Q4 & FY 2012 Results Update 2015

Sustainable delivery

25 February 2013

Herna Verhagen, CEO Jan Bos, CFO









Business highlights Q4 2012 Sustainable delivery

Herna Verhagen

Break

Financials Q4/FY 2012 Solid financial position

Jan Bos

Q&A

FY 2012 performance in line with updated outlook



	Underlying re	evenues	Underlying cash operating income / margin		
€ million	Outlook*	2012	Outlook*	2012	
Mail in NL	- mid single digit	- 5.1%	0 to 2%	0.8%	
Parcels	+ high single digit	+20.1%	13 to 15%	13.7%	
International	+ mid single digit	+ 7.0%	1 to 2%	1.7%	
Total	stable	- 0.5%	110 to 160**	130	
			2 to 4%	3.0%	

^{*} most recent outlook as presented at Q3 2012 results

^{**} bottom half of range

Q4: Mail in the Netherlands

Quality improved



(€ million, %)	2012	2011
Underlying revenues	658 FY: 2,305	695 FY: 2,429
Underlying cash operating income	40 FY: 18	88 FY: 154
Addressed mail volumes	-9.1% FY: -9.0%	-5.1% FY: -7.2%
Master plan savings	16 FY: 39	21 FY: 71

- Service quality 94.2% (FY 2012: 93.9%)
- Approval CLA agreement and extension social plan
- PostNL, unions and pension funds in talks on new pension arrangement
- Verdict disputes committee:
 €83 million paid in Q4 2012 out of
 €147 million unconditional invoices

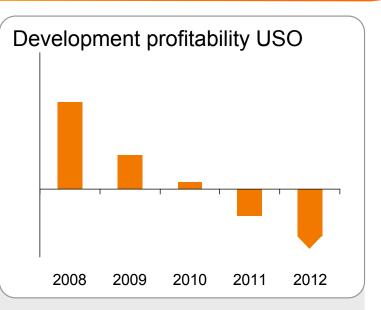
Regulatory developments





USO

- Decision expected in 2013 to cancel Monday delivery
- Decision expected in 2013 by OPTA on net cost compensation



Proposed SMP legislation

- PostNL's view: not necessary, present regulation sufficient
- Decision making on legislation will be this year, implementation will take one to two additional years
- Final legislation could impact profitability

Q4: Parcels – strong like-for-like volume growth

New logistical infrastructure drives lower cost per item



(€ million, %)	2012	2011
Underlying revenues	208 FY: 730	166 FY: 608
Underlying cash operating income	22 FY: 100	27 FY: 92
Volumes (like for like)	+8.1% FY: +5.6%	+4.1% FY: +6.0%

- Further improvement efficiency / high quality Q4
- Opening of innovative 'parcel locker' in Almere, pilot extended to 1 April 2013
- New logistical infrastructure
 - Eight depots operational
 - 35 40% volumes through new network
- Underlying cash operating income temporarily impacted by
 - Migration costs due to transfer from old to new structure (€2 million)
 - Expected losses from trans-o-flex (€4 million)

Q4: International

Continuation of improvement in results



(€ million)	2012	2011
Underlying revenues	419 FY: 1,570	382 FY: 1,467
Underlying cash operating income	10 FY: 27	4 FY: 5



UK

- Good overall growth, 11% higher addressed volumes
- Strong growth national customers
- Good results packets
- Pressure on margins

Germany

- Positive effect of resizing on underlying cash operating income
- Challenge to attract new volumes

Italy

- Continued strong growth
- Formula Certa coverage up to 68%
- Start up Packets & Parcels

Sustainable delivery



Solid financial position

Strict cash management
Well financed
Build up equity
Clear dividend strategy
Outlook 2015

Mail in NL

Smart and flexible mail company Sustainable delivery of cash

Parcels

Further profitable growth

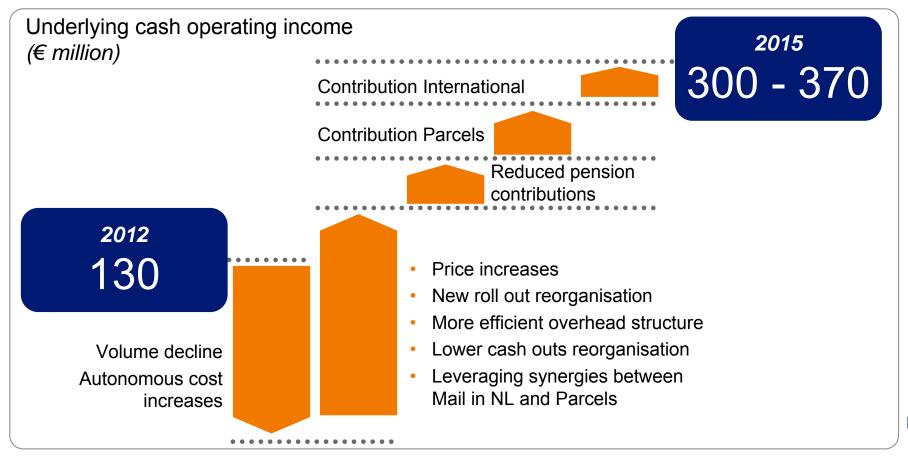
International

Enhance cash profitability

Outlook 2015 – ambitious and achievable

Sustainable delivery of cash towards 2015







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Successful developments in mail

New opportunities developed on existing assets



Mobility

- New roll out leads to fewer redundancies amongst postal workers
- 2006: restructuring impacts 11,000 employees
- Since then: 7,000 employees assisted to new jobs



MKB online

- Around 600 webshops / 5,000 websites
- Easy and affordable tool for small companies to start webshops
- Adds mail volumes (direct mail) and both letter box parcels and regular parcels
- Shoe retailer doubled customer base



Strong growth letter box parcels

- Current volume: around 75 million items
- Promoting usage of parcels that fit regular letter boxes
- Example: food, pharma (sturdier packaging)



Successful roll out customer portals *mijnpost.nl*

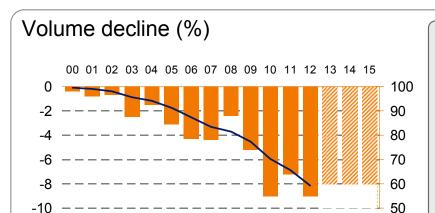
- Over 60% of business revenue digitally delivered via website
- Over 50,000 companies connected
- Easy process for both customers and PostNL

 Successful projects



Stronger volume decline



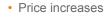


	Old outlook	New outlook
	2012-2015	2013-2015
Average volume decline	~ 7%	~ 8-10%

Trends

- Cumulative

- Acceleration decline due to economic situation
- Increased autonomous decline SME segment
- Bottoming out decline expected as from 2017





Annual

Mail in NL – substantial price increases

mail

Sustainable profitability of mail products



Price increases

(Increased) charges for additional services

	Pricing 2013 - 2015
Bulk mail	Well above inflation
 Domestic single piece items: stamped mail, franking machines, inbound NL 	Well above inflation
 Early morning delivery Late evening dispatch Non machine sortable mail offered as machine sortable 	Higher quality to be compensated for through higher prices

· Price increases

Revenue decrease 2013 - 2015 limited to low single digit



Increased cost savings from €330 to €400 million

Limited additional expenses



Cost savings (€ million)



€ million	Previous outlook 2011 – 2017	Realised 2011 - 2012	New outlook 2011 – 2017
Restructuring cash out	€325 – €375 million	€137 million	~€325 – €375 million
Implementation costs	€175 – €225 million	€132 million	~€225 – €275 million
Capex	€130 million	€95 million	~€130 million

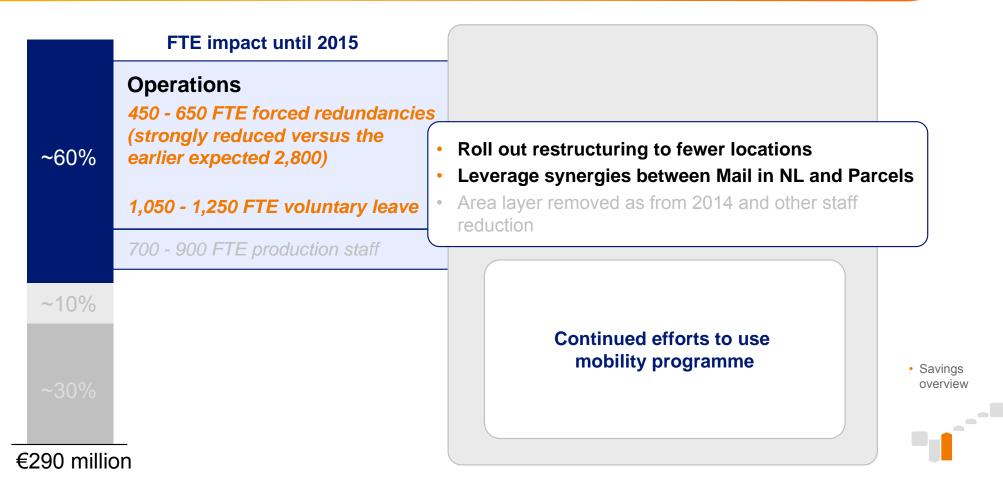




New roll out production reduces impact on employees

Forced redundancies reduced: 450 – 650 FTE (previously 2,800)





Previous roll out restructuring did not work out as expected

Lessons learnt fully taken into account in new roll out



What went wrong

- Complex cohesion in logistical chain
- Underestimated learning curve and inexperienced new personnel
- Piloting not done thoroughly enough
- Many process changes to counter problems did not bring quality and efficiency to required level

Unacceptable quality and efficiency loss, not delivering necessary cost savings

What went right

- Mobility and migration of people
- Introduction and implementation peak off peak model
- Transfer registered mail to Parcels

Lessons learnt for new roll out

- More phased and smaller scale approach developed
- Pilots proved feasibility, approach adapted on desired results
- Enhanced controllability to maintain quality
- Criteria met on costs, quality and employees

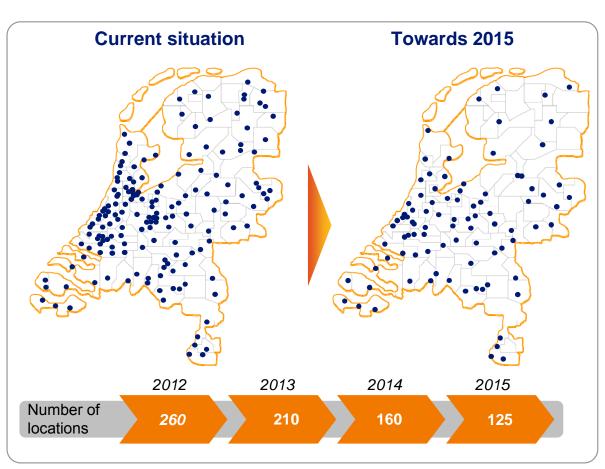
 New roll out restructuring



Operations: less disruptive and smaller scale centralisation

Delivering necessary cost savings





- Phased centralisation
- Based on existing processes
- Improved efficiency in preparation and delivery
- Balance between experienced and new employees





Confident in success roll out and achieving cost savings

Solid foundation for new roll out



- Thoroughly and successfully piloted in Alkmaar
- Maintain experienced employees: better mix with new personnel
- ✓ Strong implementation organisation
- Phased approach resulting in less risk and more flexibility, ensuring high quality
- Alternatives identified with marginal impact on savings

Successful pilot Alkmaar

- Delivery quality above target
- Operating costs new structure reduced
- Highly motivated employees



 New roll out restructuring



Savings driven by a more integrated backbone

Leveraging synergies between Mail in NL and Parcels



Registered Mail

Operationally under Parcels

Retail

 All outlets completely integrated for mail and parcels

 Strong growth in parcel transactions

Flexible delivery

- Pilot in rural area to deliver both mail and parcels by one car
- Substantial cost savings
 by a more integrated backbone



Leverage synergies



More efficient organisational structure

Increased cost savings in all areas



	FTE impact until 2015		
~60%	Operations 450 - 650 FTE forced redundancies (strongly reduced versus the earlier expected 2,800)	 Roll out restructuring to fewer locations Leverage synergies between Mail in NL and Parcels 	
	1,050 - 1,250 FTE voluntary leave	 Area layer removed as from 2014 and other staff reduction 	
	700 - 900 FTE production staff		
~10%	Marketing & sales 150 - 250 FTE	Further FTE reductionMore efficient retail organisation	
~30%	Overhead 350 - 450 FTE head office	More efficient and high quality overhead structureRedesign IT and procurement structure	Savings overvie
290 millio	on .	Continued efforts to use mobility programme	

Focus on lowering pension cash contributions and risks



Joint proposal sustainable pensions

- Agreement with unions; joint proposal sent to pension fund
 - Reduction in pension contributions
 - Reduce risk of top-up payments
 - After approval by fund still to be referred to members of the unions

Key determinants cash contributions

- Remaining top-up payment of €64 million likely to be paid in Q1 2013
- Reduction labour will lead to lower cash contributions towards 2015

€ million	2011	2012	2013	2014	2015
Cash contributions	265	265	decline	decline	~165
Top-up payments		83	64		
			+ possible		
			additional		





Sustainable delivery



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Outlook 2015

Mail in NL

Sustainable delivery of cash

Parcels

Further profitable growth

International

Enhance cash profitability

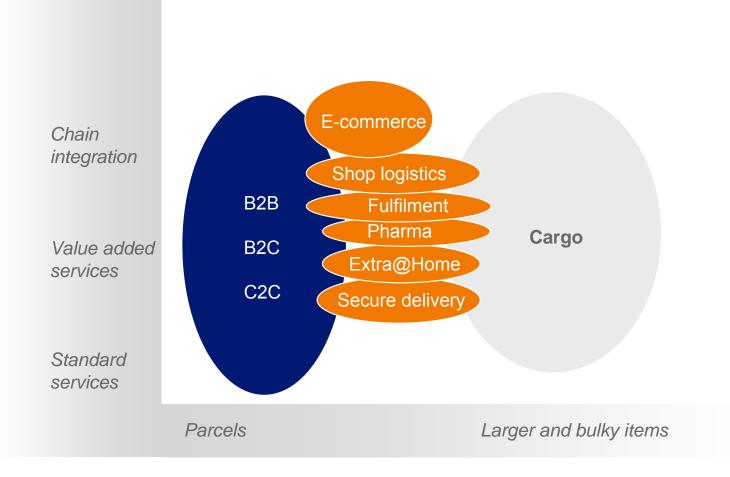
 Contribution Parcels



Parcels – commitments achieved

Strong position expanded with new opportunities





 Contribution Parcels



Extra@Home and Mikropakket examples of successful expansion



Extra@Home

- New opportunities: Gamma and Karwei
- Fast growing segment for white-goods and large electronics bought via internet
- Pick up at stores for home delivery, including basic installation service



Mikropakket

- Continued strong growth in niche markets such as jewellery and telecom shops
- High quality and secure integrated logistic chain
- Successful integration







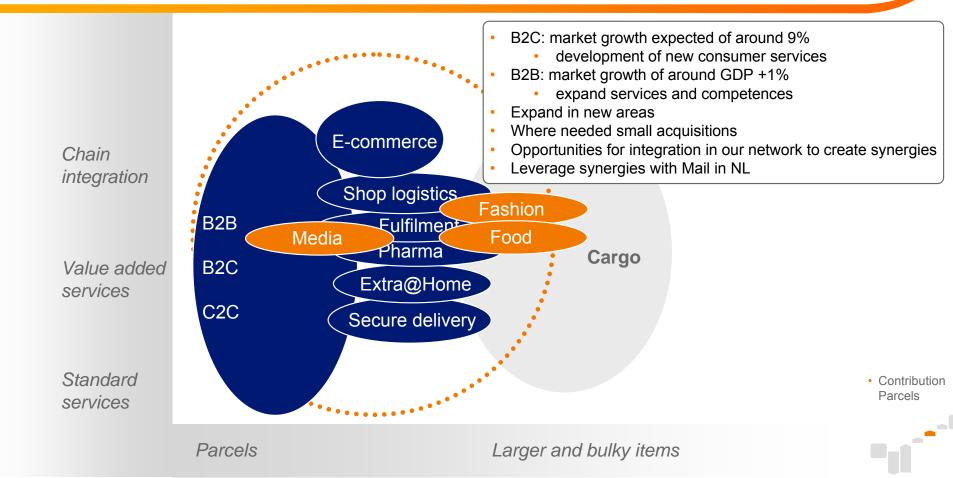
 Contribution Parcels



Parcels – further build on strong position

Clear opportunities for profitable growth outperforming market





New logistical infrastructure ensures lower cost per item

Roll out ensures further improvement



Rationale

- Better use of new structure expands capacity to 170 million items
- Lower cost per item to maintain and increase profitability
- Higher quality because of fewer process steps
- Enables new business opportunities
- Enables late ordering through IT integration

Roll out

- Fully on track
- Eight depots operational
- Five more to open in 2013, remaining five to open in 2014









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 Contribution International



International – commitments achieved

Turnaround 2010 – 2012



(€ million)	2012	2010		
International Revenues Underlying cash operating income	1,570 27	1,294 (24)		_
UK	699	550	 Cash positive Market share 52% in downstream access, main challenger Large growth in packages (tripled from 2011 to 2012) E2E pilot successful 	_
Germany	506	395	 Last four months and start of 2013 positive operating income Market share 7%, main challenger Successful resizing 	_
Italy	203	201	 Cash positive Market share 11%, main challenger Continued strong growth Formula Certa of 25% Operating in attractive segments Geographical coverage expanded to 68% 	• Contri Intern

Contribution International



International – enhance cash profitability



UK



Further growth expected in market share DSA

- market with price pressure
- continues to be managed for operational cost efficiency and positive cash contribution
- E2E pilot very successful (efficiency, quality, customer satisfaction)
 - full roll out will contribute to profit as of 2015, investment of €50 to €80 million.
 - cash constraints PostNL, open for a true partner to co-invest

Germany



Deutsche Post acquired stake in Compador; 28 PostCon employees left

- All actions (legal actions and proactive communication with customers) in place to counter actions Deutsche Post and protect the value at stake (book value TNT Post Germany €90 million)
- Situation to be monitored in the coming months

Italy



- Maintain and enhance cash profitability with growth in attractive segments
 - growth Formula Certa continues in next years
 - expand to 80% household coverage
 - further investment in pilots in parcels

 Contribution International



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Outlook 2015 ambitious and achievable

Better balanced projects underpinning outlook



Sustainable delivery

	Rev	enues	Underlying cash operating income margin		
€ million	Adjusted 2012	Underlying 2015	2012	2015	
Mail in NL	2,270 ¹	- low single digit	0.9%1	8 to 10%	
Parcels	730	+ mid single digit	13.7%	13 to 15%	
International	1,624	+ mid single digit	1.7%	2 to 4%	
Total	4,330	stable	130	300 to 370	
			3.0%	7 to 8%	

PostNL future perspective

Efficient and reliable parcel and mail company



Smaller mail and bigger parcel company

- Based on our core competence of running efficient and high quality mail and parcel networks
- Based on motivated workforce
- High performance culture

Predictable and solid business

- Further adjust mail operations to maintain profitability
- Build to expand parcels
- Sustainable delivery of cash









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Q&A





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Q&A

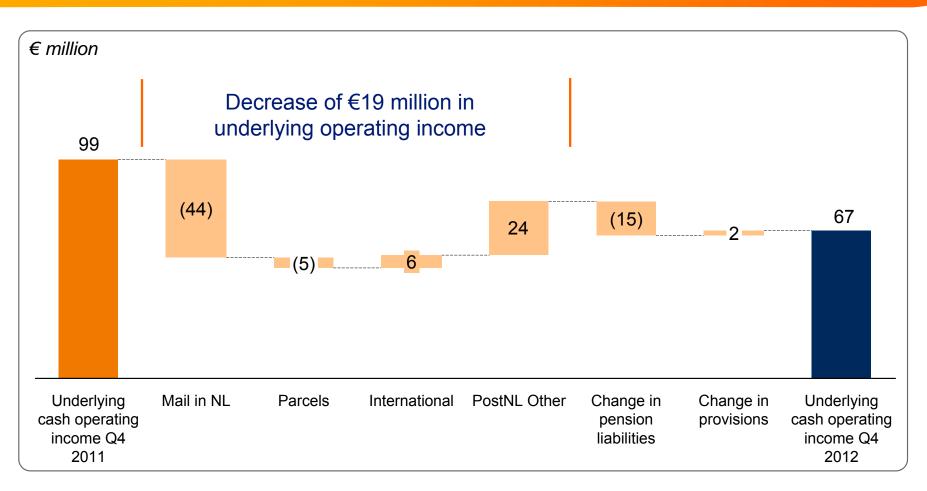
Financial highlights



€ million	Q4 2012	Q4 2011	Change	FY 2012	FY 2011	Change
Reported revenues	1,201	1,170	2.6%	4,330	4,297	0.8%
Reported operating income	219	133	64.7%	291	417	-30.2%
Foreign currency	(1)			(1)		
Restructuring related charges	(41)	7		(27)	7	
Rebranding costs	2	2		12	9	
TNT Express	(49)			134		
Customer contact services	9			9		
Pension curtailment	(11)			(11)		
Demerger-related costs		1			23	
Resizing International		4		1	13	
Book gain International					(38)	
Pension contribution TNT Express					(5)	
Underlying operating income	128	147	-12.9%	408	426	-4.2%
Underlying cash operating income	67	99	-32.3%	130	220	-40.9%
Net cash from operating activities	61	128		(56)	122	

Q4 underlying cash operating income in line with expectations





Underlying results per segment

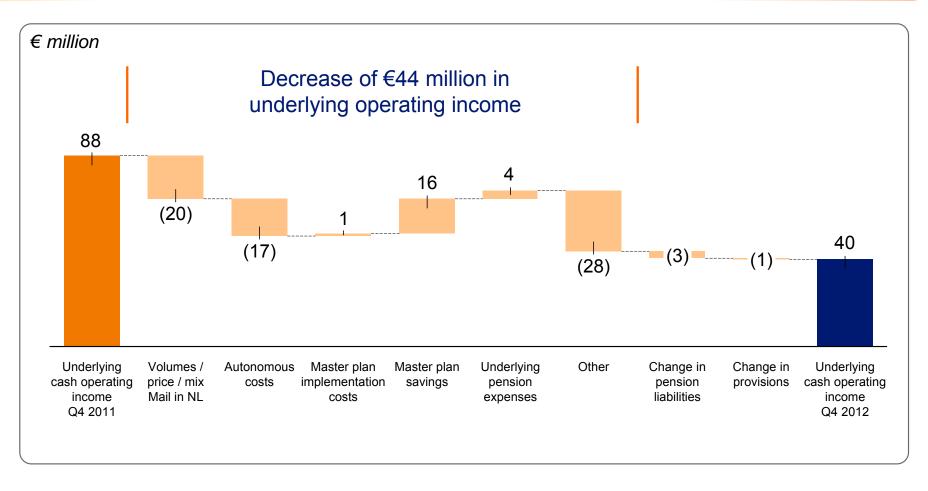


C million	Unde	lying rev	enues	Underlying operating income		Underlying cash operating income			
€ million	Q4 2012	Q4 2011	Change	Q4 2012	Q4 2011	Change	Q4 2012	Q4 2011	Change
Mail in the Netherlands	658	695	-5.3%	65	109	-40.4%	40	88	-54.5%
Parcels	208	166	25.3%	20	25	-20.0%	22	27	-18.5%
International	419	382	9.7%	10	4		10	4	
PostNL Other / intercompany	(95)	(73)		33	9		(5)	(20)	
Total PostNL	1,190	1,170	1.7%	128	147	-12.9%	67	99	-32.3%
	FY 2012	FY 2011	Change	FY 2012	FY 2011	Change	FY 2012	FY 2011	Change
Mail in the Netherlands	2,305	2,429	-5.1%	135	242	-44.2%	18	154	-88.3%
Parcels	730	608	20.1%	96	88	9.1%	100	92	8.7%
International	1,570	1,467	7.0%	27	4		27	5	
PostNL Other / intercompany	(329)	(207)		150	92		(15)	(31)	
Total PostNL	4,276	4,297	-0.5%	408	426	-4.2%	130	220	-40.9%

Lower performance Mail in NL

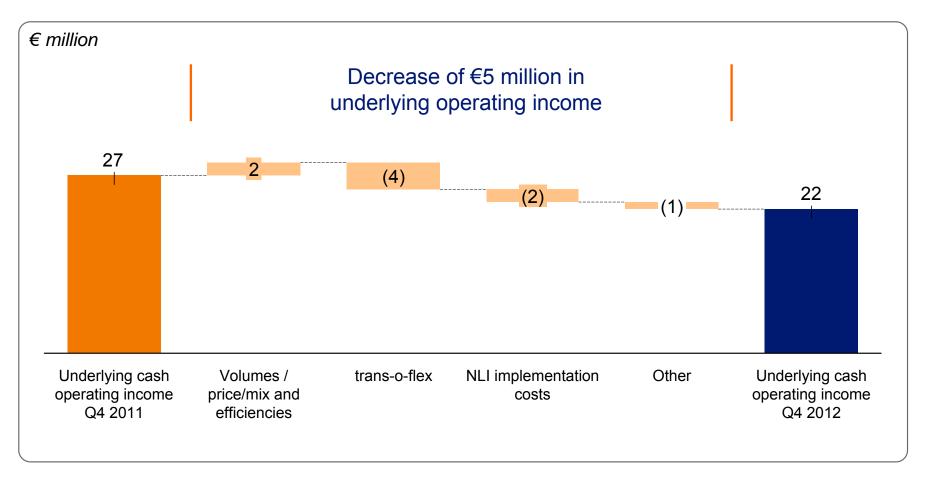
Driven by volume decline and cost increases





Solid operational performance Parcels





Statement of income

Good profit for the period



€ million	Q4 2012	Q4 2011	FY 2012	FY 2011
Revenues	1,201	1,170	4,330	4,297
Operating income	219	133	291	417
Net financial expenses	(26)	(22)	(104)	(101)
Results from investments in associates		(25)	1	(25)
Reversal of / (Impairments) of investments in associates		98	570	(636)
Income taxes	(38)	(23)	(80)	(78)
Profit from continuing operations	155	161	678	(423)
Profit from discontinued operations				2,159
Profit for the period	155	161	678	1,736
Profit for the period (excluding TNT Express)	106	88	241	238

Net cash from operating and investing activities





€ million	Q4 2012	Q4 2011	FY 2012	FY 2011
Cash generated from operations	117	188	83	321
Interest paid	(36)	(37)	(99)	(101)
Income taxes received / (paid)	(20)	(23)	(40)	(98)
Net cash from operating activities	61	128	(56)	122
Interest / dividends received / other	(3)	3	7	14
Capex	(57)	(72)	(204)	(137)
Proceeds sale of assets	4	3	27	62
Acquisitions and disposals	(1)	(6)	14	108
Net cash from operating and investing activities	4	56	(212)	169

Note: includes impact top-up payments of €83 million

Continued focus on cash



€ million		Q4 2012	FY 2012	2012 updated outlook
	Savings	19	39	25-40
Master plans	Restructuring cash out	16	72	70-90
Implementation costs		20	67	60-80
€ million		Q4 2012	FY 2012	2012 updated outlook
	Base capex	24	77	
Capex	New logistical infrastructure Parcels	26	64	
Оирск	Master plan	7	63	
	Total	57	204	Around 200
		FY 2	2012	2015 outlook
Working cap	Working capital		~ - 10%	

Consolidated statement of financial position

Net debt increased by €222 million compared to 2011



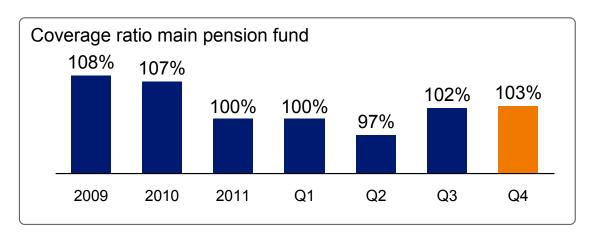
€ million	31 Dec 2012		31 Dec 2012
Intangible assets	168	Distributable equity	1,025
Property, plant and equipment	536	Non-distributable equity	44
Financial fixed assets	33	Total equity	1,069
Pension assets	1,487	Non controlling interests	11
Other current assets	611	Pension liabilities	193
Cash	391	Long term debt	1,615
Assets held for sale	1,430	Other non-current liabilities	570
of which stake TNT Express	1,367	Short term debt	3
		Other current liabilities	1,184
		Liabilities rel. to assets held for sale	11
Total assets	4,656	Total equity & liabilities	4,656

 Net debt: long term debt + short term debt – cash and other €€1,224 million (31 Dec 2011: €1,002 million)

Pension developments

Coverage ratio up despite impact new longevity tables





Coverage ratio Q4: 102.5%

- Impact new longevity tables around -1%
- Calculated including €147 million top-up invoices (€83 million paid in Q4)

Pensions		FY2	FY2012		2011
€ million		Expenses	Cash	Expenses	Cash
Business segments	(A)	263	314	211	234
PostNL Other	(B)-(A)	(211)	34	(89)	31
PostNL	(B)	52	348	122	265

Incl €83 million top-up payments
Incl €11 million curtailment gain

Pensions: top-up invoices and IAS 19R



Top-up invoices

- Verdict disputes committee: of €147 million unconditional invoices €83 million paid in Q4 2012
- No further appeal
- At year end 2012 unconditional invoices of €64 million
- Remaining payment of €64 million likely to be paid in Q1 2013
- Coverage ratio main pension fund of 102.5% at Q4 2012 below minimum required level
- Conditional top-up invoice Q2 2013 of €13 million

IAS 19R

Impact unrecognised actuarial losses

€ million	Dec 2012 Sep 2012		
Gross	1,829	2,100	
Net	1,370	1,580	
Accounting discount rate	3.7%	3.3%	

Outlook 2013

Positive results in challenging environment

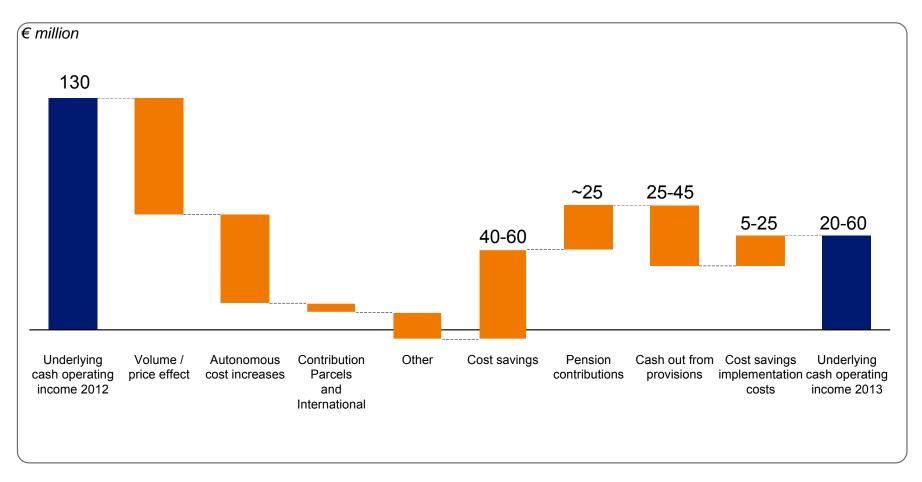


Addressed mail volume decline 8 to 10%

	Rev	enues		operating income / argin
€ million	Adjusted 2012	Underlying 2013	2012	2013
Mail in NL	2,270 ¹	- mid single digit	0.9%1	-2 to 0%
Parcels	730	+ high single digit	13.7%	11 to 13%
International	1,624	+ mid single digit	1.7%	1 to 3%
Total	4,330	stable	130	20 to 60
			3.0%	0 to 2%

Outlook 2013





2013 outlook - other indicators



	2012	2013 (based on IAS 19R)
Volume decline addressed mail	9.0%	8 – 10%
Cost savings	€39 million	€40 – 60 million
Implementation costs	€67 million	€40 – 60 million
Cash outflow from provisions	€86 million	Around €110 – €130 million
Of which related to cost savings	€72 million	€100 – €120 million
Regular employer pension contributions*	€265 million	Around €240 million
Employer pension expenses	€52 million	Around €150 million (including around €20 million in financial expenses)
Cash capex	€204 million	Around €150 million
Net financial expense	€104 million	Around €125 million of which €20 million net interest costs for pensions
Rebranding costs	€12 million	Around €5 million

[•] Pension top-up payments not included in the outlook

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Sustainable delivery of cash

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Parcels

Further profitable growth



International

Enhance cash profitability

Strict cash management

Mitigate high restructuring related and pension related cash outs



€ million	Previous outlook 2011 – 2015	New outlook 2011 - 2015
Base capex	2 – 3% of revenues per year	<2% of revenues per year
Capex for Mail in NL	130	130
Capex for NLI Parcels	240*	240*

	Previous outlook 2015	New outlook 2015
Working capital	-3 to -5%	-4 to -6%

- Cash performance strictly monitored
- Besides underlying cash operating income focus on:
 - net capex
 - working capital
- Business opportunities under rigorous review
 - no sizeable acquisitions
 - possible bolt-on acquisitions in niche markets
 - strict hurdle rates

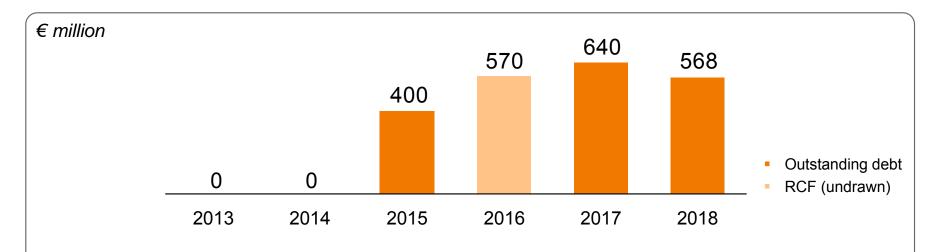
- Strict cash management
- Well financed
- Build equity
- Clear dividend strategy
- Outlook 2015

^{*} of which €21 million in 2010

Well financed with bonds redemptions covered

No need for rights issue





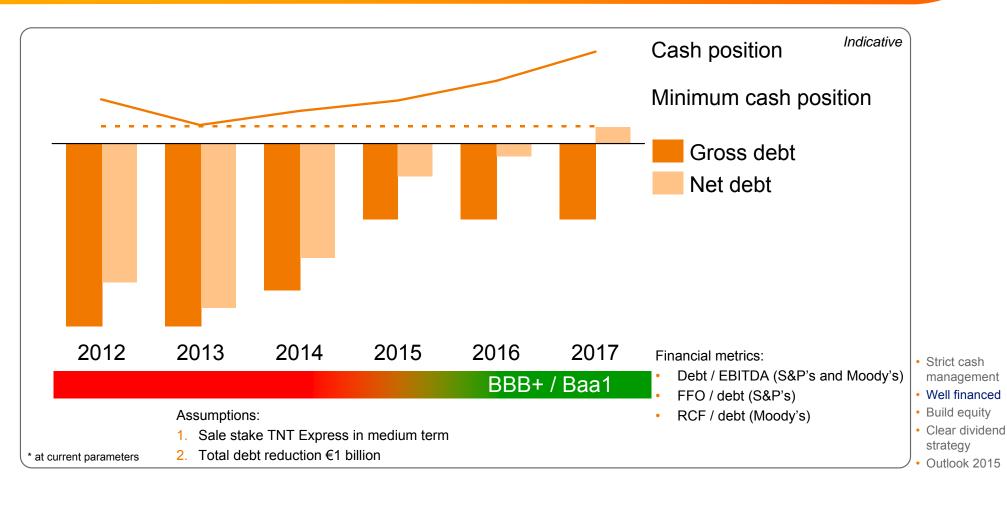
	Maturity date	Description	Amount	Interest
2015	1 June 2015	Eurobond	€400 million	31/8 %
2016	1 June 2016	Undrawn revolving credit facility	€570 million	Variable
2017	14 November 2017	Eurobond	€640 million	5% %
2018	14 August 2018	Eurobond (GBP 450 million)	€568 million	7½ %

- Strict cash management
- Well financed
- Build equity
- Clear dividend strategy
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Expected development debt / credit rating

Certainty of BBB+ credit rating expected in 2016*





Stake TNT Express to be sold in medium term

Create better value for our shareholders



Expect to monetise stake over the medium term to create better value for shareholders, after we have seen stability return to TNT Express

Changes to Relationship Agreement

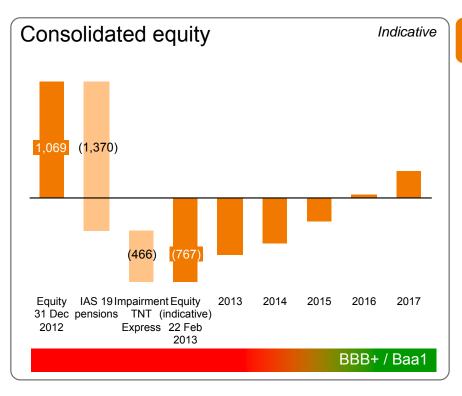
- Relaxation of certain conditions and restrictions
 - voting restrictions in relation to significant changes in the identity and character of TNT Express are lifted
 - further amendments have been made in favour of PostNL in respect of possible future divestments of its shareholding, or parts thereof, in TNT Express
- Recommend independent member for nomination Supervisory Board TNT Express
- Strict cash management
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Equity gap due to IAS 19R and cancelled deal UPS / TNT Express

Positive consolidated equity expected in 2016*





Many options explored



- Pensions
- Rights issue
- Conversion revaluation reserves to increase distributable corporate equity
- Real estate
- Hybrid loan
- Sale core assets

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Resuming cash dividend as soon as possible

Cash – funding – equity managed towards resuming cash dividend



Current circumstances do not allow dividend

- Certainty of credit rating BBB+/Baa1
- Positive consolidated equity

Interim dividend (August 2012)

• €0.181 per share

No final dividend

Paid fully in shares

€0.181 per share
Subject to approval by AGM 16 April 2013

Dividend policy

Previous		Updated		
Amount	€150 million (or 75% of underlying net cash income if > €150 million)	Around 75% of underlying net cash income No minimum dividend amount		
Distribution	Cash and/or shares	At election of shareholder		
Conditions	Positive consolidated equity	Positive consolidated equity	Strict mana	
	Certainty BBB+/Baa1	Certainty BBB+/Baa1	WellBuild	
	Dividends received from TNT Express passed through	Dividends received from TNT Express not passed through until cash dividend is restored		

Outlook 2015 ambitious and achievable

Balanced ambitions underpinning outlook



Addressed mail volume decline 8 to 10%

	Revenues			Underlying cash operating income / margin		
€ million	Adjusted 2012	Underlying 2013	Underlying 2015	2012	2013	2015
Mail in NL	2,270 ¹	- mid single digit	- low single digit	0.9%1	-2 to 0%	8 to 10%
Parcels	730	+ high single digit	+ mid single digit	13.7%	11 to 13%	13 to 15%
International	1,624	+ mid single digit	+ mid single digit	1.7%	1 to 3%	2 to 4%
Total	4,330	stable	stable	130	20 to 60 <	_ 300 to 370
				3.0%	0 to 2%	7 to 8%

Strict cash management

Well financed

Build equity

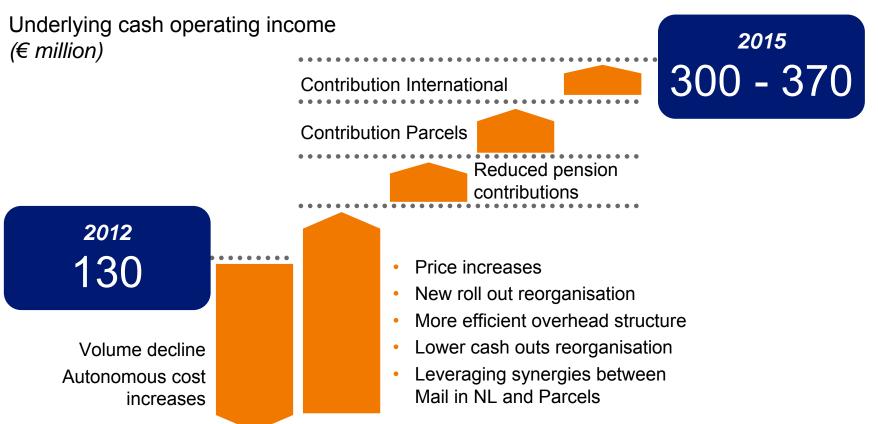
Clear dividend strategy

Outlook 2015

Outlook 2015 – ambitious and achievable

Sustainable delivery of cash towards 2015





- Strict cash management
- Well financed
- Build equity
- Clear dividend strategy
- Outlook 2015

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Sustainable delivery

Summary



Solid financial position

Strict cash management
Well financed
Build up equity
Clear dividend strategy
Outlook 2015

Mail in NL

Sustainable delivery of cash

Parcels

Further profitable growth

International

Enhance cash profitability

PostNL future perspective

Efficient and reliable parcel and mail company



Mail in NL: better balanced projects

- Well piloted roll out with strong implementation organisation
- More efficient and high quality overhead structure
- Leveraging synergies Mail in NL and Parcels

Parcels: further profitable growth

International: enhance cash profitability

Solid financial position

- Well financed, build up equity
- Clear cash focus

Restore cash dividend in medium term





Smaller mail and bigger parcel company

- Based on our core competence of running efficient and high quality mail and parcel networks
- Based on motivated workforce
- High performance culture

Predictable and solid business

- Further adjust mail operations to maintain profitability
- Build to expand parcels
- Sustainable delivery of cash





Business highlights Q4 2012 Sustainable delivery

Herna Verhagen

Break

Financials Q4/FY 2012 Solid financial position

Jan Bos

Q&A



