

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)**

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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 Wednesday, April 24, 2019

**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 Tuesday April 16, 2019.

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 AB by Tuesday April 16, 2019.

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 [ir@postnord.com](mailto:ir@postnord.com), and must be received by the Company no later than a week before the Meeting, that is, Wednesday April 17, 2019. 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 of 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
  - c) 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, number of Board members, Board members, Chairman of the Board and Vice-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, Chairman of the Board and Vice-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 of the AGM

The shareholders propose Christian Jansson, as Chairman of 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, totaling SEK 3,472,754,151 shall be carried forward.

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

On April 26, 2018, the AGM voted to adopt the Board's proposed guidelines on compensation to senior executives. The Board proposes that the 2019 AGM adopt the Board's proposals for 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, number of Board members, Board members, Chairman of the Board and Vice-Chairman of the Board

Fees

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

Chairman of the Board: SEK 670 000

Vice-Chairman of the Board: SEK 500 000

Board member: SEK 295 000

It is proposed that the fee be paid to employee representatives and their deputies who take part in Board meetings comprising the equivalent of a Swedish base amount (SEK 46 500).

It is proposed that fees to committee members paid for the time until the next AGM are as follows:

Chairman of the Audit Committee: SEK 70 000

Member of the Audit Committee: SEK 55 000

Chairman of the Remuneration Committee: SEK 37 500

Member of the Remuneration Committee: SEK 25 000

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

#### Number of Board members

The number of Board members elected by the Annual General Meeting is proposed to be eight (8) without 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 Sonat Burman Olsson, Måns Carlson, Christian Ellegaard, Christian Frigast, Christian Jansson, Peder Lundquist, Ulrica Messing, and Charlotte Strand shall be re-elected to the Board of Directors for the time until the end of the next AGM with the following justification: The board members proposed by the states are deemed to have relevant competence, experience and background for the governance of the company, which is why the owners propose the election of the above-mentioned AGM elected members. The proposed Board of Directors is deemed to have a suitable composition, with regard to the operations of the company, development phase and all other aspects, that is characterized by versatility and breadth regarding

the members' competence, experience and background. The composition achieves the Government's objective of equal gender representation in accordance with what is stated in the state's ownership policy.

Christian Jansson is proposed being re-elected as Chairman of the Board and Christian Frigast re-elected as Vice-Chairman of the Board, both until the end of the next AGM.

#### 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 2020 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 3, 2019, at the latest. As of the same date, the documents will also be available on the Company's website [www.postnord.com](http://www.postnord.com). The Company's printed annual report will be available at the Annual General Meeting. This invitation and proposals for resolutions are available on the Company's website [www.postnord.com](http://www.postnord.com).

Find more information about processing of personal data at:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Solna, March 2019

PostNord AB (publ)

BOARD OF DIRECTORS