

POSTNL N.V.

BY-LAWS SUPERVISORY BOARD

Adopted by the Supervisory Board on 3 November 2017

CONTENTS

	Page
Introduction; Definitions	3
Chapter I - Composition of the Supervisory Board; Positions, Committees.....	3
1. Supervisory Board Profile, size, expertise and independence	
2. (Re)Appointment; Term of office; resignation	
3. Chairman and Vice-Chairman	
4. Corporate Secretary	
5. Committees	
Chapter II - Duties and Responsibilities	9
6. General Duties and Powers; Relation with the Board of Management	
7. Certain specific duties and responsibilities	
8. Supervision of financial reporting; Approving Financial Statements	
9. Assessment of strategy and risks	
10. Approval of Board of Management resolutions	
11. Duties regarding nomination and assessment of External Auditor	
12. Remuneration of BoM members	
13. Relation with the shareholders	
14. Relation with the Central Works Council	
15. Complaints handling; Whistle-blowers	
16. Annual supervisory board report	
Chapter III – Meetings of the Supervisory Board, Decision making.....	18
17. Frequency, notice, agenda and venue of meetings	
18. Attendance and admittance to meetings	
19. Chairman of the meeting; Reports	
20. Decision making within the Supervisory Board	
Chapter IV - Other provisions	19
21. Conflicts of interests of Supervisory Board members	
22. Remuneration of Supervisory Board members	
23. Induction programme; Ongoing training and education	
24. Outside positions	
25. Holding and trading securities	
26. Confidentiality	
27. Miscellaneous	
Annexes	Page
List of Definitions	23
Supervisory Board Approval List	25

INTRODUCTION; DEFINITIONS

- 0.1 These By-Laws are established pursuant to article 28 paragraph 10 of the Articles of Association and best practice provision 2.3.1 of the Dutch Corporate Governance Code to guide the Supervisory Board in performing its duties.
- 0.2 These By-Laws are complementary to the provisions regarding the Supervisory Board and the Supervisory Board members as contained in applicable law, regulation, the Articles of Association and the rules pertaining to the relationship between Board of Management and Supervisory Board as contained in the By-Laws of the Board of Management.
- 0.3 These By-Laws will be posted on the Company's website.
- 0.4 Capitalised terms used herein have the meaning set forth in the List of Definitions attached as **Annex 1**.

CHAPTER I COMPOSITION OF THE SUPERVISORY BOARD; POSITIONS, COMMITTEES

1. Supervisory Board profile, size, expertise and independence

- 1.1 The Supervisory Board shall prepare a profile of its size and composition, taking account of the nature of the business and activities of the Company and its Subsidiaries (the **Supervisory Board Profile**). The Supervisory Board Profile shall comprise of : (i) the desired expertise and background of the Supervisory Board members; (ii) the desired diversity in the composition of the Supervisory Board, in accordance with the diversity policy as meant in article 6.5 of these By-Laws; (iii) the size of the Supervisory Board; and (iv) the independence of the Supervisory Board members The Supervisory Board Profile shall be posted on the Company's website.¹ Material changes to the Supervisory Board Profile shall be discussed in the General Meeting of Shareholders and with the Central Works Council.
- 1.2 The number of Supervisory Board members shall be determined by the Supervisory Board, after consultation with the CEO, and shall be at least three.
- 1.3 The Supervisory Board shall endeavour to ensure, within the limits of its powers, that the Supervisory Board is at all times composed such that:
 - (a) the Supervisory Board members are able to act critically and independently of one another and of the Board of Management and any particular interests;²
 - (b) each Supervisory Board member is capable of assessing the broad outline of the overall policy of the Company;³
 - (c) each Supervisory Board member has the specific expertise required for the fulfilment of the duties assigned to the role designated to him or her;⁴
 - (d) in the Supervisory Board as a whole the requisite expertise, background, competences and independence are present for it to carry out its duties properly;⁵

¹ Dutch Corporate Governance Code ("DCGC"), provision 2.1.1.

² DCGC, provision 2.1.7.

³ DCGC, provision 2.1.4.

⁴ DCGC, provision 2.1.4

⁵ DCGC, Principle 2.1.

- (e) the diversity policy as meant in article 6.5 of these By-Laws is adhered to as much as possible;⁶
- (f) at least one Supervisory Board member shall be a financial expert, with relevant knowledge and expertise of financial administration and accounting for listed companies or other large companies;⁷
- (g) (i) any one of the criteria of article 1.4, sections (a) up to and including (e) of these By-Laws should be applicable to at most one Supervisory Board member, and (ii) the total number of Supervisory Board members to whom the criteria of article 1.4 of these By-Laws are applicable should account for less than half of the total number of Supervisory Board members; and (iii) for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the capital of the Company, there is at most one Supervisory Board member who can be considered to be affiliated with or representing them as stipulated in article 1.4 section (f) and (g) of these By-Laws;⁸ and
- (h) all Supervisory Board members are in compliance with their obligation to limit outside positions as set forth in article 24.1 of these By-Laws.

1.4 A Supervisory Board member shall not be deemed independent if he or his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law:

- (a) has been an employee or member of the management board of the Company or an Associated Company in the five years prior to the appointment of the person concerned as Supervisory Board member;
- (b) receives personal financial compensation from the Company, or an Associated Company, other than the compensation received for the work performed as a Supervisory Board member and in so far as this is not within the ordinary course of business;
- (c) has had an important business relationship with the Company, or an Associated Company, in the year prior to the appointment. This includes in any event the case where the Supervisory Board member, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the Company (consultant external auditor, civil notary or lawyer) and the case where the Supervisory Board member is a management board member or an employee of a bank with which the Company has a lasting and significant relationship;
- (d) is a member of the management board of a company in which a BoM member is a supervisory board member;
- (e) has temporarily managed the Company during the previous twelve months where seats in the Board of Management were vacant or BoM members were unable to perform their duties;
- (f) holds at least ten percent of the shares in the Company's capital (including shares held by individuals or legal entities which cooperate with the person concerned under an express or tacit, oral or written agreement); or
- (g) is a member of the management board or supervisory board - or a representative in some other way - of a legal entity which holds at least ten percent of the shares in the Company's capital,

⁶ DCGC, provision 2.1.5.

⁷ Article 39, paragraph 1 Directive 2014/56/EU.

⁸ DCGC, provision 2.1.7.

unless such entity is a member of the same group as the Company.⁹

2. (Re)Appointment; Term of office; Resignation

- 2.1 The Supervisory Board members are appointed by the General Meeting on nomination of the Supervisory Board.¹⁰ The General Meeting and the Central Works Council may recommend candidates to be nominated as member of the Supervisory Board. With regard to one third of the total number of Supervisory Board members, the Central Works Council has an enhanced right of recommendation (*versterkt recht van aanbeveling*). The Supervisory Board shall nominate a person recommended by the Central Works Council pursuant to the enhanced right of recommendation unless the Supervisory Board objects to the recommendation because it considers the recommended person unsuitable for the exercise of the duties of a Supervisory Board member or because the Supervisory Board shall not be composed properly if the recommended person would be appointed. If, after consultation with the Central Works Council, the Supervisory Board concludes that no agreement can be reached on the nomination, a representative of the Supervisory Board designated for that purpose shall request the Commercial Division of the Amsterdam Court of Appeal to declare the objection well-founded. The Supervisory Board shall nominate the person recommended by the Central Works Council if the Commercial Division declares the objection by the Supervisory Board unfounded. If the Commercial Division declares the objection well-founded, the Central Works Council can make a new recommendation. The nomination to the General Meeting to appoint or reappoint a Supervisory Board member shall state the candidate's age, his profession, the number of shares he holds in the Company's capital and the positions he holds or has held, insofar as these are relevant for the performance of the duties of a Supervisory Board member. Furthermore, the names of the legal entities of which he is also a member of their supervisory boards shall be indicated; if those include legal entities which belong to the same group, a reference to that group will be sufficient. The notification shall state the reasons on which the intention to appoint or reappoint the person concerned is based.
- 2.2 Any nomination by the Supervisory Board of a person to be appointed or reappointed as a Supervisory Board member shall be based on consistency with the requirements of clause 1 of these By-Laws, including the Supervisory Board Profile. On reappointment, account must be taken of the candidate's performance as a Supervisory Board member in the past period. A Supervisory Board member shall be reappointed only after careful consideration. A Supervisory Board member who is available for reappointment to the Supervisory Board must be interviewed by the chairman of the Nominations Committee, who must report on such interview to the Supervisory Board.
- 2.3 A Supervisory Board member is appointed for a maximum period of four years and may then be reappointed once for another four-year period. The Supervisory Board member may then subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years. In the event of a reappointment after an eight-year period, reasons should be given in the report of the Supervisory Board.¹¹
- 2.4 Supervisory Board members shall retire periodically in accordance with a rotation plan to be drawn up by the Supervisory Board in order to avoid a situation in which too many Supervisory Board members retire at the same time. The Supervisory Board may at any time amend the rotation plan, provided such amendment may not compel the early resignation of a Supervisory Board member against his will. The rotation plan shall be posted on the Company's website.¹²

⁹ DCGC, provision 2.1.8.

¹⁰ Articles of Association, article.24.

¹¹ DCGC, provision 2.2.2.

¹² DCGC, provision 2.2.4.

2.5 A Supervisory Board member shall retire early in the event of inadequate performance, structural incompatibility of interests and in other instances in which this is deemed necessary by the Supervisory Board.¹³

2.6 A Supervisory Board member who temporarily takes on the management of the Company where seats on the Board of Management are vacant or BoM members are unable to fulfil their duties shall resign from the Supervisory Board.¹⁴

3. Chairman and Vice-Chairman

3.1 The Supervisory Board shall elect a Chairman and a Vice-Chairman from among its members. The Vice-Chairman shall replace, and assume the powers and duties of, the Chairman in the latter's absence.¹⁵ The Chairman may not be a former BoM member and shall be independent within the meaning of article 1.4 of these By-Laws.¹⁶

3.2 The Chairman shall be primarily responsible for monitoring the proper functioning of the Supervisory Board and its Committees. He shall act as the spokesperson of the Supervisory Board and shall be the main contact for the CEO and the Board of Management. Regular meetings shall take place between the CEO and the Chairman. As a general rule, the Chairman shall preside over General Meetings of Shareholders.¹⁷

3.3 Without prejudice to the generality of clause 3.2, the Chairman shall ensure that:¹⁸

- (a) BoM member and Supervisory Board members follow their induction and education or training programme;
- (b) the Supervisory Board members timely receive all information which is necessary for the proper performance of their duties;
- (c) there is sufficient time for consultation and decision-making by the Supervisory Board;
- (d) the Committees function properly;
- (e) the performance of the BoM members and the Supervisory Board members is assessed at least once a year;
- (f) the Supervisory Board elects a Vice-Chairman; and
- (g) the Supervisory Board has proper contact with the Board of Management, the Central Works Council and the General Meeting;
- (h) the Board of Management performs the activities in respect of culture;
- (i) the Supervisory Board recognises signs from the Company and its Subsidiaries and ensures that any (suspicion of) material misconduct and irregularities are reported to the Supervisory board without delay;

¹³ DCGC, provision 2.2.3.

¹⁴ DCGC, provision 2.3.9.

¹⁵ Articles of Association, article 28.1, and DCGC, provision 2.3.7.

¹⁶ DCGC, provision 2.1.9.

¹⁷ DCGC, provision 2.3.6.

¹⁸ DCGC, provision 2.3.6.

- (j) the General Meeting of Shareholders proceeds in an orderly and efficient manner;
- (k) effective communication with shareholders is assured; and
- (l) the Supervisory Board is involved closely, and at an early stage, in any merger or takeover processes.

3.4 In addition, the Chairman shall be primarily responsible for:

- (a) ensuring the proper performance of Supervisory Board duties;
- (b) determining the agenda of Supervisory Board meetings and chairing such meetings;
- (c) consulting with any external advisor appointed by the Supervisory Board;
- (d) addressing problems related to the performance of individual Supervisory Board members; and
- (e) addressing internal disputes and conflicts of interest concerning individual Supervisory Board members and the resignation as a result, if appropriate.

3.5 The Chairman shall act on behalf of the Supervisory Board as the main contact for the BoM members, Supervisory Board members and shareholders regarding the functioning of BoM members and Supervisory Board members.

3.6 The Vice-Chairman shall act as contact for individual Supervisory Board members and BoM members relating to the functioning of the Chairman.¹⁹

4. Corporate Secretary²⁰

4.1 The Supervisory Board shall be assisted by the Corporate Secretary, who shall be appointed by the Board of Management, with the approval of the Supervisory Board. The Corporate Secretary can be dismissed by the Board of Management, after the approval of the Supervisory Board has been obtained.

4.2 All Supervisory Board members shall have access to the advice and services of the Corporate Secretary.

4.3 The Corporate Secretary shall ensure that correct Supervisory Board procedures are followed and that the Supervisory Board acts in accordance with its statutory obligations and its obligations under the Articles of Association. The Corporate Secretary shall assist the Chairman in the organisation of the affairs of the Supervisory Board (information, agenda, evaluation, training programme, etc.). The Corporate Secretary shall as such be the secretary of the Supervisory Board.

4.4 If the Corporate Secretary notes that the interests of the Board of Management and the Supervisory Board diverge, as a result of which it is unclear which interests the Corporate Secretary should represent, the Corporate Secretary should report this to the Chairman.

4.5 The Corporate Secretary may be assisted by and delegate his tasks under these By-Laws, or parts thereof, to a deputy appointed by him in consultation with the Chairman.

¹⁹ DCGC, provision 2.4.3.

²⁰ DCGC, provision 2.3.10.

5. Committees

- 5.1 The Supervisory Board may appoint standing and/or ad hoc Committees from among its members, which shall have the responsibilities specified by the Supervisory Board. The composition of any Committee shall be determined by the Supervisory Board. The Supervisory Board shall, in any event, appoint an audit committee, a remuneration committee and a nomination committee.²¹
- 5.2 The Supervisory Board shall remain collectively responsible for decisions prepared by Committees. A Committee may only exercise such powers as are explicitly attributed or delegated to it and may never exercise powers beyond those exercisable by the Supervisory Board as a whole. Any use by a Committee of the delegated authority shall timely be communicated to the full Supervisory Board and shall, where specifically provided in the terms of reference of such Committee, be subject to confirmation by the full Supervisory Board. All Supervisory Board members shall have unrestricted access to all Committee meetings and records. The Supervisory Board shall receive from each of the Committees a report of its deliberations and findings.²²
- 5.3 The Supervisory Board shall establish terms of reference for each Committee and such terms of reference may be amended by the Supervisory Board at any time. The terms of reference shall indicate the role and responsibility of the Committee concerned, its composition and the manner in which it performs its duties. The terms of reference and the composition of the Committees shall be posted on the Company's website.²³
- 5.4 The Supervisory Board has established the following standing Committees:
- (a) the Audit Committee.
 - (b) the Nomination Committee.
 - (c) the Remuneration Committee.
- 5.5 Each Committee shall consist of at least three members. The Audit Committee or Remuneration Committee shall not be chaired by the Chairman, nor by a former BoM member. More than half of the members of the Committees shall be independent within the meaning of article 1.4 of these By-Laws. The terms of reference of a particular Committee may contain further requirements as to the composition of the Committee concerned.
- 5.6 The Supervisory Board as a rule has no delegated Supervisory Board member (*gedelegeerd commissaris*). Under special circumstances, however, the Supervisory Board may resolve to appoint a "delegated Supervisory Board member", in which case best practice provision 2.3.8 of the Dutch Corporate Governance Code shall apply in full.
- 5.7 The Supervisory Board shall annually review the Committees' performance.

CHAPTER II DUTIES AND RESPONSIBILITIES

6. General Duties and Powers; Relation with the Board of Management

- 6.1 The Supervisory Board is charged with the supervision of the Board of Management and the general

²¹ DCGC, provision 2.3.2.

²² DCGC, provision 2.3.5.

²³ DCGC, provision 2.3.3.

course of affairs of the Company and its Subsidiaries. The Supervisory Board shall assist the Board of Management with advice.²⁴ The responsibility for proper performance of its duties is vested in the Supervisory Board collectively. The Supervisory Board members may adopt an independent stance vis-à-vis the Board of Management and take measures to manage the Company if the Board of Management is unable to perform its duties.

- 6.2 In performing its duties, the Supervisory Board shall act in accordance with the interests of the Company and its Subsidiaries taking into consideration the interests of the Company's stakeholders.²⁵ Supervisory Board members shall perform their duties without mandate and independent of any interest in the business of the Company. They shall not support one interest without regard to the other interests involved.
- 6.3 The Supervisory Board shall ensure that it functions effectively.²⁶
- 6.4 The Supervisory Board is responsible for stimulating openness and accountability within the Supervisory Board and in the relationship with the Board of Management. Furthermore, the Supervisory Board stimulates behaviour that is in keeping with the values as established by the Board of Management which contribute to a culture focused at long term value creation, and propagates these values through leading by example.
- 6.5 The Supervisory Board draws up a diversity policy for the composition of the Board of Management, Supervisory Board and the Executive Committee. The policy addresses the concrete targets relating to diversity and the diversity aspects relevant to the Company, such as nationality, age, gender and education and work background. The diversity policy is posted on the Company's website.
- 6.6 The Supervisory Board members shall externally express concurring views with respect to important affairs, matters of principle and matters of general interest, without jeopardising the responsibilities of individual Supervisory Board members.
- 6.7 The Supervisory Board and its members each have their own responsibility for obtaining all information from the Board of Management, the internal audit function, the Central Works Council and the External Auditor that the Supervisory Board needs in order to be able to carry on its duties properly as a supervisory body.²⁷ If the Supervisory Board considers such necessary, it may obtain information from officers and external advisers of the Company. The Company shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisers attend its meetings.²⁸
- 6.8 The Board of Management shall always on its own accord timely provide information to the Supervisory Board which it may need to function properly and to carry out its duties properly, including the information as mentioned in chapter 11 of the By-Laws of the Board of Management. Where possible, this information must be provided in writing. The Supervisory Board supervises the establishment and implementation of procedures by the Board of Management which safeguard that all relevant information is known to the Supervisory Board in a timely fashion.
- 6.9 The Supervisory Board is empowered to engage independent advisors to aid it and its Committees²⁹ (and to ask the support of one or more supporting staff members in the performance of its duties) at the Company's expense.

²⁴ Article 2:140 Dutch Civil Code.

²⁵ Article 2:140 Dutch Civil Code.

²⁶ DCGC, Principle 2.3.

²⁷ DCGC, provision 2.4.8.

²⁸ DCGC, provision 2.4.9.

²⁹ Articles of Association, article 27.4.

- 6.10 The Supervisory Board shall have unrestricted access to the Company's books, records and premises.
- 6.11 The Supervisory Board ensures that the Company has a sound plan in place for the succession of BoM members and Supervisory Board members that is aimed at retaining the balance in the requisite expertise, experience and diversity. In drawing up the plan, due regard is given to the Supervisory Board Profile.
- 6.12 The Supervisory Board evaluates at least once a year, outside the presence of the Board of Management, both its own functioning, the functioning of its Committees and that of its individual Supervisory board members, and discusses the conclusions that must be drawn on the basis thereof. In doing so, attention is paid to: (i) substantive aspects, the mutual interaction and the interaction with the Board of Management; (ii) events that occurred in practice from which lessons may be learned; and (iii) the desired profile, composition, competencies and expertise of the Supervisory Board.³⁰ In this regard, the Supervisory Board assesses with regard to which aspects the Supervisory Board members require training or education.³¹
- 6.13 Additionally, at least once per year, outside the presence of the Board of Management, the Supervisory Board evaluates both the functioning of the Board of Management as a whole and that of the individual BoM Members, and discusses the conclusions that must be attached to the evaluation, such also in light of the succession of BoM Members.³²
- 6.14 The annual report of the Supervisory Board shall state (i) how the evaluation of the Supervisory Board, the various Committees and the individual Supervisory Board members has been carried out; (ii) how the evaluation of the Board of Management and the individual BoM Members has been carried out; and (iii) what has been or will be done with the conclusions from the evaluations.³³

7. Certain Specific Duties and Responsibilities

The duties and responsibilities of the Supervisory Board specifically include:

(A) with respect to actions of the Board of Management:

- (1) supervising the Board of Management, including (i) the manner in which the Board of Management implements the long term value creation strategy;³⁴ (ii) corporate strategy and the risks inherent in the business activities; (iii) the design and effectiveness of the internal risk management and control systems and the integrity and quality of the financial reporting;³⁵ (iv) compliance with the primary and secondary regulations applicable to the Company, (v) the relationship with the shareholders;³⁶ (vi) the set-up of the Executive Committee and the way the Board of Management's expertise and responsibilities, and the adequate provision of information to the Supervisory Board, are safeguarded, whilst paying specific attention to the dynamics and the relationship between the Board of Management and the Executive Committee;³⁷ (vii) the remuneration of the members of the Executive Committee who are not BoM Members, and the annual discussion of such with the Supervisory Board;³⁸ (viii) the establishment and implementation of internal procedures which safeguard that all relevant information is known to the Board of Management and the Supervisory Board in a timely

³⁰ DCGC, provision 2.2.6.

³¹ DCGC, provision 2.4.6.

³² DCGC, provision 2.2.7.

³³ DCGC, provision 2.2.8.

³⁴ DCGC, provision 1.1.3.

³⁵ DCGC, Principle 1.5.

³⁶ DCGC, provision 4.1.1.

³⁷ DCGC, provision 2.1.3.

³⁸ DCGC, provision 3.1.3.

fashion;³⁹ and the activities of the Board of Management regarding the creation of a culture aimed at long-term value creation;⁴⁰

with respect to the Supervisory Board's duties regarding supervision of financial statements and approving the Financial Statements, also be referred to clause 8 of these By-Laws;

with respect to the Supervisory Board's duties regarding assessment of strategy and risks, also be referred to clause 9 of these By-Laws;

- (2) if the Board of Management stipulates a response time within the meaning of article 12.4 of the By-Laws of the Board of Management, monitoring the use of such response time, the exploration of the alternatives, and the reporting of the consultation and the exploration to the General Meeting, all such in accordance with article 12.5 of the By-Laws of the Board of Management.
- (3) considering proposed resolutions of the Board of Management that are subject to Supervisory Board approval as referred to in clause 10 of these By-Laws;

(B) with respect to BoM members:

- (4) selecting and appointing BoM members; proposing the remuneration policy for BoM members to the General Meeting; fixing the remuneration (in accordance with the terms of said remuneration policy) and contractual terms and conditions of employment of BoM members;⁴¹
- (5) determining the number of BoM members after consultation with the CEO; appointing the BoM member to hold the office of CEO; approving (or proposing, if appropriate) any changes to the division of tasks within the Board of Management or to the By-Laws of the Board of Management and evaluating and assessing the functioning of the Board of Management and the individual BoM members; approving and annually discussing outside positions of BoM members;⁴²
- (6) handling conflicts of interests between the Company and BoM members;⁴³

(C) with respect to Supervisory Board members:

- (7) selecting and nominating Supervisory Board members and proposing the remuneration of Supervisory Board members to the General Meeting;
- (8) determining the number of Supervisory Board members; appointing the Chairman and the Vice-Chairman; appointing Committees as appropriate and determining their roles and evaluating and assessing the functioning of the Supervisory Board, its Committees and the Supervisory Board members (including the evaluation of the Supervisory Board Profile and the induction, education and training programme); approving outside positions of Supervisory Board members where required pursuant to clause 24.2 of these By-Laws;
- (9) handling conflicts of interest between the Company and Supervisory Board members;⁴⁴

(D) Other:

- (10) through the Audit Committee, administering the Company's relationship with the External

³⁹ DCGC, provision 2.4.7.

⁴⁰ DCGC, principle 2.5.

⁴¹ see article 18 of the By-Laws of the Board of Management.

⁴² see article 19 of the By-Laws of the Board of Management.

⁴³ see article 17 of the By-Laws of the Board of Management; DCGC, provision 2.7.2.

⁴⁴ see article 21 of these By-Laws.

Auditor and supervising the functioning of the External Auditor;⁴⁵

- (11) establishing procedures for the receipt, recording and handling of complaints in respect of financial reporting, internal risk management, control systems and, where appropriate through the Audit Committee;⁴⁶
- (12) monitoring the internal audit function and maintaining regular contact with the Internal Auditor, and approving the audit plan of the internal audit function;
- (13) monitoring the operation of procedures for reporting any (suspicion of) material misconduct and irregularities, appropriate and independent investigation into signs of material misconduct and irregularities and, if an instance of material misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions.
- (14) consistent with clause 16 of these By-Laws, preparing the Annual Supervisory Board Report;
- (15) determining, together with the Board of Management, the corporate governance structure of the Company and ensuring compliance with the Dutch Corporate Governance Code and other (foreign) applicable rules and regulations;⁴⁷
- (16) taking measures to manage the Company if the Board of Management is unable to perform its duties;⁴⁸
- (17) any other duty or responsibility conferred upon the Supervisory Board by law, the Articles of Association, these By-Laws, the terms of reference of any Committee or the By-Laws of the Board of Management.

8. Supervision of Financial Reporting; Approving Financial Statements

- 8.1 The Supervisory Board shall, primarily through the Audit Committee, supervise compliance with the internal procedures set up by the Board of Management for the preparation and publication of the Annual Report, the Financial Statements, the quarterly and half-yearly figures and ad hoc financial information. The Supervisory Board shall furthermore supervise the establishment and maintaining of the internal controls over financial reporting referred to in clause 9.1 of the By-Laws of the Board of Management.⁴⁹
- 8.2 The Supervisory Board shall discuss the report furnished by the Audit Committee in accordance with article 1.3 of the terms of reference of the Audit Committee, and the reports relating to the Financial Statements and the half-yearly and quarterly accounts and any related matters, in accordance with article 1.4 of the terms of reference of the Audit Committee. The Financial Statements and the Annual Report for the year just ended shall also be discussed in a meeting of the Supervisory Board with the Board of Management within four months following this year end. The half-yearly and quarterly accounts of the Company for the respective period just ended shall be discussed in a meeting of the Supervisory Board with the Board of Management within two months following the end of this period. Such meetings shall be prepared by the Audit Committee and shall be attended by the External Auditor.
- 8.3 The External Auditor shall in any event attend all meetings of the Supervisory Board at which the report of the External Auditor with respect to the Financial Statements is discussed and at which the Financial

⁴⁵ see article 11 of these By-Laws.

⁴⁶ see article 15 of these By-Laws.

⁴⁷ DCGC, Compliance with the Code.

⁴⁸ Articles of Association, article-22.

⁴⁹ Derives from provisions 1.4.3 and 1.5.4 of the DCGC.

Statements are to be approved. The External Auditor shall timely receive all information required for performing his duties and shall be given the opportunity to respond to all information.⁵⁰ The External Auditor shall report his findings in relation to the audit of the Financial Statements to the Board of Management and the Supervisory Board simultaneously.⁵¹

- 8.4 The Supervisory Board shall be given insight in the most important points of discussion arising between the External Auditor and the Board of Management based on the draft management letter of the draft audit report.
- 8.5 Contact between the Supervisory Board and the External Auditor shall in principle be through the chairman of the Audit Committee. The External Auditor informs the chairman of the Audit Committee without delay if he discovers or suspects an instance of material misconduct or irregularity. If the (suspicion of) material misconduct or irregularity entails the functioning of a BoM member, the External Auditor shall report such to the Chairman.⁵²
- 8.6 The Supervisory Board shall arrange that any recommendations made by the External Auditor, to the extent these are accepted, are actually implemented by the Board of Management, which duty may be delegated to the Audit Committee.

9. Assessment of strategy and risks

- 9.1 The Supervisory Board supervises the manner in which the Board of Management implements the long-term value creation strategy. The Supervisory Board shall regularly discuss the strategy, the implementation of the strategy and the principal risks associated with it. In the report drawn up by the Supervisory Board, an account is given by the Supervisory Board of the involvement of the Supervisory Board in the establishment of the strategy, and the way in which it monitors its implementation.⁵³

10. Approval of Board of Management Resolutions

- 10.1 The approval of the Supervisory Board shall be required with respect to the actions of the Board of Management mentioned in **Annex 2**.⁵⁴

11. Duties Regarding Nomination and Assessment of External Auditor

- 11.1 The External Auditor shall be appointed by the General Meeting. The Supervisory Board acting through the Audit Committee shall nominate a candidate for this appointment to the General Meeting and may recommend replacement of the External Auditor. In doing so, due observation shall be given to the observations of the Board of Management.⁵⁵
- 11.2 The Audit Committee submits a proposal to the Supervisory Board for the External Auditor's engagement to audit the Financial Statements. The Board of Management facilitates such. In formulating the terms of engagement, attention shall be paid to the scope of the audit, the materiality to be used and remuneration for the audit. The Supervisory Board shall resolve on the engagement.
- 11.3 The Audit Committee shall report annually to the Supervisory Board on the functioning of, and the developments in, the relationship with the External Auditor. The Audit Committee shall advise the Supervisory Board regarding the External Auditor's nomination for appointment or reappointment or

⁵⁰ DCGC, provision 1.7.1 and 1.7.6.

⁵¹ DCGC, Principle 1.7.

⁵² DCGC, provision 2.6.3.

⁵³ DCGC, provision 1.1.3.

⁵⁴ Articles of Association, article 21.

⁵⁵ DCGC, provision 1.6.1.

dismissal and shall prepare the selection of the External Auditor. The Audit Committee shall give due consideration to the Board of Management's observations during the aforementioned work. Also on this basis, the Supervisory Board shall determine its nomination for the appointment of the External Auditor in line with article 11.1 of these By-Laws and the assessment of renewal of the engagement of the External Auditor in accordance with clause 11.5.⁵⁶

- 11.4 The Supervisory Board shall give the External Auditor through the Audit Committee a general idea of the content of the reports relating to his functioning.
- 11.5 The main conclusions of the Supervisory Board regarding the External Auditor's nomination and the outcomes of the External Auditor selection process shall be communicated to the General Meeting.⁵⁷
- 11.6 Conflicts of interest and potential conflicts of interest between the External Auditor and the Company shall be resolved in accordance with the relevant provisions in the terms of reference of the Audit Committee and more specifically in accordance with the Auditors Profession Act (*Wet op het accountantsberoep*) and the Regulation regarding the Independence of Accountants in the case of Assurance Engagements (*Verordening inzake onafhankelijkheid accountants bij assurance opdrachten*).

12. Remuneration of BoM members

- 12.1 The Supervisory Board is responsible for the remuneration policy of the Board of Management and its implementation. This remuneration policy shall be clear and understandable, shall focus on long-term value creation for the Company and its Subsidiaries, and take into account the internal pay ratios within the enterprise. The remuneration policy shall not encourage BoM members to act in their own interest, nor to take risks that are not in keeping with the strategy formulated and the risk appetite that has been established.⁵⁸
- 12.2 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration policy to be pursued with regard to the Board of Management, in accordance with article 1.1 of the terms of reference of the Remuneration Committee. The Supervisory Board presents the policy to the General Meeting for adoption.
- 12.3 The Remuneration Committee shall submit a proposal to the Supervisory Board concerning the remuneration of individual BoM members, in accordance with article 1.1 of the terms of reference of the Remuneration Committee.
- 12.4 The Remuneration Committee shall prepare a Remuneration Report, in accordance with article 1.1 of the terms of reference of the Remuneration Committee.
- 12.5 The main elements of the agreement of a BoM member with the Company shall be published on the Company's website in a transparent overview after the agreement has been concluded, and in any event no later than the date of the notice calling the General Meeting of Shareholders where the appointment of the BoM member will be proposed.
- 12.6 The Supervisory Board shall have the power to adjust the value of a variable remuneration component conditionally awarded in a previous financial year to a more suitable value if such payment on grounds of reasonableness and fairness (*redelijkheid en billijkheid*) would be unacceptable.⁵⁹

⁵⁶ DCGC, provision 1.6.1.

⁵⁷ DCGC, provision 1.6.4.

⁵⁸ DCGC, Principle 3.1.

⁵⁹ Article 2:135, par. 6 Dutch Civil Code.

12.7 The Supervisory Board shall have the power to partially or in whole claim back the variable remuneration component from a BoM member if it is granted on the basis of incorrect information on achieving the targets relating to the variable remuneration component or on the circumstances the variable remuneration component depended on (claw back clause).⁶⁰

12.8 The Remuneration Report shall be posted on the Company's website.⁶¹

13. Relation with the shareholders

13.1 The Supervisory Board shall endeavour to ensure compliance with all statutory and other provisions relating to the rights of the General Meeting and of individual shareholders with respect to all that is mentioned in this document, including but not limited to ensuring that notice of the meeting is given properly

13.2 The Supervisory Board members shall participate in General Meetings of Shareholders, unless they are unable to attend for important reasons. Supervisory Board members nominated for appointment shall attend the General Meeting of Shareholders at which votes will be cast on their nomination.

13.3 The General Meetings of Shareholders shall be presided over by the Chairman or, in his absence, the Vice-Chairman. However, the Supervisory Board may also appoint another person to preside over the meeting. The chairman of the General Meeting of Shareholders is responsible for ensuring the proper conduct of business in order to promote a meaningful discussion at the meeting.

13.4 The Supervisory Board shall provide all shareholders and other parties in the financial markets with equal and simultaneous information about matters that may influence the share price.

13.5 The Supervisory Board, together with the Board of Management, shall ensure that the General Meeting is adequately provided with information and guidance.⁶²

13.6 The Supervisory Board shall endeavour to procure that the General Meeting is provided with all requested information, unless this would be contrary to an overriding interest of the Company. If the Supervisory Board invokes an overriding interest, it shall give reasons for this.⁶³

13.7 The Supervisory Board shall endeavour to procure within the limits of its powers that the minutes of the General Meeting of Shareholders are made available to shareholders of the Company no later than three months after the end of the meeting, after which the shareholders shall have the opportunity to react to the minutes in the following three months. The minutes shall then be adopted in the manner provided for in the Articles of Association.⁶⁴ The Supervisory Board shall furthermore endeavour to procure that the outcome of the voting in the General Meeting of Shareholders shall be published on the Company's website as soon as practicable after the end of such meeting.

13.8 The Supervisory Board, together with the Board of Management, shall procure that each substantial change in the corporate governance structure of the Company and in the compliance of the Company with the Dutch Corporate Governance Code is submitted to the General Meeting for discussion under a separate agenda item.⁶⁵

⁶⁰ Article 2:135, par. 8 Dutch Civil Code.

⁶¹ DCGC, Principle 4.2.

⁶² Dutch Corporate Governance Code, Principle IV.3.

⁶³ DCGC, provision 4.2.1.

⁶⁴ DCGC, provision 4.1.10; Articles of Association, article 39.

⁶⁵ DCGC, provision 4.1.3 (vii).

14. Relation with the Central Works Council

- 14.1 The Supervisory Board communicates with the Central Works Council as determined in the Dutch Works Council Act (*Wet op de Ondernemingsraden*), the covenant Mail dated 1 December 2010 and the *“Nadere afspraken tussen de Raad van Commissarissen, de Raad van Bestuur en de (Centrale) Ondernemingsraad omtrent (i) de (her)benoeming van commissarissen bij PostNL N.V. en (ii) het recht op standpuntbepaling en het spreekrecht in het kader van de Wet Spreekrecht Ondernemingsraad (Spreekrecht) ten aanzien van PostNL N.V. en haar dochter-vennootschappen.”*
- 14.2 Communication between the Supervisory Board and the Central Works Council takes place after the subject has been communicated between the Chairman of the Supervisory Board and the CEO in advance.
- 14.3 Unless otherwise requested –by either Supervisory Board, Board of Management or Central Works Council- meetings between the Supervisory Board and the Central Works Council take place outside the presence of the Board of Management.
- 14.4 In consultations between the Board of Management, the Supervisory Board and the Central Works Council the conduct and culture in the Company and its Subsidiaries shall also be discussed.
- 14.5 An invitation of the Central Works Council to a Supervisory Board member to attend a meeting will be accepted after consultation between the Chairman Supervisory Board and the CEO has taken place.

15. Complaints Handling; Whistle-blowers

- 15.1 In addition to the obligations of the Board of Management in respect of this subject as set out in article 6.8 of the By-Laws of the Board of Management, the Supervisory Board, where appropriate acting through the Audit Committee and assisted by the Director Audit & Security and the Integrity Committee, shall establish procedures for the receipt, recording and handling of complaints in respect of (suspicion of) material misconduct and irregularities.⁶⁶ The Supervisory Board monitors the operation of procedures for reporting any (suspicion of) material misconduct and irregularities, appropriate and independent investigation into signs of material misconduct and irregularities and, if an instance of material misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions. In order to safeguard the independence of the investigation in cases where the Board of Management itself is involved, the Supervisory Board has the option of initiating its own investigation into any irregularities that have been discovered and to coordinate this investigation. The Company's whistle-blower policy shall be set out in the PostNL Business Principles and procedural aspects shall be set out in the PostNL Whistle-blower Procedure, which shall both be posted on the Company's website.

16. Annual Supervisory Board Report

- 16.1 In the Annual Supervisory Board Report the Supervisory Board shall render account of the supervision conducted in the past financial year, reporting in any event on the specific statements and information required by the following provisions of this clause 16.⁶⁷
- 16.2 The Annual Supervisory Board Report shall, *inter alia*, include the following information relating to the Supervisory Board:
- (a) Giving account of its involvement in the establishment of the strategy, and the way it monitors

⁶⁶ DCGC, provision 2.6.1 and 2.6.2.

⁶⁷ DCGC, provision 2.3.11.

its implementation;⁶⁸

- (b) a reference to the discussion regarding developments in the field of corporate governance and consideration of any changes required with respect to the governance of the Company held by the Supervisory Board during the past year;
 - (c) the absenteeism rate from Supervisory Board and Committee meetings of each Supervisory Board member;⁶⁹
 - (d) if applicable, the reasons for reappointment of a Supervisory Board member after an eight-years period in accordance with article 2.3 of these By-Laws;⁷⁰
 - (e) a declaration that clause 1.3(f) of these By-Laws has, in the Supervisory Board's view, been fulfilled and which Supervisory Board member is not considered to be independent, if any;⁷¹
 - (f) (i) how the evaluation of the Supervisory Board, the various Committees and the individual Supervisory Board members has been carried out; (ii) how the evaluation of the Board of Management and the individual BoM members has been carried out; and (iii) what has been or will be done with the conclusions from the evaluations;⁷² and
 - (g) a reference to decisions of the Supervisory Board under articles 27.2 and 27.3 of these By-Laws.
- 16.3 In the Annual Supervisory Board Report the Supervisory board shall comment on how the duties of the Committees were carried out in the financial year concerned. In this report, the composition of the Committees, the number of Committee meetings and the main items discussed at the meetings shall be mentioned.⁷³
- 16.4 The Annual Supervisory Board Report must at least include the following data with respect to each Supervisory Board member:⁷⁴ (i) age; (ii) nationality; (iii) date of appointment and current term of office; (iv) present and former positions in the Company; (v) service on Committees; (vi) principal position and other outside positions held to the extent relevant for the performance of duties as a Supervisory Board member; (vii) Company shares held; (viii) details of any contracts providing for benefits in the event of termination from the Supervisory Board or any other position with the Company; (ix) gender; (x) profession.

CHAPTER III

MEETINGS OF THE SUPERVISORY BOARD, DECISION MAKING

17. Frequency, notice, agenda and venue of meetings

- 17.1 The Supervisory Board shall meet whenever the Chairman, two other Supervisory Board members or the Board of Management deems necessary or desirable for the proper functioning of the Supervisory Board⁷⁵, but at least six times a year. Meetings shall be scheduled annually as much as possible in advance.

⁶⁸ DCGC, provision 1.1.3;; see also article 9 of these By-Laws.

⁶⁹ DCGC, provision 2.4.4..

⁷⁰ DCGC, provision 2.2.2.

⁷¹ DCGC, provision 2.1.10.

⁷² DCGC, provision 2.2.8.

⁷³ DCGC, provision 2.3.5.

⁷⁴ DCGC, provision 2.1.2 .

⁷⁵ Articles of Association, article 28.3.

- 17.2 Meetings of the Supervisory Board shall in principle be called by the Corporate Secretary, in consultation with the Chairman. Save in urgent cases, to be determined by the Chairman, the agenda for a meeting shall be sent to all Supervisory Board members at least seven calendar days before the meeting. The Chairman should in principle consult on the content of the agenda with the CEO prior to convening the meeting.
- 17.3 Each Supervisory Board member and the CEO individually and the Board of Management collectively is entitled to require that a subject is placed on the agenda for a Supervisory Board meeting.
- 17.4 Supervisory Board meetings shall be generally held at the offices of the Company, but may also take place elsewhere. In addition, meetings of the Supervisory Board may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

18. Attendance of and admittance to meetings

- 18.1 The CEO shall be requested to attend as many of the Supervisory Board meetings as possible to the extent that the Supervisory Board does not indicate that it wishes to meet in the absence of the CEO. If so requested, other BoM members shall also attend meetings of the Supervisory Board.
- 18.2 A Supervisory Board member may be represented at meetings by another Supervisory Board member holding a proxy in writing. The existence of such proxy must be proved satisfactorily to the chairman of the meeting. A Supervisory Board member may not act as a proxy holder on behalf of more than one other Supervisory Board member.⁷⁶
- 18.3 In the event a Supervisory Board member is frequently absent from Supervisory Board meetings he shall be called to account for this by the Chairman.⁷⁷
- 18.4 The admittance at the meeting of persons other than Supervisory Board members, the Corporate Secretary and - if invited - BoM members shall be decided by majority vote of the Supervisory Board members present at the meeting.

19. Chairman of the meeting; Reports

- 19.1 Supervisory Board meetings shall be presided over by the Chairman or, in his absence, the Vice-Chairman. If both are absent, one of the other Supervisory Board members, designated by a majority of votes cast by the Supervisory Board members present at the meeting, shall preside.
- 19.2 The Corporate Secretary or any other person designated for such purpose by the chairman of the meeting shall draw up a report on the proceedings at the meeting. The report should provide insight into the decision-making process at the meeting. The report shall be adopted by the Supervisory Board at the same meeting or the next meeting.

20. Decision making within the Supervisory Board

- 20.1 The Supervisory Board members shall endeavour to adopt resolutions unanimously.
- 20.2 Each Supervisory Board member has the right to cast one vote.
- 20.3 Where unanimity cannot be reached and the law, the Articles of Association or these By-Laws do not

⁷⁶ Articles of Association, article 28.7.

⁷⁷ DCGC, provision 2.4.4.

prescribe a larger majority, all resolutions of the Supervisory Board shall be adopted by an absolute majority of the votes cast. In the event of a tie, the Chairman shall have the deciding vote. At a meeting, the Supervisory Board may only pass resolutions if the majority of the Supervisory Board members then in office are present or represented.

- 20.4 In general, resolutions of the Supervisory Board shall be adopted at a Supervisory Board meeting.
- 20.5 The Supervisory Board may also adopt resolutions without holding a meeting, provided the proposal concerned has been submitted to all Supervisory Board members then in office and none of them has objected to this form of decision-making. The Corporate Secretary shall prepare and sign a report on any resolution so adopted. In the minutes of the subsequent meeting of the Supervisory Board, this form of decision-making shall be stated.
- 20.6 The Supervisory Board may deviate from the provisions of clauses 20.3 (last sentence), 20.4 and 20.5 if the Chairman deems such necessary, considering the urgent nature and other circumstances of the case, provided that all Supervisory Board members are given the opportunity to participate in the decision-making process. The Corporate Secretary shall prepare and sign a report on any resolution so adopted. In the minutes of the subsequent meeting of the Supervisory Board, this form of decision-making shall be stated.
- 20.7 A resolution adopted by the Supervisory Board may be disclosed outside the Company through a written statement from the Chairman and/or the Corporate Secretary.

CHAPTER IV OTHER PROVISIONS

21. Conflicts of interests of Supervisory Board members

- 21.1 Supervisory Board members shall be alert to conflicts of interests and should in any case refrain from the following:
- (a) competing with the Company
 - (b) demanding or accepting (substantial) gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree in accordance with Dutch law;
 - (c) providing unjustified advantages to third parties at the Company's expense;
 - (d) taking advantage of business opportunities to which the Company is entitled for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree in accordance with Dutch law.⁷⁸
- 21.2 A conflict of interest may exist if the Company intends to enter into a transaction with a legal entity: (i) in which a member of the Board of Management or the Supervisory Board personally has a material financial interest; or (ii) which has a member of the Board of Management or the Supervisory Board who is related under family law to a member of the Board of Management or the Supervisory Board of the Company. A Supervisory Board member shall report any (potential) conflict of interest in a transaction that is of material significance to the Company and/or to such Supervisory Board member to the Chairman (or If the Chairman has a (potential) conflict of interest, to the Vice-Chairman) without delay and should provide all relevant information in that regard, including the relevant information

⁷⁸ DCGC, provision 2.7.1.

pertaining to his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide, outside the presence of the BoM member or Supervisory Board member concerned, whether there is a conflict of interest.⁷⁹

21.3 A Supervisory Board member does not take part in any discussion or decision making that involves a subject or transaction in relation to which he has a conflict of interest with the Company.⁸⁰

21.4 All transactions in which there are conflicts of interest with Supervisory Board members shall be agreed on terms that are customary in the market. Decisions to enter into transactions in which there are conflicts of interest with Supervisory Board members that are of material significance to the Company and/or to the relevant Supervisory Board members require the approval of the Supervisory Board. Such transactions shall be published in the Annual Report, together with a statement of the conflict of interest and a declaration that the provisions of clauses 21.1 through 21.4 of these By-Laws have been complied with.⁸¹

22. Remuneration of Supervisory Board members

22.1 The remuneration of the Supervisory Board members shall be determined by the General Meeting. The Supervisory Board shall submit a clear and understandable proposal for its own appropriate remuneration to the General Meeting. The remuneration of Supervisory Board members promotes an adequate performance of their role, reflects the time spent and the responsibilities of their role and may not depend on the results of the Company. If a Supervisory Board member is required to charge VAT on his fees, the Company shall pay the amount of VAT.

22.2 Apart from their remuneration, Supervisory Board members shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the consent of the Chairman or the Corporate Secretary on his behalf (or if it concerns the Chairman, the Vice-Chairman, or the Corporate Secretary on his behalf).

22.3 A Supervisory Board member may not be granted any shares and/or rights to shares in the Company's capital by way of remuneration.⁸²

22.4 Any shareholding in the Company by Supervisory Board members is for the purpose of long-term investment.⁸³

22.5 The Company may not grant, maintain, arrange for or renew, directly or indirectly, including through a Subsidiary, to Supervisory Board members any personal loans, guarantees or the like.⁸⁴

⁷⁹ DCGC, provision 2.7.3.

⁸⁰ Article 2:140 par. 5 Dutch Civil Code.

⁸¹ DCGC, provision 2.7.4.

⁸² DCGC, provision 3.3.2.

⁸³ DCGC, provision 3.3.3.

⁸⁴ DCGC, provision 2.7.6.

23. Induction programme; Ongoing training and education⁸⁵

- 23.1 All Supervisory Board members shall follow an induction programme geared to their role. The induction programme should in any event cover general financial, social and legal affairs, financial reporting by the Company, any specific aspects that are unique to the Company and its business activities, the culture and the relationship with the Company Works Council, and the responsibilities of a Supervisory Board member.
- 23.2 The Supervisory Board will conduct an annual review to identify any aspects with regard to which the Supervisory Board members require further training or education during their term of office. Such further training or education will be arranged by the Corporate Secretary.
- 23.3 The induction course as well as training and education so required shall be sponsored by the Company.

24. Outside positions

- 24.1 A Supervisory Board member shall limit his positions as employee, executive director or supervisory board member with other companies and large legal entities to the extent necessary to ensure due performance of his duties as a Supervisory Board member. It is the intention of the Supervisory Board that its members will not hold more than five memberships of supervisory boards in Dutch listed companies (including the Company). In this connection, a chairmanship counts twice.⁸⁶ Each Supervisory Board member holding more than five such board memberships shall commit to reducing these board memberships to a maximum of five.
- 24.2 Supervisory Board members must inform the Chairman and the Corporate Secretary of their outside positions which may be of importance to the Company or the performance of their duties before accepting such outside positions. If the Chairman determines that there is a risk of a conflict of interest, the matter shall be discussed by the Supervisory Board and, if so desired by the Chairman or the Supervisory Board, by the Nominations Committee, all in a manner consistent with article 21 of these By-Laws. The Corporate Secretary will maintain a list of the outside positions concerned of each Supervisory Board member, and the outside positions shall be discussed in a meeting of the Supervisory Board at least once a year.

25. Holding and trading Securities

- 25.1 Any shareholding by Supervisory Board members in the Company is for the purpose of long-term investment.⁸⁷
- 25.2 Supervisory Board members are bound to the PostNL Group Policy on Prevention of Insider Trading, which is posted on the Company's website.
- 25.3 With respect to the ownership of and transactions in securities Supervisory Board members must at all times comply with all Dutch and foreign primary and secondary legislation and (internal) regulations applicable thereto.

26. Confidentiality

- 26.1 No Supervisory Board member shall during his membership of the Supervisory Board or afterwards disclose in any way whatsoever to anyone whomsoever any information of a confidential nature

⁸⁵ DCGC, provision 2.4.5.

⁸⁶ Article 2:142a Dutch Civil Code.

⁸⁷ DCGC, provision 3.3.3.

regarding the business of the Company and/or its Subsidiaries and/or any companies in which it holds a stake, that came to the knowledge of the Supervisory Board member in the capacity of his work for the Company and which he knows or should know to be of a confidential nature, unless required by law. A Supervisory Board member is allowed to disclose the above information to BoM members and Supervisory Board members as well as staff members of the Company and/or its Subsidiaries and/or companies in which the Company holds a stake who, in view of their activities for the Company and/or its Subsidiaries and/or companies in which the Company holds a stake, should be informed of the information concerned. A Supervisory Board member may not utilise in any way whatsoever the information referred to above for his personal benefit.

27. Miscellaneous

- 27.1 Acceptance by Supervisory Board members.** By assuming office, a person that is appointed as a Supervisory Board member is regarded as having read and accepted the contents of these By-Laws and to pledge to the Company to comply with the provisions of these By-Laws.
- 27.2 Occasional non-compliance.** Subject to applicable law and regulation, the Supervisory Board may occasionally decide at its sole discretion not to comply with these By-Laws. Any material non-compliance with these By-Laws shall be mentioned in the Annual Supervisory Board Report.
- 27.3 Amendment.** These By-Laws may be amended by the Supervisory Board at its sole discretion at any time. Prior to amending these By-Laws, the Supervisory Board shall consult with the Board of Management. Resolutions of the Supervisory Board to amend these By-Laws shall be mentioned in the Annual Supervisory Board Report.
- 27.4 Governing law and jurisdiction.** These By-Laws shall be governed by the laws of the Netherlands. The courts of the Netherlands shall have exclusive jurisdiction to settle any dispute arising from or in connection with these By-Laws (including any dispute regarding the existence, validity or termination of these By-laws).
- 27.5 Complementarity to Dutch law and Articles of Association.** These By-Laws purport to be complementary to the provisions governing the Supervisory Board as contained in Dutch law, other applicable Dutch, EU or foreign (to the extent not conflicting with the applicable Dutch rules and regulations) rules and regulations and the Articles of Association. Where these By-Laws are inconsistent with Dutch law, other applicable Dutch, EU or foreign rules and regulations or the Articles of Association, the latter shall prevail. Where these By-Laws are consistent with the Articles of Association but inconsistent with Dutch law or other applicable Dutch, EU or foreign (to the extent not conflicting with the applicable Dutch rules and regulations) rules and regulations, the latter shall prevail.
- 27.6 Partial invalidity.** If one or more provisions of these By-Laws are or become invalid, this may not affect the validity of the remaining provisions. The Supervisory Board may replace the invalid provisions by provisions which are valid and the effect of which, given the contents and purpose of these By-Laws is, to the greatest extent possible, similar to that of the invalid provisions.

ANNEX 1

LIST OF DEFINITIONS

1. In the By-Laws of the Board of Management and the Supervisory Board, the following terms have the following meanings:

Annual Report means the annual report of the Company, drawn up by the Board of Management, as referred to in Section 2:391 of the Dutch Civil Code.

Annual Supervisory Board Report means the annual report of the Supervisory Board which is added to the Annual Report.

Articles of Association means the articles of association of the Company.

Associated Company means a company with which the Company is connected in a group or in which the Company has a participation as meant in Section 2:24c of the Dutch Civil Code, provided the most recent determined turnover of such company equals at least 10% of the Company's consolidated turnover or a company in which the Company directly or indirectly holds more than 25% of the capital.

Audit Committee means the committee of the Supervisory Board referred to as such in clause 5.4 of the By-Laws of the Supervisory Board.

Board of Management means the board of management of the Company.

BoM member means a member of the Board of Management.

By-Laws means either the by-laws of the Board of Management or the by-laws of the Supervisory Board, as shall follow from the context.

Central Works Council means the central works council of the Company.

CEO means the Chief Executive Officer of the Company.

CFO means the Chief Financial Officer of the Company.

Chairman means the chairman of the Supervisory Board.

Committee, with respect to the Supervisory Board, means any committee of the Supervisory Board as referred to in clause 5 of the By-Laws of the Supervisory Board.

Company means PostNL N.V.

Corporate Secretary means the corporate secretary of the Company as referred to in clause 4 of the By-Laws of the Supervisory Board or his deputy, as applicable.

Disclosure Committee means the committee, which shall assist the Board of Management with certain tasks set out in clause 6.4 of the By-Laws of the Board of Management as further described in the Terms of Reference of the Disclosure Committee.

External Auditor means the auditor of the Company as referred to in Section 2:393 of the Dutch Civil Code.

Financial Statements means the financial statements of the Company as referred to in Section 2:361 of the Dutch Civil Code.

FSA means the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

General Meeting means the body formed by shareholders with voting rights and others holding voting rights.

General Meeting of Shareholders means the general meeting of shareholders and other persons entitled to hold meetings.

Integrity Committee means the integrity committee of the Company.

Nominations Committee means the committee of the Supervisory Board referred to as such in clause 5.4 of the By-Laws of the Supervisory Board.

Remuneration Committee means the remuneration committee of the Supervisory Board, referred to as such in clause 5.4 of the By-Laws of the Supervisory Board.

Remuneration Report means the remuneration report of the Supervisory Board concerning the remuneration policy of the Company as drawn up by the Remuneration Committee.

Strategic Plan means the strategic policy and business plan of the Company.

Subsidiary means a subsidiary of the Company within the meaning of Section 2:24a of the Dutch Civil Code.

Supervisory Board means the supervisory board of the Company.

Supervisory Board member means a member of the Supervisory Board.

Supervisory Board Profile means, with respect to the Supervisory Board, the profile of the size and composition of the Supervisory Board as referred to in clause 1.1 of the By-Laws of the Supervisory Board.

PostNL Business Principles means the Post Code of Business Principles as adopted by the Board of Management and approved by the Supervisory Board from time to time and published on the Company's website.

PostNL Group Policy on Prevention of Insider Trading means the Post Policy on prevention of insider trading.

Vice-Chairman means the vice-chairman of the Supervisory Board.

written or in writing means, unless the law or the Articles of Association provide otherwise, a message that is conveyed by letter, by telefax, by e-mail, or by any other electronic means of communication, provided the message is legible and reproducible.

2. Save where the context dictates otherwise, in the By-Laws of the Board of Management and the Supervisory Board:

- (a) words and expressions expressed in the singular form also include the plural form, and vice versa;

- (b) words and expressions expressed in the masculine form also include the feminine form; and
 - (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.
3. Headings of articles and other headings in the By-Laws of the Board of Management and the Supervisory Board are inserted for ease of reference and do not form part of the By-Laws concerned for the purpose of interpretation.

ANNEX 2

SUPERVISORY BOARD APPROVAL LIST

PART 1

LIST OF RESOLUTIONS OF THE BOARD OF MANAGEMENT TO BE APPROVED BY THE SUPERVISORY BOARD PURSUANT TO ARTICLE 21 OF THE ARTICLES OF ASSOCIATION

- a. the issue and acquisition of shares of the Company and debt instruments issued by the Company or of debt instruments issued by a limited partnership (*commanditaire vennootschap*) or a general partnership (*vennootschap onder firma*) in respect of which the Company is a general partner with full liability;
- b. cooperation in the issue of depositary receipts for shares in the Company;
- c. application for admission of the instruments referred to under a. and b. for trade on a regulated market or multilateral trading facility as referred to in article 1:1 of the FSA or a system comparable to a regulated market or multilateral trading facility from a State which is not a Member State, or an application for the withdrawal of such admission;
- d. the entering into or termination of long-term cooperation of the Company or a dependent company with any other company or legal entity or as fully liable partner in a limited partnership or general partnership if such cooperation or termination is of fundamental importance to the Company;
- e. the acquisition of a participation worth at least a quarter of the value of the issued capital plus reserves according to the Company's balance sheet plus explanatory notes, by the Company or a dependent company in the capital of another company, and any substantial increase or decrease of such a participation;
- f. investments requiring an amount equal to at least a quarter of the Company's issued capital plus reserves according to its balance sheet plus explanatory notes;
- g. a proposal to amend the Articles of Association;
- h. a proposal to dissolve the Company;
- i. a petition for bankruptcy (*faillissement*) or a request for suspension of payments (*surséance van betaling*);
- j. the termination of the employment of a considerable number of the Company's employees or of a dependent company's employees simultaneously or within a short period of time;
- k. a significant change in the employment conditions of a considerable number of the Company's employees or of a dependent company's employees;
- l. a proposal to reduce the issued capital of the Company.

PART 2

OTHER

- (i) appointment of one of the BoM members as CFO;⁸⁸
- (ii) the assignment of tasks of the Board of Management to individual BoM members;⁸⁹
- (iii) all transactions between the Company and legal entities or individuals who hold at least 10% of the shares in the Company that are of material significance to the Company and/or such persons;⁹⁰
- (iv) a resolution to adopt the Strategic Plan;⁹¹
- (v) all transactions in which there are conflicts of interest with one or more BoM members that are of material significance to the Company and/or the relevant BoM members;⁹²
- (vi) any resolution to participate in, provide capital to or to invest in fixed assets of a company, whether or not an affiliated company, which, on an individual basis, may involve financial exposure to the Company, based upon an analysis of the facts existing at the time of such investment, of more than fifteen million euro (€15,000,000);
- (vii) any resolution regarding capital expenditures equal to or in excess of an amount of fifteen million euro (€15,000,000);
- (viii) any resolution regarding a purchase contract for the duration of three years or longer, equal to or in excess of an amount of fifteen million euro (€15,000,000),
- (ix) all transactions in which there are conflicts of interest with one or more Supervisory Board members that are of material significance to the Company and/or the relevant Supervisory Board members;⁹³
- (x) appointment and dismissal of the Director Audit & Security;⁹⁴
- (xi) any other actions for which statutory approval is required or for which approval is required pursuant to the Articles of Association, the By-Laws of the Board of Management, the By-Laws of the Supervisory Board, the Dutch Corporate Governance Code or any other applicable regulations.

⁸⁸ By-Laws BoM, article 3.1.

⁸⁹ By-Laws BoM, article 1.5.

⁹⁰ By-Laws BoM, article 6.9.

⁹¹ By-Laws BoM, article 8.1.

⁹² By-Laws BoM, article 17.4.

⁹³ By-Laws SB, clause 21.4.

⁹⁴ By-Laws BoM, article 10.1.