



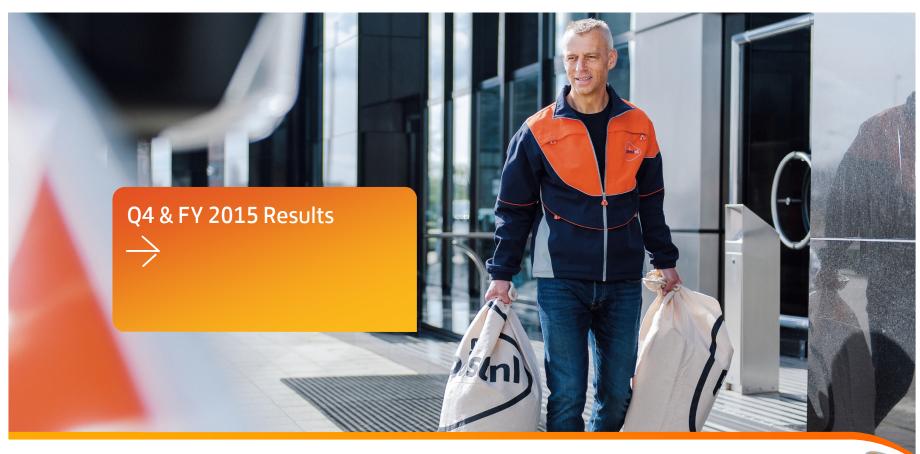


Agenda item 1
Opening and announcements
Opening en mededelingen



Agenda item 2
Discussion of the developments in the financial year 2015
Bespreking van de ontwikkelingen in het boekjaar 2015









Business review Herna Verhagen

Financials
Jan Bos



Delivering on promises

Positive progress on all main KPIs

Revenue



€3,461m

2014: €3,465m

Underlying cash operating income

€303m

2014: €287m

Net debt

€552m

2014: €683m

Consolidated equity

€(223)m

2014: €(597) m

Customer satisfaction



86%

2014:85%

Delivery quality Mail in the Netherlands

96.4%

2014: 96.7%

E:

Employee engagement score

64%

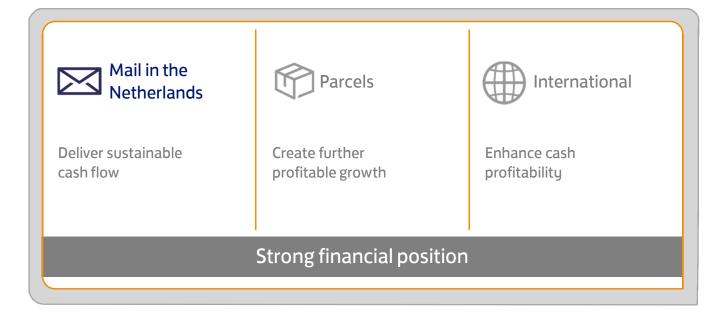
2014: 59%

CO₂ efficiency index

51.4

2014: 56.1





Mail in the Netherlands 2015

Effect volume decline partly offset by price increases and cost savings

Revenue	Underlying cash operating income	Addressed mail volume decline *	Total cost savings
€1,961 m	€204m	11.2%	€85m
FY 2014: €2,044m	FY14: €230m	FY14: 10,7%	

- Volume decline partly compensated by price increases
- Strong cost savings of €85 million (€54 million in Mail in the Netherlands)
- Lower results from unaddressed, cross border and other services
- Full year delivery quality 96.4%, well above minimum required level
- Final agreement reached on social plan and CLA for postal deliverers



Regulatory environment Mail in the Netherlands



USO

- Price increase per 1 January 2016 based on tariff headroom as determined by ACM
- Amended Postal Act effective 1 January 2016
 - Allows for reduction in number of postboxes and post offices
 - Consultation approach supported by key stakeholders
- In accordance with postal regulation: evaluation of USO in 2016

Non-USO

- PostNL is concerned about the expected adverse effects of measures limiting its competitive position
- Estimated annualised financial impact of ACM measures may add up to €30 million - €50 million annualised, with first effects visible in 2016
- Mitigate impact where possible
- ACM scheduled meetings with postal industry group in February and March

Significant management attention remains important



Price increases continue to be necessary

Adjusted market approach in defined segments



Volume developments and pricing strategy

Total mail market			. 00/	Market volume decline on average 70/ to 00/
Total PostNL	2,705	2,401	11.2%*	
Single mail	624	561	10.1%	Pricing within tariff headroom of Postal Regulation (+5.8% per 1 January 2016)
Bulk mail	2,081	1,840	11.6%	Pricing in general well above inflation; in defined segments targeted discounts
(in million items)	2014	2015	Decline	Outlook 2015 – 2017

Total mail market

~9% Market volume decline on average 7% to 9%



Restructuring plans 2016 - 2020 resulting in target cost savings of €260 million



Relatively lower related cash out of €310 million - €370 million

	2016	2016 - 2020
Efficiency sorting process	 Purchase and implement additional SMXs and new coding machines 	 Implement new sorting machines with coding capabilities
Efficiency delivery process	 Migration of ~10 preparation locations Redesign car unit: optimisation final hubs 	 Further reduction of preparation locations Optimise number of depots and transportation Simplify preparation activities
Optimise retail network	 Consultation following new Postal Act First step reduction of postboxes and postal offices 	 Increase online offering Roll-out reduction of postboxes and postal offices
Staff and management and other	Scaling down overheads	Leaner operations and head officeCombine delivery networks in rural areas



Continuous and sustainable innovation

Delivering faster and more flexible sorting capabilities









Parcels

Strong volume growth



Revenue	Underlying cash operating income	Volume growth		
€917m	€101 m	9.6%		
FY 2014: €854m	FY 2014: €98m	FY 2014: 8.8%		

- 1.4 million parcels delivered in one day; very strong peak season for domestic parcels
- Strong volume growth, driven by e-commerce., partially offset by negative price/mix effect
- International volume growth; milk powder volumes stabilise, growth other categories mainly Asia to Europe
- 18 depots operational, 100% of volumes now handled by new sorting and delivery centres
- Implementation sustainable delivery model well on track



Sustainable delivery model

Well on track

Proposal to subcontractors

Employment contract

- No trial period, indefinite period of time
- In line with employment terms and conditions of PostNL CLA

OR

Remain independent parcel deliverer, remuneration will be increased by about 10%

- No difference in costs between independent parcel deliverers and PostNL employees
- Proposal has been discussed with individual deliverers
- Current status:
 - More than 500 FTE extra parcel deliverers employed (of which >400 FTE from Mail in the Netherlands and around 120 FTE formerly independent delivers)
 - Majority of independent deliverers decided to remain independent and receive higher compensation; all independent deliverers now obtain necessary permit
 - Financial impact: €9 million in 2015, ~€10 million in 2016 (within earlier guided bandwidth of €15 million €20 million)



Innovative and market driven solutions adding value for customers

Strengthening our position in targeted niche markets



Parcels Benelux – strengthening position by extension of services

- Evening delivery 5 days/week implemented
- Same day delivery successfully launched, scaling up to more clients in 2016
- Focus on specific growth markets: fashion, electronics, home & garden, food, health & personal care
- Preparations started for new sorting and delivery centre in Amsterdam





Logistic solutions – growth in existing and new markets

- Increase profitability by optimisation of networks
- Increased commercial focus on specific sectors: health
 & personal care, home & garden, consumer electronics
- Launch further new business initiatives:
 - Floriculture solutions enabling direct sales from grower to consumer
 - Partnership with Retourplaza; platform selling returned goods







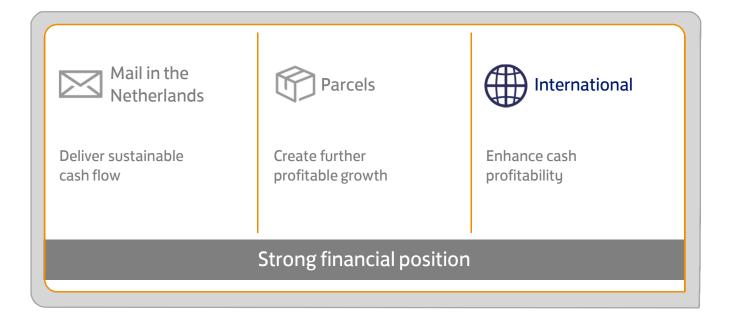
Continuous and sustainable innovation

A sustainable parcels network for profitable growth





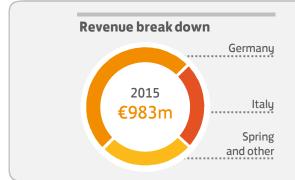




International

Improving results





Revenue

€983m

FY 2014: €921m

Underlying cash operating income

€19m

FY 20 14: €12m

Germany

- Revenue flat
- Good progress in restructuring
- Improvement underlying cash operating income
- Strategic review: decision made to continue to invest in development of German operations
- Expected to be break-even in 2016; contribute to cash profitability thereafter

Italy

- Increased revenue in parcels and other services, offset by negative mix effect in Formula Certa and price pressure
- Performance also impacted by start-up losses parcels network

Spring

- Strong growth due to year-end peak Asia driven by e-commerce
- Strong performance, helped by small positive FX impact
- Further develop propositions to capture growth potential of globalisation of e-commerce



Nexive - Sistema completo

Efficient, transparent and most extensive product proposition









2015: solid base for 2020 ambition

Remain committed towards restoring dividend as early as possible



2015

Delivered on our promises

Underlying cash operating income

€303m

Consolidated equity

€(223)m

Net debt

€552m

2016

- Significant management attention on regulation
- Create further profitable growth in Parcels and International, driven by e-commerce and innovation
- Maintain focus on successful implementation of restructuring plans
- Continuously improve our employees' engagement and customer satisfaction; maintain high quality
- Remain committed towards restoring dividend as early as possible

Outlook underlying cash operating income including Germany:

€220m - €260m

2020







Ambition underlying cash operating income including Germany:

€285m - €355m



Business review Herna Verhagen

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Statement of income

Profit development impacted by decisions UK and past service pension costs

Profit for the period	149	226
Profit/(loss) from discontinued operations	(34)	2
Profit/(loss) from continuing operations	183	224
Income taxes	(77)	(83)
Results from investments in associates and joint ventures	(2)	(1)
Net financial expenses	(78)	(94)
Operating income	340	402
Revenue	3,461	3,465
(in € millions)	FY 2015	FY 2014

Financial highlights 2015

Solid performance in delivering on our main KPI

(in € millions)	FY 2015	FY 2014	Change
Reported revenue	3,461	3,465	0%
Reported operating income	340	402	-15%
Pension curtailments	(1)	(36)	
Rebranding, project costs and other	19	20	
Underlying operating income	358	386	-7%
Underlying cash operating income	303	287	6%
Net cash from operating and investing activities	135	141	

Net cash impacted by first payment unconditional funding obligation to pension fund Good performance on working capital

	Total	91	Max 115
	New sorting and delivery centres	13	
Capex	Cost savings initiatives	15	
	Base capex	63	
		FY 2015	2015 outlook
Net cash (used in) / from operating and investing activities	135	141
Proceeds from sale of assets		9	13
Capex		(91)	(83)
Interest / o	dividends received / other	3	9
Net cash f	rom operating activities	214	202
Income ta	xes received / (paid)	(105)	(71)
Interest pa	aid	(73)	(86)
Cash gene	rated from operations	392	359
(in € million	ns)	FY 2015	FY 2014

Consolidated statement of financial position

Financial position further strengthened

(in € millions)	31 Dec 2015		31 Dec 2015
Intangible fixed assets		Consolidated equity	(223)
Property, plant and equipment	508	Non-controlling interests	7
Financial fixed assets	724	Total equity	(216)
of which stake in TNT Express	626	Pension liabilities	449
Other current assets	505	Long-term debt	934
Cash	355	Other non-current liabilities	98
Assets held for sale	13	Short-term debt	1
		Other current liabilities	985
Total assets	2,251	Total equity & liabilities	2,251

- Net debt improved by €131 million to €552 million compared to 2014
- FedEx and TNT Express continue to anticipate closing of the offer in the first half of 2016, expected proceeds €643 million
- Consolidated equity improved by €374 million to €(223) million compared to the end 2014
- Corporate equity of €2,204 million, of which €(1) million distributable



Pensions

Limited positive impact of pension on equity – slightly lower cash contribution

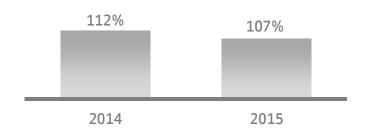
Relatively limited positive impact on equity of €45m within OCI

- Discount rate 2015: 2.5% (2014: 2.3%)
- Change in rate of benefit accrual
- · Asset ceiling and minimum funding requirement

Cash pension contribution €7 million lower

- Pension contribution maximised at 27.5% of pension base
- Lower number of employees





- Start payment unconditional funding obligation to pension fund
 - First instalment of €32 million paid in Q4 2015
 - Remaining obligation of €129 million will be paid in the next four years

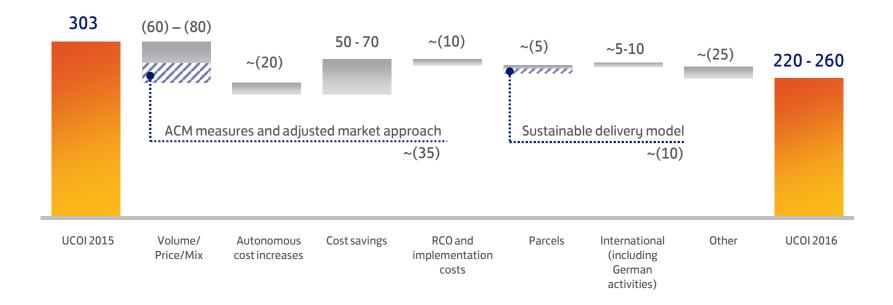
Outlook 2016 including Germany

	Revenue		Underlying cash operating income / margin		
(in € millions)	2015	2016 outlook		2015	2016 outlook
Mail in the Netherlands	1,961	- mid single digit	204	(10.4%)	8% to 10%
Parcels	917	+ high single digit	101	(11.0%)	9% to 11%
International	983	+ high single digit	19	(1.9%)	2% to 4%
PostNL Other / eliminations	(400)		(21)		
Total	3,461	+ low single digit	303		220 to 260



Expected underlying cash operating income development 2016

(in € millions)





2015: solid base for 2020 ambition

Remain committed towards restoring dividend as early as possible



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Agenda item 3
Annual Report 2015

Jaarverslag 2015



Agenda item 4 Discussion of the Corporate Governance chapter in the Annual Report 2015 Bespreking van het corporate governance hoofdstuk in het jaarverslag 2015



Agenda item 5
Discussion of the execution of the remuneration policy during the financial year 2015
Bespreking van de uitvoering van het bezoldigingsbeleid gedurende het boekjaar 2015



Remuneration 2015

Overview

- Market assessment
 - 1. Peer group selection
 - 2. Compensation benchmark
- Execution of remuneration policy
- No changes in remuneration policy (as approved in 2013 AGM)

Compensation benchmark

Outcome market assessment

Comparison compensation Board of Management with peer group

Outcome assessment:

- Base salary positioned at market median level
- Total direct compensation (base salary, target STI and expected LTI) positions below the lowest quartile

As proposed by the BoM - based upon the 2016 outlook, a shrinking organisation, wage moderation and ongoing cost savings - the Remuneration Committee agreed that the results of the remuneration benchmark will not result in an increase of the BoM's remuneration for 2016. The Supervisory Board adopted the Remuneration Committee's advice accordingly.



Remuneration policy PostNL

Variable pay

Short term - Cash & Shares (STI and Temporary share plan)

Financial targets (60%)

- Underlying cash operating income PostNL
- Adjusted net cash flow from operating/investing activities

Non-financial targets (40%)

- Engagement survey
- Customer satisfaction
- Quality score
- CO₂ reduction

Maximum 37.5% of base salary for both cash plan and temporary share plan

Long term - Shares (Performance shares)

Internal financial & strategic targets (100%)

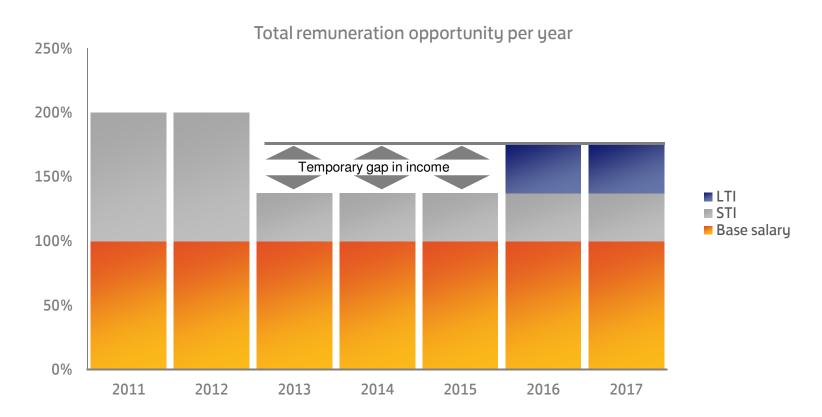
- Underlying net cash income PostNL
- Cost savings
- New growth initiatives

Maximum 37.5% of base salary first vesting in 2016



Remuneration policy 2015

Variable pay – temporary share plan





Remuneration 2015

According to remuneration policy as approved in 2013

Total compensation

CEO: €1,093,750 CFO: €831,250

Base salary: 100%

CEO: €625,000 CFO: €475,000 Variable pay: 75%

CEO: €468,750 CFO: €356,250

Based on short term performance criteria

Short term Cash (37,5%)

CEO: €234,375 CFO: €178,125 Short term
Shares (37,5%)

CEO: €234,375 CFO: €178,125 Based on long term performance criteria

Long term
Shares (max. 37,5%)

Vesting in 2018 (conditional shares)



Agenda item 6
Adoption of the 2015 financial statements (Resolution)

Vaststelling van de jaarrekening over het boekjaar 2015 (Besluit)



Voting

Stemmen

Insert the card with the gold chip pointing towards you

Voer de kaart in met de gouden chip naar u toe





Voting

Stemmen

When the chairman invites you to vote the options will appear in the device screen

Wanneer de voorzitter u uitnodigt om te gaan stemmen verschijnen de stemopties in het beeldscherm

- Button 1 to vote for
- Button 2 to vote against
- Button 3 to abstain
- Confirmation that your vote has been received will appear on the screen
- To change your vote, simply enter your new choice (1, 2 or 3) to overwrite your previous selection

- Toets 1 om voor te stemmen
- Toets 2 om tegen te stemmen
- Toets 3 voor onthouding
- Een bevestiging dat uw stem is ontvangen verschijnt in het beeldscherm.
- Om uw stem te wijzigen drukt u op de toets (1, 2 of 3). Uw laatste keuze geldt





Agendapunt 6 / Agenda Item 6

Voor / For	237.231.281
Tegen / Against	5.100
Onthouding / Abstain	3.977.381

 Voor / For
 100,00%

 Tegen / Against
 0,00%



Agenda item 7 Dividend

- a. Reserves and dividend guidelines Reserverings- en dividendbeleid
- b. Appropriation of profit *Winstbestemming*



Agenda item 8 Release from liability of the members of the Board of Management (Resolution) Het verlenen van kwijting aan de leden van de Raad van Bestuur (Besluit)



Agendapunt 8/ Agenda Item 8

Voor / For	232.315.353
Tegen / Against	565.902
Onthouding / Abstain	8.332.416

Voor / For 99,76%

Tegen / Against 0,24%



Agenda item 9
Release from liability of the members of the Supervisory Board (Resolution)

Het verlenen van kwijting aan de leden van de

Raad van Commissarissen (Besluit)



Agendapunt 9/ Agenda Item 9

Voor / For	232.297.264
Tegen / Against	565.918
Onthouding / Abstain	8.350.480

Voor / For 99,76%

Tegen / Against 0,24%



Agenda item 10 Supervisory Board Raad van Commissarissen

- a. Announcement of two vacancies in the Supervisory Board Kennisgeving van 2 vacatures in de Raad van Commissarissen
- b. Opportunity for the General Meeting to make recommendations for the appointment of members of the Supervisory Board

 Gelegenheid tot het doen van aanbevelingen door de Algemene Vergadering voor de benoeming van leden van de Raad van Commissarissen
- c. Announcement by the Supervisory Board of the persons nominated for reappointment Kennisgeving door de Raad van Commissarissen van de voor herbenoeming voorgedragen personen
- d. Announcement by the Supervisory Board of the intended appointment of Mr M.A.M Boersma as chairman of the Supervisory Board

 Kennisgeving door de Raad van Commissarissen van de voorgenomen benoeming van de heer

 M.A.M. Boersma tot voorzitter van de Raad van Commissarissen



Agenda item 11
Proposal to reappoint Mr F.H. Rövekamp as member of the Supervisory Board (Resolution)

Voorstel tot herbenoeming van de heer F.H. Rövekamp tot lid van de Raad van Commissarissen (Besluit)



Agendapunt 11/ Agenda Item 11

Voor / For	239.943.324
Tegen / Against	1.146.685
Onthouding / Abstain	123.353

 Voor / For
 99,52%

 Tegen / Against
 0,48%



Agenda item 12 Announcement of vacancies in the Supervisory Board as per the close of the Annual General Meeting of Shareholders in 2017 Mededeling over vacatures in de Raad van Commissarissen die na afloop van de Algemene Vergadering van Aandeelhouders in 2017 zullen ontstaan



Agenda item 13 Extension of the designation of the Board of Management as authorised body to issue ordinary shares (Resolution)

Verlenging van de aanwijzing van de Raad van Bestuur als bevoegd orgaan tot het uitgeven van gewone aandelen (Besluit)



Agendapunt 13/ Agenda Item 13

 Voor / For
 217.068.092

 Tegen / Against
 24.145.454

 Onthouding / Abstain
 116





Agenda item 14

Extension of the designation of the Board of Management as authorised body to limit or exclude the pre-emptive right upon the issue of ordinary shares (Resolution)

Verlenging van de aanwijzing van de Raad van Bestuur als bevoegd orgaan tot het beperken of uitsluiten van het voorkeursrecht bij uitgifte van gewone aandelen (Besluit)



Agendapunt 14/ Agenda Item 14

Voor / For 215.101.462
Tegen / Against 26.112.200
Onthouding / Abstain 0





Agenda item 15
Questions
Vragen



Agenda item 16 Close Sluiting

