

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.

### Notice of Annual General Meeting in PostNord AB (publ)

You are hereby invited to attend the Annual General Meeting of PostNord AB (publ), (Org. reg. no. 556771-2640).

Time and date: 2.00 p.m. on Thursday, April 26, 2018

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

# Entitlement to attend and participate and notification of intention to attend

### Shareholders

Shareholders wishing to participate in the Annual General Meeting must be entered in the register of shareholders maintained by Euroclear Sweden AB on Friday April 20, 2018.

Shareholders with shares registered in the name of a trustee must temporarily re-register their shares in their own name in order to be entitled to participate in the Annual General Meeting. Such re-registration must be completed at Euroclear Sweden by Friday April 20, 2018. This means that shareholders must inform their trustee as to such re-registration in good time before that date.

#### Other stakeholders

Members of the Danish and Swedish Parliaments are entitled, having notified PostNord of their intention, to attend the Annual General Meeting and to raise questions to the Company.

The Annual General Meeting is also open to the public, subject to notification of intention to attend.

Notification is to be made by letter to: PostNord AB (publ), Investor Relations, A 12 V, SE-105 00 Stockholm, Sweden, or via e-mail to <u>ir@postnord.com</u>, and must be received by the Company no later than a week before the Meeting, that is, by Thursday April 19, 2018. Please bring proof of identity.

At the time of issue of this invitation, the total number of shares in the Company is 1,524,905,971 Ordinary shares and 475,094,030 Class B shares, representing a total of 1,572,415,374 votes.

### Proposed agenda

- 1. Opening of the Meeting
- 2. Election of Chairman for the AGM
- 3. Preparation and approval of voting list
- 4. Election of one or two people to verify the minutes
- 5. Approval of the agenda
- 6. Decision on right of external parties to attend
- 7. Determination of whether the meeting has been duly convened
- 8. Presentation of
  - a) the annual report and auditor's report,
  - b) the sustainability report, and
  - c) the consolidated accounts and the auditor's report on the consolidated accounts
- 9. Report on the work during the past year
  - a) statement by the Chairman of the Board,
  - b) statement by the President and Group CEO, and
  - c) statement by the Company's auditor
- 10. Resolutions on
  - a) adoption of the income statement and the balance sheet, and the consolidated income statement and consolidated balance sheet,
  - b) the treatment of the Company's profit or loss according to the balance sheet adopted, and
  - discharge from liability for the Board members and the President and Group CEO
- 11. Reporting on compensation and implementation of previously approved guidelines for compensation to senior executives

- a) oral presentation by the Chairman of the Board regarding compensation to the senior executives in PostNord AB and subsidiaries,
- b) Board's report as to whether former guidelines on compensation to senior executives in PostNord AB and subsidiaries have been followed or not, and the reasons for any deviations, and
- c) presentation of auditor's statement pursuant to Section 8, subsection 54 of the Swedish Companies Act (2005:551)
- 12. Resolution on the Board's proposed guidelines on compensation to senior executives
- 13. Report on the shareholders' proposed resolutions on fees, Board members and Chairman of the Board
- 14. Resolutions on fees to Board members and committee members
- 15. Resolution on the number of Board members
- 16. Election of Board members and Chairman of the Board
- 17. Report on the Board's proposed resolutions on 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 AGM

### **Proposed resolutions**

## 2. Election of Chairman for the Meeting

The shareholders propose Klaes Edhall, Lawyer, as Chairman for the Meeting.

# 10b) Treatment of the Company's profit or loss according to the balance sheet adopted

The Board proposes that no dividend shall be paid in respect of the financial year and that the net income and retained profit for the year, totalling SEK 3,623,073,736, shall be carried forward.

# 12. Resolution on Board's proposed guidelines on compensation to senior executives

On April 27, 2017, the AGM voted to adopt the Board's proposed guidelines on compensation to senior executives. The Board proposes that the 2018 AGM adopt

the Board's proposals for essentially unaltered guidelines on pay and other remuneration to senior executives. The main points of the proposals are that:

- The guidelines shall be based on the Swedish government's "Guidelines for Employment Terms for Executives in State-Owned Companies" adopted on December 22, 2016.
- The total compensation for executives shall be carefully considered, competitive, subject to a salary ceiling, reasonable and appropriate, and shall promote good ethics and a good corporate culture. It shall also serve as a guide to total compensation for other employees, which is to be the subject of annual reporting to the Board by the President and Chief Executive Officer.
- Individual premium-based pension agreements, in which the premiums shall amount to no more than 30 percent of the fixed monthly salary, shall be signed on behalf of the President and Chief Executive Officer and other senior executives in the PostNord Group who are employed in Sweden. The necessary insurance policies are contracted within the scope of this premium.
- The pensionable age for employees in Sweden is 65 years. Senior executives in Norway who are employed under Norwegian labour law are subject to the pension arrangements collectively agreed within the Norwegian company. The pensionable age is 65 years. In the case of senior executives employed in Denmark, pensions are included in an amount corresponding to 10% of the agreed monthly salary. The pensionable age is in accordance with Danish legislation.
- Severance compensation shall be paid until no later than the agreed pensionable age and never longer than to the age of 65 years.

# 13. Report on the shareholders' proposed resolutions on fees, Board members and Chairman of the Board etc.

### Fees

The shareholders' proposals for fees to Board and committee members will be posted on the Company's website before the AGM.

The shareholders' proposals for fees to employee representatives and their deputies who take part in Board meetings will be posted on the Company's website before the AGM.

### Board members and Chairman of the Board

The shareholders' proposals regarding election of Board members and Chairman of the Board will be posted on the Company's website before the meeting.

17. Report on the Board's proposals for auditor's fee and auditor

It is proposed that fees for the work of the auditor should be paid in accordance with an approved invoice.

It is proposed that, in accordance with the recommendation of the Audit Committee, the registered accounting firm KPMG AB shall be appointed for a period of one year ending at the close of the 2019 Annual General Meeting.

### Other information

Accounting documents, auditor's report and auditor's report pursuant to section 8, subsection 54 of the Swedish Companies Act, will be available at the Company from April 5, 2018. As of the same date, the documents will also be available on the Company's website www.postnord.com. The Company's printed annual report will be available at the Annual General Meeting. This invitation is available on the Company's website www.postnord.com. The proposals in full for resolutions will be available on the Company's website before the AGM.

Solna, March 2018

PostNord AB (publ)

**BOARD OF DIRECTORS**