies as an independent director. There is no indication of any element that could call into question his independence. The ordinary general meeting acknowledges that, based on the information available to the Company, Yellowfin Ventures BV and Joris Van Der Gucht meet the independence criteria of Article 3.5 of the Belgian Corporate Governance Code 2020 and Article 7:87, §1, first paragraph of the Companies and Associations Code, with the exception of the criterion provided in Article 3.5, point 5 b of the Belgian Corporate Governance Code 2020. However, the general meeting considers that the nomination of this director by a shareholder holding more than 10% in the capital does not in any way impair the required independence of Yellowfin Ventures BV and Joris Van Der Gucht.

The director will receive annual remuneration in accordance with the approved remuneration policy.

## **6. Dismissal of Company directors**

On 26 April 2024, the Company received, in accordance with article 7:130 of Belgian Code of Companies and Associations, a request from one of its shareholders, Alychlo NV, holding (on the basis of certificates sent to the Company, namely a certificate of registration in the Company's register of registered shareholders and a certificate drawn up by the approved account keepers, certifying that the corresponding number of dematerialised shares has been registered in its name) 17,02 % of the Company's share capital, to add this additional item and the below draft resolutions to the agenda of the General Meeting.

The Board of Directors recommends the shareholders to vote against the proposed dismissal of:

- AS Partners BV (represented by Stefan Yee) (under item (i) below); and
- First Performance AG (represented by Michaël Kleindl) (under item (ii) below).

The full recommendation of the Board of Directors on the advice of the Nomination and Remuneration Committee is available on the Company's website and is detailed as an Annex.

Proposed resolutions of Alychlo NV (each draft resolution must be voted on separately):

- (i) The General Meeting decides to dismiss AS Partners BV, with company number 0466.690.556,

represented by its permanent representative, Stefan Yee, as a director of the Company, effective May 21, 2024.

- (ii) The General Meeting decides to dismiss First Performance AG, with company number 0781.484.854, represented by its permanent representative, Michaël Kleindl, as a director of the Company, effective May 21, 2024.

#### **7. 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 2023.

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

Proposed resolution: approval to grant discharge to BDO Réviseurs D'Entreprises SRL (CBE 0431.088.289), 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 2023.

#### **9. Appointment of the commissioner responsible for the "assurance" of the CSRD sustainability report.**

Proposed resolution: in accordance with the recommendation by the Board of Directors and upon recommendation of the Audit Committee, the appointment of BDO Réviseurs D'Entreprises SRL (CBE 0431.088.289), represented by Mrs. Ellen Lombaerts, responsible for the "assurance" of the sustainability report of the CSRD, for a period of one year.

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

Proposed resolution: granting of a power of attorney to Mr. Mathias Baert 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 filing 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.