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22 SEPTEMBER 2025

POSTNL N.V. ANNOUNCES A TENDER OFFER FOR ITS OUTSTANDING €300,000,000 0.625 PER CENT. FIXED RATE NOTES DUE 23 SEPTEMBER 2026 (ISIN: XS2047619064)

PostNL N.V. (the "**Offeror**") has today launched its invitation to holders of its outstanding €300,000,000 0.625 per cent. fixed rate Notes due 23 September 2026 (ISIN: XS2047619064) (the "**Notes**") to tender any and all of their Notes for purchase by the Offeror for cash (such invitation, the "**Offer**"). The Offer is being made subject to applicable law and regulation, on the terms and subject to the conditions and the offer (including, but not limited to, the New Issue Condition (as defined below)) and distribution restrictions described in the tender offer memorandum dated 22 September 2025 (the "**Tender Offer Memorandum**").

Copies of the Tender Offer Memorandum are (subject to applicable law and regulation and the offer and distribution restrictions) available from Kroll Issuer Services Limited (the "**Tender Agent**").

Capitalised terms used and not otherwise defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

Summary of the Offer

Description of the Notes	ISIN / Common Code	Maturity Date	Aggregate Nominal Amount Outstanding	Benchmark Rate	Purchase Spread	Amount subject to the Offer
€300,000,000 0.625 per cent. fixed rate Notes due 23 September 2026	XS2047619064 / 204761906	23 September 2026	€300,000,000	Interpolated Rate ⁽¹⁾	10 bps	Any and all

Notes:

- (1) *The rate, expressed as a percentage and rounded to the nearest 0.001 per cent. (with 0.0005 per cent. rounded upwards), as calculated by the Dealer Managers at the Pricing Time on the Pricing Date, by means of linear interpolation to the Maturity Date of the 6-month EURIBOR Rate and 1 Year Mid-Swap Rate. Please refer to the Tender Offer Memorandum for further details.*

Rationale for the Offer

The purpose of the Offer and planned issuance of the New Notes (as defined below) is to proactively manage the Offeror's balance sheet. Furthermore, the Offer will provide liquidity to those holders whose Notes are accepted in the Offer and, if they wish, apply for priority in the allocation of the New Notes, as more fully described in the Tender Offer Memorandum.

As mentioned below in "*New Issue Condition*", it is the intention of the Offeror to issue concurrently with the Offer new euro-denominated fixed rate notes (the "**New Notes**").

The Offeror intends to cancel the Notes purchased by it pursuant to the Offer and such Notes will therefore not be re-issued or re-sold.

Purchase Price

Subject to the satisfaction (or waiver) of the New Issue Condition, on the Settlement Date, the Offeror will pay the Purchase Price for any Notes validly tendered and accepted for purchase by it pursuant to the Offer. The Purchase Price will be determined at or around 11.00 a.m. (CEST) (the "**Pricing Time**") on 30 September 2025 (subject to the right of the Offeror to extend, re-open, amend and/or terminate the Offer) as the price (expressed as a percentage of the nominal amount of Notes accepted for Purchase pursuant to the Offer and rounded to the

nearest 0.001 per cent., with 0.0005 per cent. being rounded upwards) equal to (a) the value of all remaining payments of principal and interest on the Notes up to and including the Maturity Date of the Notes, discounted to the Settlement Date at a discount rate equal to the Purchase Yield, minus (b) Accrued Interest.

Expected Timetable

The Offer begins today and the expiration deadline shall be at 5.00 p.m. (CEST) on 29 September 2025 (the "**Expiration Deadline**"). Pricing is expected to be determined at or around on 11:00 a.m. (CEST) on 30 September 2025. Announcement by the Offeror of (i) whether it will accept (subject to the satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date) any valid tenders of Notes pursuant to the Offer and, if so accepted, (ii) the aggregate nominal amount of Notes validly tendered for purchase pursuant to the Offer, (iii) the Final Acceptance Amount, (iv) the Interpolated Rate, the Purchase Yield and the Purchase Price, (v) the Settlement Date for the Offer and (vi) the nominal amount of Notes that will remain outstanding after the Settlement Date is expected to be made as soon as reasonably practicable after the Pricing Time with Settlement expected to occur on 3 October 2025. The Offeror may, in its sole and absolute discretion, extend, re-open, amend, waive any condition of or terminate the Offer at any time (subject to applicable law and as provided in the Tender Offer Memorandum).

New Issue Condition

The Offeror also announced today its intention to issue the New Notes, subject to market conditions. Whether the Offeror will purchase any Notes validly tendered in the Offer is subject, without limitation, to the successful completion (in the sole determination of the Offeror) of the issue of the New Notes (the "**New Issue Condition**"), or the waiver of such condition.

Even if the New Issue Condition is satisfied (or waived), the Offeror is under no obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Notes validly tendered pursuant to the Offer is at the sole and absolute discretion of the Offeror.

Allocation of the New Notes

When considering allocation of the New Notes, the Offeror intends to give preference to those Noteholders that, prior to such allocation, have validly tendered or have given a firm intention to any Dealer Manager that they intend to tender their Notes for purchase pursuant to the Offer. Therefore, a Noteholder that wishes to subscribe for New Notes in addition to tendering its existing Notes for purchase pursuant to the Offer may be eligible to receive, at the sole and absolute discretion of the Offeror, priority in the allocation of the New Notes, subject to the issue of the New Notes, the selling restrictions that will be contained in the Prospectus relating to the New Notes and such Noteholder making a separate application for the purchase of such New Notes to BofA Securities Europe SA (in its capacity as joint lead manager of the issue of the New Notes) or any other joint lead manager of the issue of the New Notes in accordance with the standard new issue procedures of such joint lead manager. However, the Offeror is not obliged to allocate any New Notes to a Noteholder that has validly tendered or indicated a firm intention to tender its Notes for purchase pursuant to the Offer and, if any such New Notes are allocated, the principal amount thereof may be less or more than the principal amount of Notes tendered by such Noteholder and accepted for purchase by the Offeror pursuant to the Offer. Any such allocation will also, among other factors, take into account the minimum denomination of the New Notes (being €100,000).

All allocations of the New Notes, while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures in the sole and absolute discretion of the Offeror. In the event that a Noteholder validly tenders Notes pursuant to the Offer, such Notes will remain subject to such tender and the conditions of the Offer as set out in this Tender Offer Memorandum irrespective of whether that Noteholder receives all, part or none of any allocation of New Notes for which it has applied.

Further information

BofA Securities Europe SA and Coöperatieve Rabobank U.A. are acting as Dealer Managers for the Offer and Kroll Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the (i) Offer may be directed to the Dealer Managers, (as set out below) and (ii) delivery of Tender Instructions may be directed to the Tender Agent, the contact details for each of which are on the last page of the Tender Offer Memorandum.

Dealer Managers

BofA Securities Europe SA

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France

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Email: DG.LM-EMEA@bofa.com

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The Tender Agent**Kroll Issuer Services Limited**

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Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of this announcement, the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial, legal, regulatory and tax advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, regulatory, tax or legal adviser.

None of the Offeror, the Dealer Managers or the Tender Agent or any of their respective directors, employees, officers, agents or affiliates expresses any opinion about the merits of the Offer or makes any recommendation as to whether or not any Noteholder should offer to sell its Notes and no one has been authorised by the Offeror, the Dealer Managers or the Tender Agent to make any such recommendation.

About PostNL

We are PostNL, here for everyone, bringing it all together for 225 years. With an extensive network of nearly 5,700 PostNL points, 10,000 letterboxes, and around 1,100 automated parcel lockers, also open to various carriers, along with millions of users of the PostNL app, we're always close by. We aim to be everyone's favourite deliverer by making it as easy as possible to send and receive parcels and mail. With over 32,000 colleagues working with us, we are part of society. On an average weekday, we deliver 1.2 million parcels and 6.3 million letters.

We optimise and support our physical networks through the use of smart digital solutions and introduce new propositions that add value for our customers. And aim for sustainable employment relationships by being a good employer to all people working with and for us. We focus on sustainability, making many journeys on foot and by bicycle, increasingly using cleaner fuels and electric vehicles, and offering innovative city logistics. PostNL N.V. is a publicly traded company with a turnover of €3.3 billion in 2024.

This announcement is released by PostNL N.V. Elements of this announcement contain or may contain inside information within the meaning of article 7(1) Market Abuse Regulation (EU) 596/2014, as amended.

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