

## **Notice of the Annual General Meeting (AGM) of PostNord AB (publ)**

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*Note: Every care has been taken in the translation of this document. In the event of discrepancies, the Swedish original will supersede the English translation*

**Shareholders in PostNord AB (publ), Reg. No. 556771-2640, are hereby invited to attend the Company's Annual General Meeting (AGM).**

**Time and date:** 16.00 CET, Tuesday, April 25, 2023.

**Venue:** PostNord's headquarters, Terminalvägen 24, Solna, Sweden

### **Right to attend and registration**

#### *Shareholders*

Shareholders wishing to take part in the AGM must be entered in the stock register maintained by Euroclear Sweden AB by Monday, April 17, 2023.

In order to be entitled to exercise their voting rights and participate in the General Meeting, shareholders who have registered their shares in the name of a nominee, must temporarily re-register shares in their own name in the stock register maintained by Euroclear Sweden AB ("registration for voting"). The AGM stock register produced on the record date, Monday, April 17, 2023, will take into account registrations for voting made no later than Wednesday, April 19, 2023. This means that shareholders should inform their nominees of the re-registration in good time prior to this date.

#### *Members of the Danish and Swedish Parliaments*

Members of the Danish and Swedish Parliaments are entitled to be present at the AGM after registering with the Company and, in connection with this, to ask questions to the Company.

#### *The public*

The AGM will be open to members of the public after registration.

Notification of intention to participate is done by regular mail to PostNord AB (publ), Investor Relations, A 12 V, SE-105 00 Stockholm, Sweden, or by email to [ir@postnord.com](mailto:ir@postnord.com). The Company must have received notice of participation no later than one week before the meeting, that is, by Tuesday, April 18, 2023.

**Proxy etc.**

If the person wishes to participate via a proxy or representative, a form of proxy, registration certificate or other authorization documents should be sent to the Company at the above address in good time before the meeting.

**Proposed agenda**

1. Opening of the AGM
2. Election of the Chairman of the AGM
3. Compilation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Approval of the agenda
6. Resolution regarding right of attendance of external parties
7. Determination of whether the AGM was duly convened
8. Presentation of
  - a) The annual report and sustainability report, including the corporate governance report and the consolidated accounts, along with
  - b) The auditor's report on the consolidated accounts,
9. Report on the work during the past year,
  - a) Statement by the Board Chairman,
  - b) Statement by the President and Group CEO, and
  - c) Statement by the Company's auditor.
10. Resolution on
  - a) Adoption of the income statement and the balance sheet and of the consolidated income statement and consolidated balance sheet,
  - b) Treatment of the Company's profit or loss based on the adopted balance sheet, and
  - c) Discharge from liability for the directors and the President and Group CEO
11. Report on remuneration and implementation of previously approved guidelines on remuneration to senior executives
  - a) Presentation of remuneration report and oral information by the Chairman of the Board regarding the remuneration paid to the senior executives of PostNord AB and subsidiaries
  - b) Presentation of auditor's statement in accordance with Section 8, subsection 54 of the Swedish Companies Act (2005:551), and
  - c) Approval of the Remuneration Report
12. Resolution on the Board's proposed guidelines for remuneration payable to senior executives
13. Report on the shareholders' proposal for a resolution on fees, number of directors, directors, Board Chairman and Board Vice-Chairman
14. Resolution on fees payable to directors and committee members
15. Resolution on the number of directors
16. Election of directors, Board Chairman and Board Vice-Chairman
17. Report on the Board's proposed resolution on the auditor's fee and auditor

18. Resolution on the auditor's fee
19. Resolution on the number of auditors.
20. Election of auditors
21. Conclusion of the meeting

### **Proposed resolutions**

#### 2. Election of the Chairman of the Meeting

At the time the notice is issued, the shareholders have not yet notified the company of their proposal. Information about the shareholders' proposal will therefore be included in a supplementary notice that will be published on the company's website ahead of the general meeting.

#### 10b). Resolution on treatment of the Company's profit or loss based on the adopted balance sheet

The Board of Directors proposes that no dividend be paid in respect of the financial year and that the net income for the year and the retained earnings, together amounting to SEK 3,560,256,471 be carried forward.

#### 12. Resolution on the Board's proposed guidelines for remuneration payable to senior executives

On April 26, 2022, the AGM resolved to approve the Board's proposed guidelines on remuneration to senior executives. The AGM is required to vote annually on a resolution to approve such guidelines. The Board therefore proposes that the 2023 AGM approve the Board's proposed unchanged guidelines on salaries and other remuneration to senior executives.

The principal contents of the proposals are as follows:

- The persons concerned by the guidelines consist of the President and Group CEO and other members of the Group Leadership Team.
- The guidelines shall be based on the Swedish government's "Riktlinjer för anställningsvillkor för ledande befattningshavare i företag med statligt ägande" (Principles of employment terms for executives in State-owned companies), approved on February 27, 2020.
- The total remuneration for senior executives shall be market-based, well-balanced, competitive, capped, reasonable and fit-for-purpose, and shall be in keeping with sound ethics and a healthy corporate culture; it shall also ensure that the Company and the Group can attract and retain competent employees, which advances the Company's business strategy and long-term interests and serves to ensure a sustainable organization. This shall also function as a guide to total remuneration to other employees, which the President and Chief Executive Officer is required to account for annually in a separate report to the Board.
- The remuneration to the President and Chief Executive Officer and other senior executives in the PostNord Group, who are employed in Sweden, will consist for the most part of a fixed cash monthly salary. In addition, individual defined-premium pension agreements are contracted, in which the premium will amount to no more than 30 percent of the fixed monthly

salary. The required insurance policies are contracted within the scope of this premium.

- The retirement age for employees in Sweden is 65 years. In the case of senior executives employed under Norwegian labor law, the collective bargaining pension plan for the Norwegian company applies, and the retirement age is 65 years. In the case of senior executives employed in Denmark, a pension corresponding to 10 percent of the agreed monthly salary is included. The retirement age is in line with Danish legislation.
- The period of notice for all senior executives concerned by these guidelines is six months.
- Severance compensation shall be paid until no later than the agreed pensionable age and never longer than to the age of 65 years and will be paid for no more than twelve months.
- The guidelines have been prepared by the Board of Directors, in which process salary and employment conditions for the Company's employees have been taken into account, and the guidelines shall be subject to review every year. The Group President and Chief Executive Officer and the other senior executives concerned by the guidelines shall not participate in the preparation of, or decision regarding, remuneration structures and remuneration levels to the extent that they are concerned by these issues.
- The Board may resolve to depart temporarily from any of the above-mentioned principles, in entirety or in part, should there be any particular reasons to do so and should deviations be necessary in order to meet the long-term requirements and sustainability of the Company or to ensure the Company's economic viability. In such a case, the Board shall report the deviation and the reasons for such deviation.
- The Board shall compile a report annually detailing remuneration paid and due for payment that is covered by the guidelines, and whether there has been any deviation from the principles and the reasons for such deviation.

13. Report on the shareholders' proposal for a resolution on fees, number of directors, directors, Board Chairman and Board Vice-Chairman

At the time the notice is issued, the shareholders have not yet notified the company of their proposal. Information about the shareholders' proposal will therefore be included in a supplementary notice that will be published on the company's website ahead of the general meeting.

17. Report on the Board's proposed resolution on the auditor's fee and auditor  
It is proposed that the fee for the work of the auditor be paid in accordance with an approved account.

It is proposed that registered accountants Deloitte AB should serve as auditor, in accordance with the recommendation of the Audit Committee, for a period of one year until the end of the 2024 AGM.

**Other information**

Accounting records, auditor's report, Board's proposals for guidelines on remuneration and other conditions of employment for senior executives, auditor's statement in accordance with Section 8, subsection 54 of the Swedish Annual Accounts Act and the Board's remuneration report are available from the Company and on the Company's website, [www.postnord.com](http://www.postnord.com), three weeks before the AGM. This notice and proposals in full for resolutions are available on the Company's website. The notice will be sent free of charge to the recipient to shareholders who wish to receive one and provide their postal address. Such requests may be sent to the address for registration given above.

**Number of shares and votes**

At the time this notice was issued, the total number of shares in the company was 1,524,905,971 ordinary shares and 475,094,030 class B shares, equivalent to a total of 1,572,415,374 votes.

**Processing of personal data**

Personal data obtained from the stock register, notification of participation at the AGM and details of proxies and assistants will be used for registration, drawing up of a voting list for the AGM and, where appropriate, minutes of the meeting. For information regarding how personal data is handled, see the privacy policy posted on the Euroclear website at: [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

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Solna, March 2023

PostNord AB (publ)

BOARD OF DIRECTORS

Contact person: Björn Bergman. The information was submitted, through the agency of the contact person defined above, for publication at 13:00 CET on March 22, 2023.