

POSTNL N.V.
PUBLIC AFFAIRS COMMITTEE OF THE SUPERVISORY BOARD
TERMS OF REFERENCE

Introduction

These Terms of Reference are established by the Supervisory Board pursuant to clause 5 of the By-Laws of the Supervisory Board.

The Public Affairs Committee is a standing committee of the Supervisory Board.

Capitalised terms used but not defined herein shall have the meaning set forth in the List of Definitions attached to the By-Laws of the Supervisory Board.

1. Purpose

1.1 The Public Affairs Committee is appointed by the Supervisory Board to act as a sounding board and advisory committee for the Board of Management:

- a) with respect to formulating, developing and monitoring the Company's public affairs policy governing the relationships between the Company and national and international (semi-) public bodies, including but not limited to governments, ministries, parliaments, industry supervising authorities (e.g. OPTA), works councils, labour unions and antitrust authorities (hereafter the “**Public Affairs Policies**”);
- b) with respect to formulating and developing on the Company’s social and environmental policies (hereafter the “**Corporate Responsibility Policies**”).

In performing its duties above the Public Affairs Committee shall take into consideration the reputation of the Company.

The Public Affairs Committee prepares the subjects listed under 1.1 sub (a) and (b) for discussion in the Supervisory Board.

The Public Affairs Committee does not advise on or monitor the integrity of the corporate responsibility reporting by the Company, which is the task of the Audit Committee of the Company.

1.2 The Public Affairs Committee shall have delegated authority on behalf of the Supervisory Board only on issues specified in these Terms of Reference or on other issues as the Supervisory Board may specifically decide from time to time. Any use by the Public Affairs Committee of the aforementioned delegated authority shall be communicated to the full Supervisory Board.

1.3 The Public Affairs Committee shall present all material findings and recommendations to the Supervisory Board for consideration.

2. Composition

- 2.1 The Public Affairs Committee shall consist of at least three members. All members of the Public Affairs Committee must be Supervisory Board members. A maximum of one member of the Public Affairs Committee need not be independent within the meaning of clause 1.4 of the By-Laws of the Supervisory Board.¹
- 2.2 The members of the Public Affairs Committee shall be appointed by the Supervisory Board. Members of the Public Affairs Committee may be replaced by the Supervisory Board at any time.
- 2.3 The chairman of the Public Affairs Committee shall be designated by the Supervisory Board.
- 2.4 The term of office of a member of the Public Affairs Committee will generally not be set down beforehand. It will *inter alia* depend on the composition of the Supervisory Board as a whole and other committees of the Supervisory Board from time to time.
- 2.5 The Corporate Secretary shall act as secretary to the Public Affairs Committee.

3. Meetings

- 3.1 The Public Affairs Committee shall meet as often as is necessary to ensure that the Public Affairs Policies as defined in clause 1.1 above are fully geared to the Strategic Plan and designated objectives of the Company and its divisions. Corporate Responsibility Policies shall be discussed if so requested by the CEO and/or Supervisory Board. Meetings may also take place by telephone or videoconference.
- 3.2 The Public Affairs Committee will convene according to the annual meeting schedule and additionally, if required, following mutual consultation between the CEO and the chairman of the Public Affairs Committee. Save in urgent cases, the secretary to the Public Affairs Committee shall provide members of the Public Affairs Committee with an agenda and any necessary documentation as early as possible and in general at least seven days before a meeting takes place.
- 3.3 As a general rule, the CEO and at his invitation other BoM members, shall be present during Public Affairs Committee meetings. In addition, senior staff members and/or independent experts may be invited to attend Public Affairs Committee meetings. The attendance of such persons can be suggested by the CEO to the chairman of the Public Affairs Committee for his approval. Every Supervisory Board member may attend meetings of the Public Affairs Committee.
- 3.4 The minutes of the Public Affairs Committee meetings shall be made by the secretary to the Public Affairs Committee and shall be circulated to all the Supervisory Board members and any invited attendees, if applicable.
- 3.5 If and when required, the chairman of the Public Affairs Committee shall provide further information to the Supervisory Board during its meetings on the results of the Public Affairs Committee's discussions.

¹ Dutch Corporate Governance Code, clause III.5.1: “[...] *The terms of reference may provide that a maximum of one member of each committee may not be independent within the meaning of best practice provision III.2.2*”.

4. Amendment of these Terms of Reference; revocation of Powers

4.1 The Supervisory Board can at all times amend these Terms of Reference and/or revoke any powers granted by it to the Public Affairs Committee.

5. Disclosures regarding Public Affairs Committee

5.1 The composition of the Public Affairs Committee shall be mentioned in the report of the Supervisory Board which is part of the Annual Report and on the Company's website.

5.2 These Terms of Reference shall be published on the Company's website.

5.3 The number of meetings of the Public Affairs Committee and the main items discussed shall be mentioned in the report of the Supervisory Board which is part of the Annual Report.

6. Miscellaneous

6.1 Every Supervisory Board member shall have unrestricted access to all records of the Public Affairs Committee.

6.2 The chairman of the Public Affairs Committee (or his deputy) shall be available to answer questions about the Public Affairs Committee's activities at the annual General Meeting of Shareholders at the invitation of the chairman of the Supervisory Board.

6.3 Clauses 27.2 through 27.6 of the By-Laws of the Supervisory Board apply to the Terms of Reference to the Public Affairs Committee by analogy.

Adopted by the Supervisory Board on 28 April 2011
