

**InPost S.A.**  
*Société Anonyme*  
Registered office: 70, route d'Esch  
L - 1470 Luxembourg, Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 248669

**IMPORTANT INFORMATION REGARDING THE ANNUAL GENERAL MEETING OF  
INPOST S.A.**

InPost S.A. (**InPost**) has decided to hold its Annual General Meeting (the **AGM**) on **16 May 2024** at **09.00** CEST. The AGM can be attended in person or by proxy. Furthermore, InPost is facilitating online attendance of the AGM for shareholders by means of a webcast (the **Webcast**.)

Arrangements are made for shareholders to exercise their voting rights at the AGM (for those attending in person) or electronically in advance of the AGM until **15 May 2024, 12.00** CEST. Shareholders are kindly referred to [www.abnamro.com/evoting](http://www.abnamro.com/evoting) for more details on how to exercise their electronic voting right.

Questions regarding the agenda items may be submitted prior to the AGM in writing ultimately by **18.00** CEST on **13 May 2024** to the following e-mail address: [ir@inpost.eu](mailto:ir@inpost.eu). More information on how to submit questions can be found under “*General Information*” in this convening notice. The shareholders will also be allowed to ask questions during the AGM.

More information on how to exercise voting rights or submit questions can also be found under “*General Information*” in this convening notice.

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## CONVENING NOTICE

Dear Shareholder,

We have the pleasure of inviting you to the Annual General Meeting (the **AGM**) of InPost S.A. (**InPost** or the **Company**).

**DATE: 16 May 2024**

**TIME: 09.00 CEST**

**LOCATION: Hotel Le Royal, 12 Boulevard Royal, L-2449 Luxembourg**

The Company intends to appoint Mark Robertshaw, Supervisory Board member and chairperson as Chairman, Jelena Orlic as Scrutineer and Eliane Koelmans as Secretary for the purposes of constituting the bureau of the AGM. If the Chairman cannot, for any reason whatsoever, attend the AGM, a member of the Supervisory Board appointed by him may be appointed and in the absence of such appointment, any other person as determined by the Supervisory Board may be appointed as Chairman subject to the terms of article 11.25 of the articles of association of InPost (the **Articles of Association**).

This invitation to the AGM must be read in conjunction with the following documents all of which will be made available on the corporate website of InPost:

- Annual Report 2023;
- Independent Auditor's Report 2023;
- Company's annual accounts 2023 (including the remuneration report);
- Consolidated financial statements 2023;
- Remuneration Policy; and
- Articles of Association.

InPost S.A.  
The Management Board  
Luxembourg, 16 April 2024

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**AGENDA OF THE AGM**

1. Opening
2. Presentation of the report from Management Board and Supervisory Board 2023
3. Approval of financial statements
  - a. adoption of the Company's annual accounts 2023 (*voting item*)
  - b. adoption of the consolidated financial statements 2023 (*voting item*)
4. Allocation of financial results 2023 (*voting item*)
5. Discharge of the Management Board (*voting item*)
6. Discharge of the Supervisory Board (*voting item*)
7. Acknowledgement and approval of the Remuneration Report 2023 (*advisory voting item*)
8. Renewal of appointment of the independent auditor (*voting item*)
9. Re-appointment of Mr. Mark Robertshaw as member and chairperson of the Supervisory Board for a term of 2 years (*voting item*)
10. Closing of the meeting

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## **EXPLANATORY NOTES TO THE AGENDA AND PROPOSED RESOLUTIONS OF THE AGM**

### **Agenda item 2 – Presentation of the report from Management Board and Supervisory Board 2023**

The Management Board will present the performance and activities of InPost during the financial year started on 1 January 2023 and ended on 31 December 2023 (the **2023 Financial Period**) as described in the Management Board Report as part of the Annual Report 2023.

The Supervisory Board will present its observations on the Management Board Report and on the annual accounts of the Company, if any.

The independent auditor (*réviseur d'entreprises agréé*) of the Company for the statutory financial statements of InPost and the consolidated financial statements of InPost and its subsidiary undertakings (the **InPost Group**) for the 2023 Financial Period will be present at the AGM to answer any questions from the shareholders.

### **Agenda item 3.a – Annual accounts of the Company for the 2023 Financial Period (*voting item*)**

It is proposed to the shareholders to approve the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company for the 2023 Financial Period in their entirety.

#### Draft Resolution

*The general meeting of shareholders, after having reviewed the Management Board Report and the report from the independent auditor of the Company, approves the annual accounts of the Company for the financial year ended on 31 December 2023 in their entirety and according to which the Company recorded a net profit in the amount of PLN 308,594,388.*

### **Agenda item 3.b – Consolidated financial statements of the InPost Group for the 2023 Financial Period (*voting item*)**

It is proposed to the shareholders to approve the consolidated financial statements (consisting of the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts) for the InPost Group for the 2023 Financial Period in their entirety.

#### Draft Resolution

*The general meeting of shareholders, after having reviewed the Management Board Report and the report from the independent auditor of the Company, approves the consolidated financial statements of the InPost*

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*Group for the financial year ended on 31 December 2023 in their entirety and according to which the InPost S.A. Group recorded a consolidated net profit in the amount of PLN 647,400,000.*

**Agenda item 4 – Allocation of the 2023 Financial Period results (voting item)**

It is proposed to the shareholders to attribute the net profit for the 2023 Financial Period to the general reserves.

Draft Resolution

*The general meeting of shareholders acknowledges that the profit and loss account for the financial year started on 1 January 2023 and ended on 31 December 2023 shows a net profit in an amount of PLN 647,400,000. The general meeting of shareholders, upon the proposal of the Management Board, decides to allocate the results of the Company based on its annual accounts for the financial year 2023 as follows:  
- to allocate to the general reserves an amount of PLN 647,400,000.*

**Agenda item 5 – Discharge of the Management Board (voting item)**

It is proposed to the shareholders to approve the Management Board's management in 2023 and to grant discharge to the members of the Management Board for the exercise of their mandate in relation to the 2023 Financial Period.

Draft Resolution

*The general meeting of shareholders approves the Management Board's management in 2023 and resolves to grant discharge to each of the members of the Management Board in respect of the exercise of their mandate and performance of their duties during the financial year ended on 31 December 2023.*

**Agenda item 6 – Discharge of the Supervisory Board (voting item)**

It is proposed to the shareholders to approve the Supervisory Board's supervision in 2023 and to grant discharge to the members of the Supervisory Board for the exercise of their mandate in relation to the 2023 Financial Period.

Draft Resolution

*The general meeting of shareholders approves the Supervisory Board's supervision in 2023 and resolves to grant discharge to each of the members of the Supervisory Board in respect of the exercise of their mandate and performance of their duties during the financial year ended on 31 December 2023.*

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**Agenda item 7 – Acknowledgement and approval of the Remuneration Report 2023 (*advisory voting item*)**

It is proposed to the shareholders to pass an advisory vote for acknowledgement and approval of the Remuneration Report 2023.

Draft Resolution

*The general meeting of shareholders passes an advisory vote for acknowledgment and approval of the remuneration report prepared by the Selection, Appointment and Remuneration Committee of the Company for the financial year ended on 31 December 2023.*

**Agenda item 8 - Renewal of appointment of the independent auditor (*voting item*)**

It is proposed to the shareholders by the Supervisory Board to renew the appointment of PricewaterhouseCoopers as independent auditor.

Draft Resolution

*The general meeting of shareholders decides to renew the appointment of PricewaterhouseCoopers, as independent auditor (réviseur d'entreprises agréé) to perform the independent audit of the Company's annual accounts and the consolidated financial statements regarding to the financial year 2024. The duration of the engagement shall be one year, ending at the annual general meeting of shareholders of InPost to be held in 2025.*

**Agenda item 9 – Re-appointment of Mr. Mark Robertshaw as member and chairperson of the Supervisory Board for a term of 2 years (*voting item*)**

It is proposed by the Supervisory Board that Mr. Mark Robertshaw is re-appointed as member and chairperson of the Supervisory Board for a term of 2 years from the date of the General Meeting until the annual general meeting of shareholders to be held in 2026. Mr. Robertshaw is available for reappointment for this term.

Mr. Robertshaw (born 1968, UK) is a member and chairperson of the Supervisory Board at InPost and has served as a member and chairperson of the Supervisory Board of Integer.pl since 2017. With more than 30 years in the business, he has brought a wide and deep experience of different businesses, geographies, and industries, having filled all 3 of the key C suite roles of CFO, CEO, and Chairman of both publicly listed and private equity owned enterprises. This includes being formerly the CEO of Morgan Advanced Materials Plc, and Innovia, both of which brought him first-hand experience of complex multi-national businesses.

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Mr. Robertshaw also served for 8 years on the Board of Segro, one of Europe's largest owners of logistics real estate. In addition to his role in InPost, he is currently a Board Director and Chair of the Audit Committee of Kensington Capital Global Industrials.

Mr. Robertshaw has proven to be a very valuable, competent, and committed member and chairperson of the Supervisory Board, given his broad expertise and experience. Mr. Robertshaw already served as chairperson of the Supervisory Board of the Company for a period of seven years, and in line with the Dutch Corporate Governance Code, Luxembourg law, the Articles of Association, and the Supervisory Board Rules of the Company, his re-appointment is proposed for a period of 2 years.

Draft Resolution

*The general meeting of shareholders decides to re-appoint Mr. Mark Robertshaw as member and chairperson of the Supervisory Board for a period of 2 years, commencing after this general meeting until the annual general meeting to be held in 2026.*

**The AGM will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and of the number of shares represented, and the resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented.**

**Each share is entitled to one vote.**

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## GENERAL INFORMATION

### Availability of documents

The agenda and explanatory notes thereto, the Annual Report 2023 (including the remuneration report), the Company's annual accounts 2023 and the consolidated financial statements 2023, the Remuneration Policy and the Articles of Association are available on the corporate website of the Company as from today at [www.inpost.eu](http://www.inpost.eu).

Hardcopies of these documents may also be obtained free of charge upon request sent by email to: [eliane.koelmans@halsten.nl](mailto:eliane.koelmans@halsten.nl).

### Additions of agenda items or tabling of alternative resolutions

One or more shareholders representing together at least 5% of the issued share capital of InPost have the right to place items on the agenda and/or table draft resolutions regarding existing or new agenda items.

Any such request must be received by InPost before **18.00** CEST on **24 April** 2024.

The request must be made in writing by e-mail to: [eliane.koelmans@halsten.nl](mailto:eliane.koelmans@halsten.nl) or postal mail (to InPost S.A., for the attention of the Company Secretary, 70, route d'Esch, L - 1470 Luxembourg) and must include either (a) the text of the new agenda item and/or a draft resolution, and a background explanation, or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution and/or a background explanation.

The request must include the name of a contact person and a contact address (postal address and e-mail) to enable InPost to confirm receipt within 48 hours, and proof must be provided that the requestor(s) was/were shareholder(s) of InPost for at least (together) 5% on the date of issuance of the above mentioned request.

### Registration

In accordance with article 11.9 of InPost's Articles of Association, the Management Board has determined that persons entitled to attend the AGM in person or access the Webcast on **16 May** 2024 shall be those persons who, after all changes have been processed, (i) have these rights on **2 May** 2024 after close of trading (i.e., at midnight CEST) (the **Record Date**) and are registered as such in InPost's shareholders register or in the administration held by the intermediaries with Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal Effectenverkeer*), (ii) have declared their intention to participate to the AGM before the Record Date and (iii) have registered themselves for the AGM in time in accordance with the provisions set forth below.

### Attending the AGM

Shareholders who wish to participate at the AGM in person, through the Webcast or by means of a proxy, and are entitled to attend the AGM, are requested to register themselves at the latest on the Record Date,



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via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their financial intermediary. All relevant information shall be provided to the listing agent (**ABN AMRO**) or the relevant financial intermediary as of **the Record Date**, but no later than **12.00** CEST on **13 May** 2024.

In all circumstances, the intermediaries will need to issue a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than **18.00** CEST on **14 May** 2024, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration (the **Registration Note**) which will also include a link and login code to enter the Webcast.

In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders to be able to verify the shareholding on the Record Date in an efficient manner.

Furthermore, shareholders that wish to attend the AGM shall further notify the Company Secretary per email at [eliane.koelmans@halsten.nl](mailto:eliane.koelmans@halsten.nl), including their Registration Note and shall receive via email a link for admittance to the AGM as described below.

#### Voting instructions and/or proxies

Shareholders who have registered for the AGM but do not wish to attend the AGM (in person or by proxy) or attend the AGM through the Webcast are entitled to vote through a voting instruction until **15 May, 09.00** CEST via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The voting and meeting rights can also be exercised by a proxy. Proxies can be given until **16 May** 2024, **08.00** CEST via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

For more details on how to exercise electronic voting rights please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

#### Admittance and identification

For shareholders that have registered in accordance with the provisions set forth above, InPost will provide the opportunity to attend the meeting in person or attend the meeting virtually through the Webcast.

Admission will take place at the reception desk at the venue of the AGM between 08.30 CEST and 08.55 CEST, with 09.00 CEST being the start of the AGM on **16 May** 2024. It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the AGM and are therefore requested to bring a valid identification document. Access may be declined in case no proof of registration or identification can be provided.

#### Submitting questions ahead and during of the AGM

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Shareholders who wish to ask questions on any agenda item, are strongly encouraged to submit any questions in advance by sending an e-mail to [ir@inpost.eu](mailto:ir@inpost.eu). When submitting one or more questions please ensure to also provide the shareholder's full name and address and a proof of ownership of InPost shares as at the Record Date (as defined here before) issued by a financial intermediary. Kindly note that the deadline for submitting questions in advance is no later than **18.00** CEST on **13 May 2024**.

A shareholder may also ask questions during the meeting. Shareholders attending via the Webcast will have the possibility to ask questions during the AGM via a chat function.

It is at the discretion of the chairperson of the AGM to bundle questions, limit the number of questions per agenda item, or to determine that some questions will be answered after the AGM, for example in the case of time constraints.

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