

Notice of Annual General Meeting of PostNord AB (publ)

Notice is hereby provided of the Annual General Meeting of PostNord AB (publ), (corp. id. no. 556771-2640).

Time: Thursday, April 23, 2015, 11:00

Venue: PostNord's headquarters, Terminalvägen 24, Solna

Right to participate and registration

Shareholders

Shareholders wishing to take part in the Annual General Meeting must be entered in the stock register maintained by Euroclear Sweden AB by Friday, April 17, 2015.

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name to be entitled to take part in the Annual General Meeting. Such reregistration must have been completed at Euroclear Sweden AB by Friday, April 17, 2015. This means that the shareholder must inform the nominee of the re-registration in good time prior to this date.

Other information

Members of the Danish and Swedish Parliaments are entitled to be present at the Annual General Meeting after registering with the company and, in connection with this, to ask questions of the company.

The Annual General Meeting is also open to the public following registration.

You can notify intention to attend by regular mail to PostNord AB (publ), Investor Relations, A 12 V, SE-105 00 Stockholm, Sweden or by email to ir@postnord.com. The company must have received notice of attendance no

later than one week prior to the Annual General Meeting, that is, by April 16, 2015. Please bring proof of identity with you.

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

Proposed agenda

1. Opening of the Meeting
2. Election of Meeting Chair
3. Establishment and approval of voting list
4. Election of one or two persons to verify the minutes
5. Approval of the agenda
6. Resolution regarding attendance of external parties
7. Consideration of whether the Meeting has been duly convened
8. Presentation of
 - a) annual report and audit report
 - b) sustainability report and
 - c) consolidated accounts and auditors' report on the consolidated accounts.
9. Report on the work of the past year
 - a) address by the Chairman of the Board
 - b) address by the CEO, and
 - c) address by the Company's auditor.
10. Resolution on
 - a) adoption of the income statement, balance sheets and consolidated financial statements
 - b) appropriations of the Company's profit in accordance with the approved balance sheet, and
 - c) discharge from liability for the Directors and the CEO.
11. Presentation of compensation and application of previously resolved guidelines for executive compensation
 - a) oral presentation by the Chairman of the Board on compensation to the executives of PostNord AB and its subsidiaries

- b) the Board's report on whether previous guidelines for executive compensation at PostNord AB and its subsidiaries have been followed or not, and with the reasons for any deviations, and
 - c) presentation of the auditor's statement under Chap. 8 §54 of the Swedish Companies Act (2005:551).
12. Resolution on the Board's proposed guidelines for executive compensation
 13. Presentation of the shareholders' proposal for a resolution on fees, Directors, Board Chair and auditors
 14. Resolution on fees to Directors, committee members and auditors
 15. Resolution concerning number of Directors
 16. Election of Directors and Board Chair
 17. Resolution concerning number of auditors
 18. Election of auditors
 19. Conclusion of the Annual General Meeting

Resolution proposal

2. Election of Meeting Chair

The shareholders propose lawyer Klaes Edhall as Chair of the Annual General Meeting.

10b). Resolution on appropriations of the Company's profit in accordance with the approved balance sheet

The Board proposes that no dividend be paid for the financial year and that the net income for the year and retained earnings, totaling SEK 3,630,378,067, be carried forward.

12. Resolution on the Board's proposed guidelines for executive compensation

The Annual General Meeting resolved on April 23, 2014 to adopt the Board's proposed guidelines for executive compensation. The Board proposes that the Annual General Meeting 2015 resolves to adopt the Board's proposal for in the main unchanged guidelines for executive compensation.

Main contents of the proposal:

1. The guidelines must be based on the Swedish government's "Riktlinjer för anställningsvillkor för ledande befattningshavare i företag med statligt ägande" (guidelines for employment terms for executives in State-owned companies) from April 20, 2009.
2. Total compensation for executives shall be well balanced, competitive, subject to a salary ceiling, reasonable, appropriate, and shall promote good ethics and a good corporate culture. Compensation shall not be market leading in relation to comparable companies, but shall be characterized by moderation. This should also guide the total compensation paid to other employees, which the CEO must report annually to the Board.
3. Individual premium-based pension plans are taken out for the President and Group CEO and other executives employed at PostNord AB in Sweden, with contributions not to exceed 30 percent of fixed monthly salary. The necessary insurance policies are contracted within the scope of this contribution.

The pensionable age is currently 62 or 65. For future recruitment, it shall be 65 years.

For executives employed in Denmark and Norway, premium-based pensions apply fully, and the pensionable age must be in line with the guidelines and practice adopted in each country.

13-18. Presentation of the shareholders' proposal for a resolution on fees, Directors, Board Chair and auditors, etc.

Fees

The proposed annual fees to the Board are as follows:

Board Chair: SEK 600,000

Director: SEK 250,000

It is proposed that no fee be paid to Directors employed by the Government Offices of Sweden.

It is proposed that a fee be paid to employee representatives and deputies who take part in Board meetings corresponding to a Swedish base amount (basbelopp) (SEK 44,500).

The proposed fees to the Committees are as follows:

Chair of the Auditing Committee: SEK 62,500

Member of the Auditing Committee: SEK 50,000

Chair of the Compensation Committee: SEK 37,500

Member of the Compensation Committee: SEK 25,000

It is proposed that no fee be paid to Committee members employed by the Government Offices of Sweden.

It is proposed that the fee for the work of the auditor be paid as per approved invoice.

Directors and Board Chair

It is proposed that the Directors Mats Abrahamsson, Gunnel Duveblad, Christian Ellegaard, Sisse Fjelsted Rasmussen, Torben Janholt, Magnus Skåninger, Jens Moberg and Anitra Steen be re-elected.

It is proposed that Jens Moberg be elected Chairman of the Board.

Auditor

It is proposed that the registered accounting firm KPMG AB be auditor for a period of one year, expiring at the end of the 2016 Annual General Meeting.

Other information

This notice, presentation documents, audit report and full proposals for resolutions with the associated statements will be made available at the company from April 2, 2015 at the latest. The documents will also be available on the company website, www.postnord.com, from the same date. Printed copies of the annual report will be available at the Annual General Meeting.

Every care has been taken in the translation of this notice of Annual General Meeting. In the event of discrepancies, the Swedish original will supersede the English translation.

Solna, March 2015

PostNord AB (publ)

THE BOARD OF DIRECTORS