

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

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 23, 2024.

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 15, 2023.

In order to be entitled to exercise their voting rights and participate in the AGM, 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 15, 2024, will take into account registrations for voting made no later than Wednesday, April 17, 2024. 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 to attend the AGM 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. Notification to attend the AGM needs to be received by the Company no later than one week before the AGM, i.e. by Tuesday, April 16, 2024.

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 operations during the past year,
 - a) Statement by the Chairman of the Board,
 - b) Statement by the 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) Distribution of the Company's profit or loss based on the adopted balance sheet, and
 - c) Discharge of liability for the Board members and the 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 Chapter 8, Section 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, Board members, Chairman of the Board and Vice-Chairman of the Board
14. Resolution on fees payable to Board members and committee members
15. Resolution on the number of Board members
16. Election of Board members, 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 AGM**

The shareholders propose that the Chairman of the Board be elected as Chairman to preside over the AGM.

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

The Board 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 3,764,435,604, be carried forward.

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

On April 25, 2023, 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 2024 AGM approve the Board's proposed unchanged guidelines on salaries and other remuneration to senior executives.

The principal contents of the proposal is as follows:

- The persons concerned by the guidelines consist of the 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 CEO is required to account for annually in a separate report to the Board.
- The remuneration to the CEO and other senior executives in the PostNord Group, who are employed in Sweden, mostly consists 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. For senior executives employed under Norwegian labor law, the collective bargaining pension plan for the Norwegian company applies, and the retirement age is 65 years. For 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 notice period for all senior executives concerned by these guidelines is six months.
- Severance pay 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, whereby salary- and employment terms for the Company's employees have been taken into account. The guidelines shall be subject to review every year. The CEO 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 directly 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, Board members, Chairman of the Board and Vice-Chairman of the Board

Fees

It is proposed that the fees to the Board for the period until the end of the next AGM shall be paid as follows:

Chairman of the Board:	SEK 755,000
Vice-Chairman of the Board:	SEK 564,000
Board members:	SEK 337,000

It is proposed that a fee comprising the equivalent of a Swedish base amount (SEK 57,300) shall be paid to employee representatives and their deputies who take part in Board meetings.

It is proposed that fees to committee members for the period until the end of the next AGM shall be paid as follows:

Chairman of the Audit Committee:	SEK 81,000
Member of the Audit Committee:	SEK 63,000

Chairman of the Remuneration Committee:	SEK 38,600
Member of the Remuneration Committee:	SEK 25,800

Fees shall not be paid to members who are employed by the Swedish Government Office.

Number of Board members

It is proposed that the number of Board members elected by the AGM shall be eight (8), with no deputies, of which four (4) are nominated by the Swedish state and four (4) are nominated by the Danish state.

Board members, Chairman of the Board and Vice-Chairman of the Board

It is proposed that Christian Jansson, Christian Frigast, Sonat Burman Olsson and Jenny Lahrin should be re-elected until the end of the next AGM.

Hillewi Engström, Peder Lundquist, Susanne Hundsbaek-Pedersen have declined re-election.

It is proposed that Per Sjødell, Eva Kjer Hansen, Thomas Voss and Charlotte Møller should be elected as new directors of the Board until the end of the next AGM.

Per Sjødell was born in 1972 and holds an MBA from Linköping University. He is currently active as Chairman of the Board of Parfym Sverige AB, Identity Works AB and Equestrian Stockholm AB and as a Board member of Swedavia AB and Spendrups Bryggeriaktiebolag. He has previously worked as global marketing director for H & M AB, CEO of Pocket Shop AB and as Sweden CEO for Gant Sweden AB and Fiskars Sweden AB. He has also served as Chairman of the Board of Lindex AB and Lyko Group AB and as Vice-Chairman of the Board of Posti Group OY.

Eva Kjer Hansen was born in 1964 and holds a bachelor's degree in economics from the University of Copenhagen, postgraduate studies at the Danish School of Journalism and board training at Copenhagen Business School. She is currently active as director of Dialog mod Vold, as a Board member of Landsforeningen af Væresteder and as vice president of the ALDE Party. She has previously worked as a partner and senior consultant at Margaard & Partners ApS, been a member of the Danish Parliament and held a number of ministerial positions and been a member of the European Parliament.

Thomas Voss was born in 1967 and holds an MBA from Copenhagen Business School and a BSc in Commerce from Copenhagen Business School. He is currently active as Chairman of the Board of JFK A/S and Elkær Gruppen and as a Board member of BoerneRiget Fonden, Phoenix Venture Partners LLC and Alterna Global. He has previously worked as CEO of Masco Europe and has held positions as Chairman of the Board of Twister Cleaning Technology AB and Louis Poulsen A/S.

Charlotte Møller was born in 1962 and holds a M.Sc Economics from the University of Copenhagen. She is currently active as a Board member of a Danish pension fund and Domus Insurance A/S. She has previously worked as Director general (CEO) of the Danish Customs Agency and as CFO of PFA, and has held assignments as Chairman of the Board of Guarantee Fund for Depositors and Investors and as Vice Chairman of the Board of PFA Bank A/S.

It is proposed that Christian Jansson be re-elected as Chairman of the Board and that Christian Frigast be re-elected as Vice Chairman of the Board, both for the period until the end of the next AGM.

Reasons for election of Board members: The proposed Board members are deemed to have relevant competence, experience and background for the Company's operations, stage of development and other conditions. The Board as a whole has a versatility, range and gender distribution that reflects the requirements of the state's ownership policy.

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 2025 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, 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.

Solna, March 2024

PostNord AB (publ)

BOARD OF DIRECTORS