

INPOST S.A. – REMUNERATION POLICY

InPost S.A. (the “Company”) has a two-tier board consisting of a management board (*directoire*) (the “Management Board”) and a supervisory board (*conseil de surveillance*) (the “Supervisory Board”). This remuneration policy (the “Remuneration Policy”) is issued by the Supervisory Board upon recommendation by the Selection, Appointment and Remuneration Committee (the “Committee”). The Remuneration Policy was adopted by the general meeting of shareholders of the Company on 20 January 2021.

1. Introduction

The remuneration policy aims to provide a remuneration structure that will allow the Company and its subsidiaries (the “Group”) to attract, reward and retain highly qualified Management Board and Supervisory Board members and provide and motivate them with a balanced and competitive remuneration that is focused on superior and sustainable financial results and is aligned with the long-term strategy of the Group.

The Supervisory Board intends to perform scenario analyses and remuneration benchmarking on a regular basis to assess that the total remuneration (both fixed and variable) of the Management Board and the Supervisory Board appropriately reflects the performance of the Group, with due regard to any risks to which variable remuneration may expose the Group. The general level of remuneration of the employees within the Group is also taken into account when determining the remuneration of each Management Board member. Furthermore, advice from specialist third party remuneration consultants providing benchmark information about market remuneration levels in other European headquartered companies of similar scale, complexity and sector focus and/or the individual performance of the members of the Management Board shall also be taken into account.

2. Remuneration of members of the Management Board

The remuneration of the members of the Management Board is made up of fixed and variable elements. The Supervisory Board has determined the weighting of fixed and variable elements and the balance between short and long-term awards in such a way that fixed pay is moderate (below average) compared to other comparable listed companies and the proportion of the total remuneration that is performance related for delivering superior performance is market-leading in comparison to other comparable companies, reflecting the Group’s highly performance oriented and entrepreneurial culture, the Group’s objectives of growth and expansion, and the aim to foster alignment of the interests of the members of the Management Board with the Company’s shareholders.

The remuneration of the members of the Management Board will consist of:

- annual base salary
- annual and deferred bonus plan
- long term incentive plan; and
- fringe benefits, including a possible pension provision

Annual base salary

The base salary of the members of the Management Board aims to reflect the responsibility and scope of their role, taking into account their level of seniority and experience. The base salary for each member of the Management Board is a fixed cash compensation paid on a monthly basis. In light of the Group's remuneration philosophy to have a remuneration package for the members of the Management Board that is more heavily weighted towards performance-based elements, the base salary is targeted to be around the lower quartile of executives with similar roles in comparable companies.

The base salary will be reviewed by the Supervisory Board on an annual basis or where there is a change in position or responsibility, taking into account individual performance and degree of individual responsibility, the general operational performance of the Group, as well as the economic environment and sustainable development of the Group.

Annual and deferred bonus

The members of the Management Board are eligible to receive an annual bonus subject to the achievement of certain pre-determined financial, strategic and operational performance measures, supporting the overall focus on long-term value creation of the Company. The annual bonus is capped at 200% of the annual base salary. Unless the Supervisory Board determines otherwise, at least 50% of the annual bonus will be deferred into shares in the capital of the Company for a period of three years, meaning that the member of the Management Board normally forfeits his or rights to those shares if he or she leaves the Group before the end of that period. Any shares awarded to the members of the Management Board as part of their annual bonus must be held by them for at least three years from the award date. The Supervisory Board will determine the bonus to be awarded following the end of the relevant financial year.

Long-term incentive plan

Pursuant to the terms of the long-term incentive plan (the "LTIP"), the members of the Management Board are eligible to receive awards for shares in the capital of the Company, which shall normally vest after a three-year performance period, subject to the achievement of certain pre-determined financial performance metrics, supporting the overall focus on long-term value creation of the Company and to remaining in employment within the Group. The maximum value of shares in the capital of the Company over which a member of the Management Board may be eligible to receive an LTIP award on an annual basis will be equal to 200% of the sum of the annual base salary and the prior year's annual bonus including any portion of the bonus that is deferred in the shares in the capital of the Company. The award of LTIP shares in any year shall not exceed a maximum of 600% of the annual base salary. Any shares awarded to the members of the Management Board under the LTIP must be held by them for at least two years from the vesting date.

The variable remuneration of the members of the Management Board may be reduced or members of the Management Board may be obliged to repay (part of) their variable remuneration to the Company if certain circumstances apply. The Supervisory Board will have the discretionary power to adjust the value downwards or upwards of any variable

remuneration component conditionally awarded to a member of the Management Board in a previous financial year which would, in the opinion of the Supervisory Board, produce an unfair result due to extraordinary circumstances during the period in which the predetermined performance criteria have been or should have been applied. In addition, the Company may recover from a member of the Management Board any variable remuneration awarded on the basis of incorrect financial or other data (claw back). The Supervisory Board may furthermore adjust the variable remuneration (to the extent that it is subject to reaching certain targets and the occurrence of certain events) to an appropriate level if payment of the variable remuneration were to be unacceptable according to the requirements of reasonableness and fairness.

Pension and fringe benefits

The members of the Management Board may be given the opportunity to participate in a personal pension scheme. Furthermore, the members of the Management Board are eligible for certain benefits such as private health cover, life insurance, a mobile phone, a company car, business expense allowance or allowances in lieu of such benefits. The Supervisory Board may offer other additional benefits, such as expatriate benefits (housing and travel allowance), relocation allowances and reasonable tax advice and support.

3. Other arrangements

The Management Board members may have service agreements and/or employment agreements with the Company and/or any other member of the Group. These shall be agreements for an indefinite period of time and shall contain severance provisions which provide for a severance payment of 50% of annual salary payable under such agreement. The agreements may contain a notice period of up to 6 months and non-compete undertakings which if breached may result in penalties of up to 9 months annual salary in addition to the requirement to pay back any and all severance payments.

4. Remuneration of the members of the Supervisory Board

The remuneration policy for the members of the Supervisory Board has been designed to ensure that the Group attracts, retains and appropriately compensates a diverse and highly experienced group of members of the Supervisory Board. The remuneration of the members of the Supervisory Board reflects the time spent and responsibilities of the roles.

The Chairperson of the Supervisory Board will receive an annual fee of EUR 220,000. The other members of the Supervisory Board will each receive an annual fee of EUR 75,000 for their services. The chairperson of each of the committees of the Supervisory Board will receive an additional annual fee of EUR 25,000.

The fees of each of the members of the Supervisory Board will be paid in cash, although the Supervisory Board may decide to pay up to 25% of the annual fees in shares in the capital of the Company. The number of such shares to be issued or allocated to each member of the Supervisory Board as part of his or her remuneration will be calculated on the average share price on the three working days prior to the delivery of the shares in the capital of the Company.

Members of the Supervisory Board are also eligible to receive reimbursement of reasonable expenses incurred undertaking their duties, including any applicable taxes.

5. Changes to the Remuneration Policy

The Supervisory Board, shall upon the initiative of the Selection Appointment and Remuneration Committee, review the Remuneration Policy on a regular basis. External advisors may be consulted as required to provide advice and information to the Selection Appointment and Remuneration Committee for the development and implementation of the Remuneration Policy. Material changes to the Remuneration Policy must be adopted by the general meeting of shareholders upon a proposal of the Supervisory Board.

6. Deviation of the Remuneration Policy

Deviation from all the components of the Remuneration Policy is at the discretion of the Supervisory Board in the event of extraordinary circumstances where such deviation is deemed necessary to serve the Group's long-term interests, sustainability or vitality.

The Supervisory Board will inform the General Meeting of any decision to deviate from the Remuneration Policy by explaining the extraordinary circumstances that led to such decision.