

## 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)

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

The Board of Directors of Unifiedpost Group SA/NV (the **Company**) has the honour of inviting its shareholders and holders of warrants to attend the Extraordinary and Ordinary General Shareholders' meeting (the **General Meeting**), which will be held at Buzzynest, Avenue Reine Astrid 92A, La Hulpe, on Tuesday 20 May 2025 at 19:00 (CET) to consider and vote on the items as listed in the agenda as 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 ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) to complete all participation formalities and vote by proxy at the General Meeting.

#### Part1: 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 17 June 2025. This second Extraordinary General Meeting will validly deliberate irrespective of the number of shares present or represented.

##### 1. Proposal to amend the Articles of Association – Change of the Company Name.

Proposed resolution: Proposal to amend Article 1 of the Articles of Association to change the name of the Company from Unifiedpost Group to Banqup Group.

#### Part 2: 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 2024.

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](#) 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 2024.**

Proposed resolution: approval of the remuneration report for the financial year closed on 31 December 2024.

**3. Approval of the statutory financial statements closed on 31 December 2024 including the proposed allocation of the result.**

Proposed resolution: approval of the statutory financial statements closed on 31 December 2024 showing a profit in the amount of EUR 37.288.229,77 and of the proposed allocation of the result of EUR 72.931.775,84 as losses carried forward.

**4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2024 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 2024 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](#) as from the date of this convening notice. These reports do not need to be approved by the shareholders.

**5. Ratification of the appointment and nomination of Company directors.**

Comment of the Board of Directors: in accordance with Article 7:88 of the Companies and Associations Code and Article 16 of the Company's Articles of Association, and after advise of the Nomination and Remuneration Committee, the Board of Directors unanimously decided to accept:

- (i) the co-option of Crescemus BV, with company number 0521.873.163, permanently represented by Pieter Bourgeois, as non-executive director, following the resignation of AS Partners BV, permanently represented by Stefan Yee. The co-option took effect on 23 October 2024 and will end immediately after the Ordinary General Meeting of 2026.
- (ii) the co-option of PDMT Investments LLC, with company number 45-2043440, permanently represented by Peter Mulroy, as non- executive, independent director, following the resignation of Sopharth BV, permanently represented by Philippe De Backer. The co-option took effect on 23 October 2024 and will end immediately after the Ordinary General Meeting of 2026. The Board of Directors confirms that, based on the information available to the Company, PDMT Investments LLC, permanently represented by Peter Mulroy, qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter.

Proposed resolutions:

- (i) the General Meeting decides to ratify the appointment by cooptation of Crescemus BV, with company number 0521.873.163, permanently represented by Pieter Bourgeois, as non-

executive director of the Company as of 23 October 2024. In accordance with article 7:88 §1 of the Companies and Associations Code, the General Meeting decides to deviate from the default rule that the mandate of a co-opted director ends when the original mandate would have ended, and instead decides to appoint Crescemus BV, with company number 0521.873.163, permanently represented by Pieter Bourgeois as non- executive director of the Company for a term that will end immediately after the Ordinary General Meeting of 2029. The curriculum vitae of Mr. Pieter Bourgeois is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.

- (ii) the General Meeting decides to ratify the appointment by cooptation of PDMT Investments LLC, with company number 45-2043440, permanently represented by Peter Mulroy, as non-executive and independent director of the Company as of 23 October 2024. In accordance with article 7:88 §1 of the Companies and Associations Code, the General Meeting decides to deviate from the default rule that the mandate of a co-opted director ends when the original mandate would have ended, and instead decides to appoint PDMT Investments LLC, with company number 45-2043440, permanently represented by Peter Mulroy as non-executive, independent director of the Company for a term that will end immediately after the Ordinary General Meeting of 2029. The Board of Directors confirms that, based on the information available to the Company, PDMT Investments LLC, permanently represented by Peter Mulroy, qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mr. Peter Mulroy is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.

## **6. Nomination of Company directors.**

### Proposed resolutions:

- (i) the General Meeting decides to appoint Quilaudem BV, with company number 0795.086.135, permanently represented by Nathalie Van Den Haute, as non executive director of the Company, for a term of 4 years, that will end immediately after the Ordinary General meeting of 2029. The curriculum vitae of Mrs. Nathalie Van Den Haute is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (ii) the General Meeting decides to appoint Ahok BV, with company number 0457.927.595, permanently represented by Koen Hoffman, as non- executive, independent director of the Company, for a term of 4 years, that will end immediately after the Ordinary General Meeting of 2029. The Board of Directors confirms that, based on the information available to the Company, Ahok BV, permanently represented by Koen Hoffman qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mr. Koen Hoffman is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (iii) the General Meeting decides to appoint Leanne Kemp, as non- executive, independent director of the Company, for a term of 4 years, that will end immediately after the Ordinary

General Meeting of 2029. The Board of Directors confirms that, based on the information available to the Company, Leanne Kemp qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mrs. Leanne Kemp is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.

- (iv) the General Meeting decides to appoint Beco Global Consulting LLC, with company number 33-1666922, permanently represented by Nicolas de Beco, as executive director of the Company, for a term of 4 years, that will end immediately after the Ordinary General Meeting of 2029. The curriculum vitae of Mr. Nicolas de Beco is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.

#### **7. Approval of the updated Remuneration Policy.**

Proposed resolution: approval of the updated Remuneration Policy which is available for consultation on the [website](#).

#### **8. Discharge to all members of the Board of Directors of the Company that were in charge for the execution of their mandate in 2024.**

Proposed resolution: approval to grant discharge to all individual members of the Board of Directors that were in charge in 2024 for the execution of their mandate for the financial year closed on 31 December 2024.

#### **9. Discharge to the statutory auditor.**

Proposed resolution: approval to grant discharge to BDO Réviseurs D'Entreprises SCRL (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 2024.

#### **10. 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 2028.**

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 2028. The fee for this assignment amounts to EUR 400.000,00 per year (excluding VAT, expenses, and IBR contribution). This fee includes the audit of the statutory annual accounts, the consolidated annual accounts, and the review of the company's half-year figures (statutory and consolidated).

**11. Appointment of the commissioner responsible for the "assurance" of the CSRD sustainability report for the year 2025.**

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. The fee amounts to EUR 70.000,00 per year (excluding VAT, expenses, IBR contribution and any flat- rate expense allowance for technology and compliances costs) for this assignment.

**12. 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.

**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**

Shareholders who have validly notified their participation in the General Meeting may vote at the meetings. Shareholders may vote (i) in advance in accordance with the instructions set down below, or (ii) where they have not voted in advance, vote during the meetings.

Each share shall have one vote. The proposed resolution under agenda item 1 of part 1 of the agenda shall be passed if this is approved by a majority of 75% of the votes validly cast by the shareholders or their representatives. The proposed resolutions under agenda items 1 to 12 of part 2 of the agenda shall be passed if they are approved by a simple majority of 50% 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 23:59:59 (CET) on 6 May 2025 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 are 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 14 May 2025 at 23:59:59 (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 Mathias Baert, Company Secretary, Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium. In the case of dematerialized shares, a statement must be provided by the intervention of a financial intermediary acting on the instruction of the shareholder via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). The intermediaries concerned need to submit a declaration before 15 May 2025 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 23:59:59 (CET) on 6 May 2025, 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 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 28 April 2025. More detailed information on the conditions for making use of this option is available on the Company's [website](#).

On 5 May 2025 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 Mathias Baert, Company Secretary, Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium and this no later than on 14 May 2025. It will also be possible for shareholders who are physically attending the General Meeting to ask questions during the General Meeting.

These questions, as well as the questions set forth by the shareholders during the General Meeting, will be answered in the course of the General Meeting by, depending on the case, the directors or the statutory auditor. The directors or, as the case may be, the statutory auditor will foresee a reasonable amount of time to answer any questions (+/- 1 hour). Insofar as the communication of data or facts is of a nature to be detrimental to the business interests of the Company or the confidentiality to which the director or Unifiedpost Group have committed themselves, the directors may refuse to answer such questions. The statutory auditor of the Company may also refuse to answer such questions if the communication of data or facts is of a nature to be detrimental to the business interests of the Company or the confidentiality to which the statutory auditor or Unifiedpost Group have committed themselves.

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 14 May 2025 at 17:00 (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 and 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 17:00 (CET) on 14 May 2025.

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](#) as from 18 April 2025 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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