

Notice of Annual General Meeting 2024

Wednesday 25 September 2024 at 11.00

Newbury Racecourse

Newbury

Berkshire

RG14 7NZ

and with facilities to attend
and participate electronically

This document is important and requires your immediate attention

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in International Distribution Services plc, please forward this document and any accompanying documents (except any personalised form of proxy, if applicable) to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Chair's letter



Keith Williams
Non-Executive Chair

Dear Shareholder,

I am pleased to write to you with the details of the 2024 Annual General Meeting (the AGM) of International Distribution Services plc (the Company) which will be held at Newbury Racecourse, Newbury, Berkshire, RG14 7NZ on Wednesday 25 September 2024 at 11.00 with facilities to attend and participate electronically. The Notice of AGM (the Notice) is set out on pages 5 and 6 of this document and contains the proposed resolutions on which you are invited to vote. An explanation of each of the resolutions is set out on pages 7 to 9 and a number of specific matters to which to draw your attention have also been highlighted below.

AGM arrangements and attendance

This year we are once again holding our AGM as a hybrid meeting. This means that shareholders have the option to participate either by coming to the meeting in Newbury or by attending electronically online. The Board recognises the benefits of offering a hybrid meeting to maximise shareholder engagement for those shareholders unable to attend in person, as well as the environmental benefits that such a meeting offers in reducing the AGM's carbon footprint. Shareholders attending electronically will be able to see and hear the Directors, ask questions and vote in real time. Instructions on how to join the meeting electronically are set out on page 14 of this document.

Appointing a proxy

Your vote is important to us. If you are unable to attend the AGM and you would like to vote, you can appoint a proxy to attend and vote on your behalf by:

- Completing and returning the enclosed proxy form; or
- Logging on to www.shareview.co.uk and submitting your proxy appointment electronically; or
- If you are a CREST member, submitting a proxy appointment electronically via the CREST voting service; or
- If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform.

Irrespective of whether or not you plan to attend the AGM, you are strongly encouraged to appoint the Chair of the AGM as your proxy. This is to ensure that your vote is counted if you are (or any person you might otherwise appoint is) unable to attend on the day, whether electronically or in person. Details of how to appoint a proxy are set out in the Notes to the Notice on pages 10 and 11. To be valid, your proxy appointment must be received by Equiniti by no later than 11.00 on Monday 23 September 2024.

If your shares are held in the International Distribution Services Nominee Share Service, you may exercise your voting rights in respect of those shares by completing and returning your form of instruction to Equiniti or by submitting your voting instructions via www.shareview.co.uk, in either case so as to be received no later than 17.00 on Friday 20 September 2024. Further details can be found in the Notes to the Notice on page 11.

Re-appointment of Directors

This year has been one of transition for the Board. After a period of instability within Royal Mail and the departure of Simon Thompson as its Chief Executive Officer, the Board felt it was the right time to bring Royal Mail and GLS together under the stewardship of a Group Chief Executive Officer. We were delighted to appoint Martin Seidenberg, former Chief Executive Officer of GLS and Executive Director, as Group Chief Executive Officer with effect from 1 August 2023.

In January 2024, we announced that Michael Snape had been appointed as Group Chief Financial Officer and Executive Director, taking over from Mick Jeavons. I would like to take this opportunity to thank Mick for the significant contribution he has made to the Board over the past few years and to Royal Mail in his 30-year career.

Lastly, in response to the findings of our 2021-22 Board evaluation we were pleased to welcome Ingrid Ebner as a Non-Executive Director and member of the Nomination Committee in June 2023. Ingrid was also appointed as a member of the ESG Committee in June 2024.

In accordance with the Company's Articles of Association, all of the Company's Directors will retire from office at the AGM and each intends to stand for re-appointment by shareholders.

Shareholder engagement and Questions

We recognise that the AGM is a key forum for our shareholders to meet with Board members and be heard. Your participation is important to us. Shareholders attending the AGM on the day can ask questions during the course of the meeting. Details of how to ask questions if you choose to attend electronically can be found on page 14 of this document. Shareholders may also ask any questions on the business of the meeting in advance of the AGM by submitting them to AGM@ids-plc.com. We will endeavour to answer those questions at the AGM.

Answers to common questions submitted in advance by email and a transcript of all questions asked and answers given during the course of the meeting will be published on our website at www.internationaldistributionservices.com as soon as practicable following the AGM.

Remuneration Policy and LTIP Rules

At the 2023 AGM, shareholders were invited to approve the Directors' Remuneration Policy. We were delighted that the Company received such a high level of support from shareholders for the Policy. The Remuneration Committee believes the Policy largely remains appropriate and continues to meet best practice. However, after consulting with a number of our key shareholders, we intend to seek shareholder approval at the AGM of an amended Policy under which the maximum normal LTIP award is increased from 150% to 200% of salary. We also intend to seek shareholder approval for amendments to the rules of the LTIP to ensure that maximum award level under the rules is consistent with the proposed amended Policy. The current intention is that this increased opportunity would only apply to the Group Chief Executive Officer. We believe that this change to the LTIP opportunity will provide a more appropriate incentive to successfully lead the Company through the current challenges and deliver on the opportunities available to both GLS and Royal Mail.

The details behind the proposed Policy change are set out in full in the Remuneration Committee Chair's letter (see pages 106 to 109 of the Annual Report and Financial Statements) 2023-2024 and the Policy section of the Directors' Remuneration Report (see pages 113 to 124). Further details on the proposed amendments to the LTIP rules are set out in the Explanatory Notes to Resolution 4 on page 7.

Final Dividend

As announced on 24 May 2024, the Board is recommending a final dividend of 2.0 pence per ordinary share in respect of the 53-week financial period ended 31 March 2024. Resolution 5 seeks shareholder approval of the final dividend. If approved, the final dividend will be paid on 30 September 2024 to all shareholders on the Company's Register of Members at the close of business on 23 August 2024.

Potential Takeover

On 29 May 2024, the Board announced that it had reached agreement on the terms and conditions of a recommended cash offer by EP UK Bidco Limited for the entire issued ordinary share capital of the Company not already owned or controlled by VESA Equity Investment S.à r.l. As announced, it is expected that an offer document, containing further information about the proposed acquisition and specifying the actions to be taken by shareholders in respect of the offer, will be published in due course. An expected timetable of key events relating to the proposed acquisition will be set out in the offer document. Shareholders are encouraged to monitor the Company's regulatory news and website for any further developments in this regard.

Recommendation

Your Directors consider that all resolutions included in the Notice are in the best interests of the Company and its shareholders and unanimously recommend that you vote in favour of them, as they intend to do so in respect of their own beneficial holdings (save in respect of those resolutions in which they are interested).

I would like to take this opportunity to thank you on behalf of the Board for your continued support and look forward to seeing you at the AGM.

Yours sincerely,

Keith Williams
Non-Executive Chair
21 June 2024

Board of Directors



Keith Williams
Independent Non-Executive Chair

Appointed to the Board

Non-Executive Director on 1 January 2018
Non-Executive Deputy Chair on 7 November 2018
Non-Executive Chair on 22 May 2019
Interim Executive Chair on 15 May 2020
Non-Executive Chair on 1 February 2021

Skills and experience

- Proven business leader with significant chair and board leadership experience. Keith spent 18 years at British Airways, including five years as CFO, three years as CEO and two years as Executive Chair, during which time he led the transformation of British Airways. Formerly a Non-Executive Director and Deputy Chairman of the John Lewis Partnership, a Non-Executive Director of Aviva plc and an Executive Board member and Chair of the Audit Committee at Transport for London.
- Extensive industrial relations, operational and customer service experience.
- Chartered accountant.

Significant external appointments

- Chair of Halfords Group plc
- Chair of Great British Railways Transition Team



Martin Seidenberg
Group Chief Executive Officer

Appointed to the Board

Executive Director on 1 April 2021
Group Chief Executive Officer on 1 August 2023

Skills and experience

- Significant international and logistics experience. Martin spent 15 years with Deutsche Post DHL in a variety of senior logistics, parcel-related and strategic roles including CEO of the DACH region at DHL Supply Chain.
- Deep knowledge of GLS, having joined in 2015 as Chairman of GLS Germany, becoming GLS CEO in June 2020.

Significant external appointments

- None



Michael Snape
Group Chief Financial Officer

Appointed to the Board

18 January 2024

Skills and experience

- Extensive turnaround experience and financial leadership gained in a number of leading international companies during their transformation.
- Michael was previously Chief Financial Officer (CFO) of Boots, part of Walgreens Boots Alliance. Prior to Boots Michael was International CFO for Tesco and his earlier career was spent with Waitrose, part of the John Lewis Partnership, and J Sainsbury plc.

Significant external appointments

- None



Maria da Cunha
Independent Non-Executive Director

Appointed to the Board

22 May 2019

Skills and experience

- Extensive experience in industrial relations, transformation programmes and employee engagement gained through her 18-year career at British Airways, where Maria was the Director of People, Legal and Government and Industry Affairs, and the Director of People and Legal. Maria was formerly a Non-Executive Director of De La Rue plc.
- Qualified solicitor with significant risk, compliance and legal knowledge, having held various positions with Hogan Lovells, Lloyd's of London and Law College of Europe.

Significant external appointments

- Panel Member of the Competition and Markets Authority



Michael Findlay
Independent Non-Executive Director

Appointed to the Board

22 May 2019

Skills and experience

- Extensive strategy, finance and M&A experience. Michael spent 27 years in investment banking at Robert Fleming & Co, UBS and most recently Bank of America Merrill Lynch, where he was Co-Head of Investment Banking and Corporate Broking for the UK and Ireland.
- Significant knowledge of the letters and parcel sector. He is a former Non-Executive Director of UK Mail Group plc, where he was also the Senior Independent Director, Chair of the Remuneration Committee and a member of the Audit Committee.

Significant external appointments

- Chair of Morgan Sindall Group plc
- Chair of London Stock Exchange plc (a subsidiary of London Stock Exchange Group plc)



Lynne Peacock
Independent Non-Executive Director

Appointed to the Board

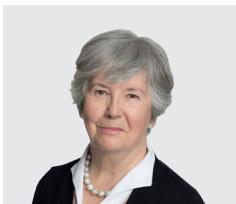
1 November 2019

Skills and experience

- Significant board and executive experience, having served as the CEO of National Australia Bank Europe Limited (NAB) and the CEO of Woolwich plc. Lynne was formerly a Non-Executive Director at Standard Life Aberdeen plc, Scottish Water, Jardine Lloyd Thompson Group plc, Nationwide Building Society, TSB Banking Group plc and TSB Bank plc.
- Transactional experience gained through her involvement in Woolwich plc's IPO and FTSE 100 listing and its sale to Barclays, the disinvestment of NAB's Irish operations and the integration of Clydesdale and Yorkshire Banks.

Significant external appointments

- Senior Independent Director of Serco Group plc
- Non-Executive Director and Deputy Chair of Royal London Group



A E N

Baroness Hogg
Senior Independent Non-Executive Director

Appointed to the Board

1 October 2019

Skills and experience

- Extensive board and governance experience, having served as Chair of 3i Group plc and as a Non-Executive Director of several companies, including BG Group and GKN plc. Baroness Hogg won the Sunday Times Lifetime Achievement Award for Non-Executive Directors in 2017.
- Significant political and regulatory experience through her former roles as Lead Independent Non-Executive Director of HM Treasury, Chair of the Financial Reporting Council and Head of the Prime Minister's Policy Unit under John Major. She was granted a life peerage in 1995 and sits in the House of Lords as a crossbencher.

Significant external appointments

- None



E N

Shashi Verma
Independent Non-Executive Director

Appointed to the Board

29 September 2021

Skills and experience

- Proven business leader with extensive experience in developing innovative technology. Shashi is the Director of Strategy and Chief Technology Officer at Transport for London (TfL), a role in which he is responsible for the operation of TfL's revenue collection system. He also led the development and implementation of contactless payments on TfL's systems.
- Significant customer service experience gained through his responsibility for integrating TfL's customer-facing activities and for running its customer service operations.

Significant external appointments

- None



A N

Jourik Hooghe
Independent Non-Executive Director

Appointed to the Board

1 June 2022

Skills and experience

- Extensive financial, accounting, operations and strategy experience in consumer goods and retail businesses. Jourik is Chief Financial Officer of Swissport International AG, and his responsibilities cover group finance, including controlling, accounting, M&A, IR, tax, procurement, fleet and ESG.
- Jourik was previously Executive Vice President and Group Chief Financial Officer of Wizz Air Holdings plc. Prior to that he spent 18 years at Procter & Gamble in various finance roles, including Head of Global Strategy and Regional CFO, in businesses across Europe, India, China, the Middle East and Africa. Jourik also spent time at Adecco Group, where he transformed the finance and accounting function into a data and technology-driven organisation.

Significant external appointments

- None



N E

Ingrid Ebner
Independent Non-Executive Director

**Designated Non-Executive Director
for engagement with the workforce**

Appointed

28 June 2023

Skills and experience

- Extensive logistics and supply chain experience, including the optimising and automation of systems, and more recently oversaw the development of a global contract logistics capability and led the design and implementation of a global organisation structure. Ingrid is Vice President, Global Fulfilled by Maersk Standards and Regional Delivery IMEA & LAM of A.P. Moller-Maersk, and reports to the Executive Committee.
- Previously, Ingrid spent 21 years at Amazon within their divisions across Europe, in various supply chain roles including Director of Supply Chain Operations Continental Europe where she was responsible for building the AMXL end-to-end operations organisation.

Significant external appointments

- None



Mark Amsden
Group General Counsel
and Company Secretary

Appointed

1 May 2019

Skills and experience

- Significant legal and company secretarial experience. Mark was the former General Counsel and Company Secretary of Wm Morrison Supermarkets plc and the interim Company Secretary of Yorkshire Water. Formerly a partner at Addleshaw Goddard LLP, where he specialised in corporate litigation and headed up the national IT litigation practice.
- Data and technological experience. Mark helped oversee Morrisons' move online with Ocado and then Amazon, and dealt with the response to Morrisons' employee data theft in 2014.

Significant external appointments

- None

**Committee
membership key:**

A Audit and Risk

E ESG

N Nomination

R Remuneration

■ Committee Chair

Notice of Meeting

Notice is hereby given that the 2024 Annual General Meeting of International Distribution Services plc (the Company) will be held at Newbury Racecourse, Newbury, Berkshire, RG14 7NZ (and with facilities to attend and participate electronically as set out on page 14) on Wednesday 25 September 2024 at 11.00 to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 19 (inclusive) will be proposed as ordinary resolutions and resolutions 20 to 23 (inclusive) will be proposed as special resolutions.

Report and Financial Statements

1. To receive the Company's audited accounts for the 53-week financial period ended 31 March 2024, together with the Strategic Report, Directors' Report and Auditor's Report on those accounts.

Remuneration

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the 53-week financial period ended 31 March 2024.
3. To approve the Directors' Remuneration Policy, as contained in the Directors' Remuneration Report for the 53-week financial period ended 31 March 2024.
4. To approve the amendments to the rules of the International Distribution Services plc Long Term Incentive Plan, in the form produced to the meeting and initialled by the Chair of the meeting for the purpose of identification (a summary of which is set out in the Explanatory Notes to this Notice).

Final Dividend

5. To declare a one-off final dividend of 2.0 pence per ordinary share for the 53-week financial period ended 31 March 2024.

Directors

6. To re-appoint Keith Williams as a Director of the Company.
7. To re-appoint Martin Seidenberg as a Director of the Company.
8. To re-appoint Michael Snape as a Director of the Company.
9. To re-appoint Baroness Hogg as a Director of the Company.
10. To re-appoint Maria da Cunha as a Director of the Company.
11. To re-appoint Michael Findlay as a Director of the Company.
12. To re-appoint Lynne Peacock as a Director of the Company.
13. To re-appoint Shashi Verma as a Director of the Company.
14. To re-appoint Jourik Hooghe as a Director of the Company.
15. To re-appoint Ingrid Ebner as a Director of the Company.

Auditor

16. To re-appoint KPMG LLP as auditor of the Company.
17. To authorise the Company's Audit and Risk Committee to determine the remuneration of the auditor.

Political donations and expenditure

18. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and any company which is a subsidiary of the Company at any time during the period for which this resolution has effect, is authorised to:
 - (a) make donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations, other than political parties, not exceeding £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2025 or at the close of business on 30 September 2025, whichever is sooner.

Any such amount may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than Sterling shall be converted into Sterling at such rate as the Directors may decide is appropriate.

Words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this resolution.

Directors' authority to allot shares

19. That the Directors are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to a maximum aggregate nominal amount of £3,194,312 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (b) below in excess of £3,194,312); and
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a maximum aggregate nominal amount of £6,388,623 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory, or practical problems in, or under the laws of, any territory or any other matter.

The authority conferred on the Directors under this resolution will expire at the conclusion of the Company's annual general meeting to be held in 2025 or at the close of business on 30 September 2025, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Company shall be entitled to make offers or enter into agreements before such expiry that would or might require shares to be allotted or rights to be granted after such expiry, and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

General disapplication of pre-emption rights

20. That, subject to the passing of Resolution 19, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section

561 of the Companies Act 2006 did not apply to any such allotment and/or sale, provided that such power is limited to:

- (a) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 19 above, by way of a fully pre-emptive offer):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (a) of this Resolution 20) up to a maximum aggregate nominal amount of £958,293; and
- (c) the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (a) or paragraph (b) of this Resolution 20) up to a maximum aggregate nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (b) of this Resolution 20, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

This power will expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 19, save that, before the expiry of this power, the Company may make offers or enter into agreements which would or might require securities to be allotted and/or treasury shares to be sold after such expiry, and the Directors may allot securities and/or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

Additional disapplication of pre-emption rights

21. That, subject to the passing of Resolution 19, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006, in addition to any power conferred under Resolution 20, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 19 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment and/or sale, provided that such power is limited to:

- (a) the allotment of equity securities and/or sale of treasury shares for cash up to a maximum aggregate nominal amount of £958,293, such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

- (b) the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (a) of this Resolution 21) up to a maximum aggregate nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (a) of this Resolution 21, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

This power will expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 19, save that, before the expiry of this power, the Company may make offers or enter into agreements which would or might require securities to be allotted and/or treasury shares to be sold after such expiry, and the Directors may allot securities and/or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

Authority to purchase own shares

22. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares on such terms and in such manner as the Directors may determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 95,829,300;
- (b) the minimum price (exclusive of any expenses) which may be paid for each ordinary share is its nominal value;
- (c) the maximum price (exclusive of any expenses) which may be paid for each ordinary share shall not be more than the higher of:
 - (i) an amount equal to 105% of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System.

This authority will expire at the conclusion of the Company's annual general meeting to be held in 2025 or at the close of business on 30 September 2025, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting) but, during this period the Company may enter into a contract to purchase ordinary shares which would or might be completed or executed wholly or partly after the authority conferred by this resolution expires, and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

Notice period for general meetings, other than annual general meetings

23. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Mark Amsden

Group General Counsel and Company Secretary

21 June 2024

Registered Office: 185 Farringdon Road, London, EC1A 1AA
Registered in England and Wales No. 08680755

Explanatory notes to the proposed resolutions

Resolution 1 – Receipt of the Report and Financial Statements

The Directors are required to present to the general meeting the Company's audited accounts for the 53-week financial period ended 31 March 2024, together with the Strategic Report, Directors' Report and Auditor's Report on those accounts. In accordance with best practice, the Company proposes an ordinary resolution to receive those documents which are available on the Company's website at www.internationaldistributionservices.com/investors/annual-reports.

Resolution 2 – Approval of the Directors' Remuneration Report

Section 439 of the Companies Act 2006 requires that the Directors' Remuneration Report is put to a vote of shareholders at the AGM. Accordingly, shareholders are invited to approve the report which is set out on pages 106 to 138 of the Annual Report and Financial Statements 2023-2024. For the purposes of Resolution 2, the Directors' Remuneration Report does not include the part of the report containing the Directors' Remuneration Policy which is, this year, the subject of a separate vote at Resolution 3. The vote on Resolution 2 is advisory and the Directors' entitlement to receive remuneration is not conditional on it being passed.

Resolution 3 – Approval of the Directors' Remuneration Policy

Section 439A of the Act requires the Directors' Remuneration Policy to be put to shareholders for a binding vote at least every three years unless there is a change in the approved policy within that three-year period. The current Directors' Remuneration Policy was last approved by shareholders at the annual general meeting held in 2023, however at the 2024 AGM the Company intends to seek shareholder approval for an amended Policy under which the maximum normal LTIP award is increased from 150% to 200% of salary. The current intention is that this increased opportunity would only apply to the Group CEO. The Board believes that this change to the LTIP opportunity will provide a more appropriate incentive to successfully lead the Company through the current challenges and deliver on the opportunities available to both GLS and Royal Mail.

Details of the proposed Policy change are set out in full in the Remuneration Committee Chair's letter (see pages 106 to 109 of the Annual Report and Financial Statements 2023-2024) and the Policy section of the Directors' Remuneration Report (see pages 113 to 124).

Accordingly, Resolution 3 seeks shareholder approval of the Company's proposed new Policy, which is set out on the pages indicated above.

If approved, the new Policy will take effect at the conclusion of the AGM and will replace the existing Policy. Resolution 3 is subject to a binding shareholder vote and, if passed, will mean that the Company can only make payments to Directors in accordance with the approved Policy, unless an amendment to that policy authorising the Company to make such payments has been approved by a separate shareholder resolution. Subject to shareholder approval, the Policy will apply for up to three years. If Resolution 3 is not passed, the Company will, if and to the extent permitted by the Act, continue to make payments to its Directors in accordance with the Policy approved at the annual general meeting held in 2023.

Resolution 4 – Approval of amendments to the rules of the International Distribution Services plc Long Term Incentive Plan

The rules of the International Distribution Services plc Long Term Incentive Plan ('LTIP') were approved by shareholders at the Annual General Meeting in 2016. The Company is now seeking approval for amendments to those rules to ensure that the LTIP is consistent with, and can be operated in accordance with, the new Directors' Remuneration Policy that is the subject of Resolution 3. In summary, those amendments are to increase the limit on the value of shares over which awards may be granted to an employee in any financial year to 200% of their salary.

Resolution 5 – Declaration of final dividend

The Board recommends a one-off final dividend of 2.0 pence per ordinary share for the 53-week financial period ended 31 March 2024. If approved by ordinary resolution of the shareholders, the final dividend will be paid on 30 September 2024 to all shareholders on the Company's Register of Members at the close of business on 23 August 2024.

Resolutions 6 to 15 – Re-appointment of Directors

The Company's Articles of Association require any Director who is in office on the date of the Company's notice of annual general meeting to retire at that meeting and such Director may offer himself or herself for re-appointment by the shareholders.

Accordingly, in line with the Articles and best practice, all Directors as at the date of this Notice will retire from office at the AGM and each intends to stand for re-appointment.

As announced on 18 January 2024, the Board appointed Michael Snape as Group Chief Financial Officer and Executive Director of the International Distribution Services plc Board. Michael will retire at the AGM and stand for re-appointment by shareholders for the first time.

To enable shareholders to make an informed decision on their re-appointment, the biographical details of all of the Company's Directors are set out on pages 3 and 4 of this document.

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. This follows a Board evaluation process, through which the Board was satisfied that each Director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required). The Nomination Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and recommended to the Board the re-appointment of all of the Directors.

Resolutions 16 and 17 – Re-appointment and remuneration of auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before shareholders, to hold office until the end of the next such meeting.

The Company's Audit and Risk Committee has recommended to the Board the re-appointment of KPMG LLP and has confirmed that such recommendation is free from influence from a third party and that no contractual terms have been imposed on the Company restricting its choice of auditor.

Accordingly, the Board proposes KPMG LLP's re-appointment as the Company's auditor.

Resolution 17 seeks authority for the Company's Audit and Risk Committee to determine the remuneration of the auditor.

Resolution 18 – Authority to make political donations and expenditure

This resolution is to obtain the approval of the shareholders to make donations to political parties, political organisations and independent election candidates, and to incur political expenditure, up to a maximum aggregate amount of £50,000.

Part 14 of the Companies Act 2006 restricts companies from making political donations to political parties, other political organisations and independent election candidates and from incurring political expenditure, unless authorised by shareholders in advance.

The Company's policy is that it does not make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates. However, the Companies Act 2006 defines those terms very broadly, and as a result it is possible that normal business activities (such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform) could be caught. Such activities, which are in shareholders' interests for the Company to conduct, are not designed to support or imply support for a particular political party, other political organisation or independent election candidate.

The Company believes that the authority proposed under this resolution is necessary to ensure it does not inadvertently commit any technical breach that could arise from the uncertainty generated by the wide definitions contained within the Companies Act 2006 when carrying out activities in the furtherance of its legitimate business interests.

The authority, if granted, will expire at the conclusion of the Company's annual general meeting to be held in 2025 or at the close of business on 30 September 2025, whichever is sooner.

The Company did not make any political donations nor incur any political expenditure during the 53-week financial period ended 31 March 2024.

Resolution 19 – Authority to allot shares

The Directors currently have an authority to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to expire at the AGM. The Board is, therefore, seeking a new authority to enable them to allot shares and grant rights, within the limits prescribed by The Investment Association.

Paragraph (a) of this resolution seeks to authorise the Directors to allot ordinary shares and grant rights to subscribe for or convert other securities into shares up to a maximum aggregate nominal amount of £3,194,312 (representing 319,431,200 ordinary shares). This amount represented approximately one-third of the Company's issued ordinary share capital on 29 May 2024, the latest practicable date prior to the publication of this document.

Paragraph (b) of this resolution seeks to authorise the Directors to allot ordinary shares and grant rights to subscribe for or convert other securities into shares in connection with fully pre-emptive offers only (as permitted by the Investment Association Guidelines) in favour of ordinary shareholders up to a maximum aggregate nominal amount of £6,388,623 (representing 638,862,300 shares) as reduced by the nominal amount of any ordinary shares issued under paragraph (a) of this resolution. This amount (before any reduction) represented approximately two-thirds of the Company's issued share capital on 29 May 2024, the latest practicable date prior to the publication of this document.

The Directors have no present intention to allot new shares in the Company, except in connection with employee share schemes, however, the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources.

As at 29 May 2024, the latest practicable date prior to the publication of this document, no shares were held by the Company in treasury.

The authority sought under this resolution will expire at the conclusion of the Company's annual general meeting to be held in 2025 or at the close of business on 30 September 2025, whichever is sooner.

Special Resolutions**Resolutions 20 and 21 – Disapplication of pre-emption rights**

Resolutions 20 and 21 are special resolutions which, if passed by shareholders, will enable the Directors to allot equity securities (which means ordinary shares, or rights to subscribe for, or to convert securities into, ordinary shares) in the Company, and/or to sell any ordinary shares out of treasury, for cash, without first offering those equity securities or shares to existing shareholders in proportion to their existing holdings.

In November 2022, the Pre-Emption Group revised its Statement of Principles on the Disapplication of Pre-emption Rights. The revised Principles made a number of changes designed to improve capital raising processes for publicly traded companies by, among other matters, increasing the "routine" disapplication thresholds that the Group supports and introducing new supplemental disapplication thresholds.

The Principles provide that a company may seek from its shareholders power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10% (previously 5%) of the company's issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10% (previously 5%) of the company's issued ordinary share capital provided that such additional power is only used in connection with either an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period (previously 6 months) and is disclosed in the announcement of the issue.

The Principles also provide that, in both cases (i) and (ii) outlined above, a company may seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2% of the company's issued ordinary share capital for the purposes of making a "follow-on" offer (being an offer of a kind contemplated by the Principles) to certain retail investors and existing shareholders.

The Directors have again carefully considered the increased and supplemental thresholds available under the revised Principles and have concluded that it continues to be in the best interests of the Company and its shareholders to seek both its customary disapplication power and its additional disapplication power for use in connection with either an acquisition or specified capital investment, in both cases up to the higher 10% thresholds permitted. As was the case last year, the Directors also intend to seek specific disapplication powers in connection with "follow-on" offers.

Accordingly, Resolution 20 is proposed as a special resolution. If passed, it will permit the Directors to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum aggregate nominal amount of £958,293 (representing 95,829,300 ordinary shares). This amount represented approximately 10% of the Company's issued ordinary share capital as at 29 May 2024. This will permit the Directors to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis, up to the specified level, in any circumstances. The resolution will also permit the Directors to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis up to a maximum aggregate nominal amount equal 2% of the Company's issued ordinary share capital specifically for the purposes of making "follow-on" offers as contemplated by the Principles.

Resolution 21 is proposed as a separate special resolution in line with best practice. If passed, it will afford the Directors an additional power to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis up to a further maximum aggregate nominal amount of £958,293 (representing 95,829,300 ordinary shares). This amount also represented approximately 10% of the Company's issued ordinary share capital as at 29 May 2024. The Directors shall use the power conferred by this resolution only in connection with either an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. This resolution will also permit the Directors to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis up to a maximum aggregate nominal amount equal 2% of the Company's issued ordinary share capital specifically for the purposes of making "follow-on" offers as contemplated by the Principles.

The Directors have no present intention to exercise the powers sought under these resolutions, however, the Board wishes to ensure that the Company continues to have maximum flexibility in managing the Group's capital resources. The Directors confirm that, in exercising these powers, they will follow the shareholder protections and features set out in Part 2B of the Pre-Emption Group's revised Statement of Principles.

For the purposes of this explanatory note, the reference to the Company's issued ordinary share capital is to the issued ordinary share capital as at 29 May 2024, being the latest practicable date prior to the publication of this document.

Resolution 22 – Authority to purchase own shares

The Companies Act 2006 permits a company to purchase its own shares provided that the purchase has been authorised by the Company's shareholders at a general meeting.

This special resolution seeks to renew the Company's authority to purchase up to 95,829,300 ordinary shares, which was equivalent to approximately 10% of the Company's issued ordinary share capital as at 29 May 2024, the latest practicable date prior to the publication of this document. The Company's exercise of this authority is subject to the upper and lower limits on the price payable as set out in the resolution.

The Directors have no present intention of making own share purchases, but this authority would provide them with the flexibility to do so in the future if it would be in the best interests of the shareholders generally and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased under this authority would be by means of a market purchase through the London Stock Exchange and may either be cancelled or held in treasury, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time. Any treasury shares can in the future be cancelled, sold for cash or used to provide shares for the Company's employee share schemes. As at 29 May 2024, the last practicable date prior to the publication of this document, the Company did not hold any ordinary shares in treasury. As at the same date, the Company did not have any outstanding options to subscribe for shares.

Resolution 23 – Notice period for general meetings, other than annual general meetings

Under the Companies Act 2006, listed companies are required to call general meetings (other than an annual general meeting) on at least 21 clear days' notice unless the company:

- (a) has obtained shareholder approval for the holding of general meetings on not less than 14 clear days' notice by passing an appropriate resolution at its most recent annual general meeting; and
- (b) offers the facility for all shareholders to vote by electronic means.

This special resolution seeks a renewal of the authority granted at the annual general meeting held in 2023 to be able to call general meetings (other than annual general meetings) on not less than 14 clear days' notice.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by time-sensitive matters and is thought to be to the advantage to shareholders as a whole.

The authority sought under this resolution will expire at the conclusion of the Company's annual general meeting to be held in 2025, when it is intended that a similar resolution will be proposed.

Important notes

1. Eligibility to attend and vote

To be entitled to attend and vote at the AGM (and for the purposes of determining the number of votes shareholders may cast), shareholders must be entered on the Company's Register of Members by 18.30 on Monday 23 September 2024 or, if the AGM is adjourned, by 18.30 on the date which is two business days prior to the adjourned meeting. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2. Attending the AGM

The AGM will be held as a physical meeting at Newbury Racecourse, Newbury, Berkshire, RG14 7NZ. The Board has also made arrangements to enable all shareholders to attend and participate in the AGM electronically. Instructions on how to attend and participate electronically are set out on page 14 of this document.

3. Appointment of proxy

A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the AGM instead of him/her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. Shareholders are strongly encouraged to appoint the Chair of the AGM as their proxy. This is to ensure that the shareholder's vote is counted if the shareholder (or any other proxy the shareholder might otherwise appoint) is unable for any reason to attend on the day, whether electronically or in person. The appointment of a proxy will not prevent a shareholder from subsequently attending, voting and speaking at the AGM either electronically or in person. In such a case, any votes of the proxy will be superseded. Details of how to appoint a proxy are set out below.

(a) By post

A shareholder may appoint a proxy and give voting instructions using the enclosed proxy form. To be valid, a completed proxy form (together with a certified copy of any power of attorney or other authority under which it is executed) must be delivered by post or by hand (during normal business hours only) so as to be received by Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 11.00 on Monday 23 September 2024.

(b) Online

A shareholder may appoint a proxy online by following the instructions for the electronic appointment of a proxy by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to his or her Shareview Portfolio. Once logged in, the shareholder should click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. A shareholder who has not yet registered for a Shareview Portfolio should go to www.shareview.co.uk and enter the requested information. It is important to register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

To be a valid proxy appointment, the shareholder's electronic message confirming the details of the appointment, completed in accordance with those instructions, must be transmitted so as to be received by no later than 11.00 on Monday 23 September 2024.

(c) CREST voting service

Shareholders who hold their shares in uncertificated form may also use the "CREST voting service" to appoint a proxy electronically, as explained in notes 5 to 8 below.

(d) Proxymity platform

Institutional shareholders may also be able to appoint a proxy electronically via the Proxymity platform. Proxymity is a process which has been agreed by the Company and approved by the Registrar.

Further information regarding Proxymity can be found online at www.proxymity.io. To be valid, the shareholder's proxy appointment must be received by no later than 11.00 on Monday 23 September 2024. Shareholders will need to have agreed to Proxymity's associated terms and conditions before appointing a proxy via this process. It is important that a shareholder wishing to use the Proxymity platform reads these carefully as the shareholder will be bound by them and they will govern the electronic appointment of the shareholder's proxy.

A certified copy of any power of attorney or other authority under which any electronic proxy appointment is made must be received at the relevant address specified in these notes for receipt of such electronic proxy appointment (or at such other address as the Company may specify) by the latest time indicated for receipt of such electronic proxy appointment.

If a shareholder completes and returns a paper proxy form and submits a proxy appointment electronically, in respect of the same shares, the proxy appointment received last by the Registrar before 11.00 on Monday 23 September 2024 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged.

4. Appointment of proxy by joint shareholders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).

5. CREST – appointing a proxy

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

6. Authentication of CREST proxy instruction

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by no later than 11.00 on Monday 23 September 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST system timings

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

8. CREST circumstances of invalidity

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9. Changing proxy instructions

To change a proxy instruction a shareholder should submit a new proxy appointment using the methods set out above. Where two or more valid separate appointments of proxy are received in respect of the same share and for the same meeting, the proxy appointment received last by the Registrar before 11.00 on Monday 23 September 2024 will take precedence.

10. Corporate sponsored nominee

If your shares are held in the International Distribution Services Nominee Share Service, you may give instructions to the registered holder, Equiniti Corporate Nominees Limited, as to the exercise of voting rights by completing and returning your form of instruction to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, or by submitting your voting instructions via www.shareview.co.uk, in either case so as to be received no later than 17.00 on Friday 20 September 2024.

11. Corporate representatives

A corporate shareholder may authorise a person to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise, on behalf of the corporation, the same powers as the corporation could exercise if it were an individual shareholder provided that he/she does not do so in relation to the same shares.

12. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The rights relating to proxy appointments in notes 3 to 9 above do not apply directly to Nominated Persons. Nominated Persons should contact the registered holder of the shares and not the Company on matters relating to their shares.

13. Asking a question

Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Shareholders in attendance can ask questions during the course of the meeting. Shareholders attending the AGM electronically may ask questions by following the instructions set out on page 14. Shareholders may also ask any questions on the business of the meeting in advance of the AGM by submitting them to AGM@ids-plc.com. We will endeavour to answer those questions at the AGM. If multiple questions on the same topic are received in advance of the AGM, the Chair may choose to provide a single answer to address those questions.

14. Website publication of audit concerns

Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial period includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

15. Additional shareholder rights

Shareholders meeting the threshold requirements in sections 338 and 338A of the Companies Act 2006 have the right to require the Company (i) to give to shareholders entitled to receive notice of the meeting notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or (as applicable) the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than six weeks before the meeting (taking account of the "clear day rule" in section 360(2) of the Companies Act 2006), and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

16. Documents available for inspection

Copies of the following documents will be available for inspection at the AGM venue and on the Lumi platform on the day of the AGM (for 15 minutes before the commencement of the meeting until its close) and at 185 Farringdon Road, London, EC1A 1AA at an agreed time (please ring 020 7449 8001 during normal business hours on any weekday, excluding Saturdays, Sundays and public holidays in England & Wales):

- (a) Copies of the Executive Directors' service contracts; and
- (b) Copies of the Non-Executive Directors' letters of appointment.

A copy of the draft amended rules of the International Distribution Services plc Long Term Incentive Plan will be available for inspection at the AGM venue and on the Lumi platform on the day of the AGM (for 15 minutes before the commencement of the meeting until its close) and on the National Storage Mechanism from the date this document is sent to members.

17. Issued share capital and total voting rights

As at 29 May 2024, the latest practicable date prior to the publication of this document, the Company's issued share capital consisted of 958,293,475 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at 29 May 2024 were 958,293,475.

18. Electronic address

Shareholders may not use any electronic address in this document or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

19. Availability of this Notice

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.internationaldistributionservices/investors/annual-general-meetings.

20. Voting

All proposed resolutions will be put to a vote on a poll. On a poll, each shareholder present or represented (in person or electronically) has one vote for every share held.

The results of the voting will be announced through a Regulatory Information Service and will be published on our website www.internationaldistributionservices.com as soon as practicable following the AGM.

Important notes continued

AGM location



Physical attendance at the AGM

Please plan to arrive by 10.30 to allow enough time for registration and security clearance. Please bring your attendance card with you, or, if you are registered for electronic communications, a form of ID. The attendance card is either attached to your proxy form or form of instruction. You may also find it helpful to bring the Notice with you so that you can refer to it at the AGM.

Behaviour or conduct that may interfere with another person's safety or security, or the good order of the AGM will not be permitted and you may be removed from the meeting.

Shareholders with disabilities

Newbury Racecourse is easily accessible by wheelchair users and has lift access inside.

Anyone accompanying a shareholder in need of assistance will be admitted to the meeting. Other guests will only be admitted at the discretion of the Company.

For further information on the facilities at the venue, please call Newbury Racecourse direct on 01635 018908 or email at info@newburyracecourse.co.uk

Security, health and safety

Security, Health and Safety
Security, health and safety measures will be in place to ensure your safety at the AGM venue.

Please note that bag searches will be in operation and any items deemed inappropriate will be removed and stored until the end of the event. Flash photography and recording are not allowed. We would also be grateful if you could switch off your mobile phone before the start of the meeting.

Travelling to the AGM

By air

The nearest airport is Southampton Airport. The drive by car from Southampton Airport is approximately 39 miles and will take approximately 50 minutes, depending on traffic.

By car

Newbury Racecourse is just minutes from Junction 13 of the M4 and Junction 9 of the M3. For sat navs please use postcode RG14 5AW which will take you to Stryker. Please then follow directions to Car Park 4 as shown on the map.

By train

Newbury Racecourse has its own station, one stop from Newbury Station, with direct connections to London Paddington and the West.

Car parking

Newbury Racecourse offers free car parking. Please follow the directions to Car Park 4 as shown on the map.

Electronic meeting guidance

Shareholders are invited to attend and participate in the AGM electronically, should they wish to do so. This can be done by following the instructions set out below.



Accessing the meeting virtually

Visit <https://web.lumiagm.com/197-577-743> on your computer, tablet or smartphone using the latest version of Chrome, Safari, Edge or Firefox. You will then be required to enter the Meeting ID, which is 197-577-743, and your:

- Shareholder Reference Number (SRN), which can be found printed on your form of proxy or form of instruction
- PIN (the first two and last two digits of your SRN)

Access to the AGM website will be available from 10.00 on Wednesday 25 September 2024; however, please note that your ability to vote will not be enabled until the Chair formally declares the voting open.

An active internet connection is required at all times to participate in the meeting.

If you experience any difficulties, please contact Equiniti by emailing hybrid.help@equiniti.com, stating your full name and postcode.



Voting

The Chair will explain the voting procedure. Voting will be enabled on all resolutions on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice; resolutions will not be proposed separately.

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen with all voting options available. Select the option that corresponds with how you wish to vote: 'For', 'Against' or 'Withheld'. Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received; there is no submit button.

To vote on all resolutions displayed, select the 'vote all' option at the top of the screen.

To change your vote, simply reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to do this at any time before the Chair announces the closure of the poll at the end of the AGM.



Home page and broadcast

Once logged in, you will see the home page which contains instructions for using the platform.

At the commencement of the AGM, the live broadcast will be available on the right-hand side of your device. Click 'play' and ensure your device is unmuted and the volume is turned up.

The AGM will be broadcast with presentation slides which will progress automatically.



Questions

Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the 'Ask a question' box. Click the arrow icon to submit the question.

Copies of questions you have submitted can be viewed by selecting 'My Messages'.



Virtual microphone

If you would like to ask your question verbally, press the 'Request to speak' button at the bottom of the broadcast window. If you are watching the broadcast in full screen mode, this button is found at the top of the window.

Follow the on-screen instructions to join the queue.



Documents

Meeting documentation can be found within the documents table in the navigation bar. Documents can be read within the platform or downloaded to your device in PDF format.



Appointed proxies and corporate representatives

If you plan to participate in the AGM as a proxy or corporate representative, please contact Equiniti by emailing hybrid.help@equiniti.com before 11.00 on Tuesday 24 September 2024.

Your unique SRN and PIN, which is required to access the AGM, will be provided once a valid proxy appointment or letter of representation has been received.

The mailbox is monitored 9.00 to 17.00 Monday to Friday (excluding public holidays in England & Wales).

International
Distribution
Services

IDS