

CHARTER OF THE SELECTION, APPOINTMENT AND REMUNERATION COMMITTEE

OF

InPost S.A.

This charter (hereinafter the "**Charter**") was adopted by the Supervisory Board of InPost S.A. (hereinafter the "**Company**") on 20 January 2021.

The Supervisory Board may amend this Charter from time to time.

1. DEFINITIONS

1.1. The words and expressions used in this Charter have the following meaning:

- "**Articles of Association**": the articles of association of the Company, as amended from time to time;
- "**CEO**": the chief executive officer of the Company;
- "**Chairperson**": the chairperson of the Selection, Appointment and Remuneration Committee;
- "**Charter**": this charter of the Selection, Appointment and Remuneration Committee;
- "**Code**": the Dutch Corporate Governance Code;
- "**Company**": the public limited liability company (*société anonyme*) InPost S.A., with its registered office at 2-4 rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de commerce et des sociétés, Luxembourg*) under number B248669;
- "**General Meeting**": the Company's general meeting of shareholders;
- "**Management Board**": the management board of the Company;
- "**Selection, Appointment and Remuneration Committee**" or "**Committee**": the selection, appointment and remuneration committee of the Supervisory Board;
- "**Shareholder Rights Law**": the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders at general meetings of listed companies, as amended by the Law of 1 August 2019 implementing EU Directive 2017/828 of the European Parliament and of the Council amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement in listed companies; and
- "**Subsidiaries**": the Company's direct and indirect subsidiaries from time to time;
- "**Supervisory Board**": the supervisory board of the Company;
- "**Supervisory Board Rules**": the rules of the Supervisory Board, as amended from time to time;

1.2. Capitalised terms not defined herein shall have the meanings given to them in the Supervisory Board Rules or in the Articles of Association.

2. PURPOSE

- 2.1. The Committee is appointed by the Supervisory Board with the purpose to:
- (a) assist the Supervisory Board in supervising the Management Board with respect to the Company's compensation programs and compensation (including remuneration) of the Company's executive committee, other senior management and other personnel;
 - (b) make proposals for the remuneration of the individual members of the Management Board and Supervisory Board; and
 - (c) assist the Supervisory Board with the selection and appointment procedures for the members of the Management Board and Supervisory Board, the executive committee and other senior management.
- 2.2. The Committee shall also have oversight of all Subsidiaries.

3. ORGANISATION

- 3.1. The Committee shall be comprised of at least three members of the Supervisory Board.
- 3.2. The members of the Committee, including the Chairperson, shall be appointed by the Supervisory Board. The Chairperson shall not be the chairperson of the Supervisory Board or a former member of the Management Board. The majority of the members of the Committee must be independent within the meaning of the Code.
- 3.3. Each member of the Committee shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Each member of the Committee may be removed, with or without cause, by the Supervisory Board.
- 3.4. The Committee shall have the authority to select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall be authorised to approve such consultant's fees and other retention terms. If the Committee makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant does not also provide advice to the members of the Supervisory Board.

4. MEETINGS

- 4.1. The Committee meets at least two times annually, and more frequently as circumstances dictate. The Chairperson or any member of the Committee may call meetings of the Committee, with due observance of a reasonable notice period. The person calling the meeting may determine the agenda (taking into account requests, if any, from other members of the Committee).
- 4.2. As part of its review and establishment of the performance criteria, compensation and the remuneration of individual members of the Management Board and Supervisory Board, the Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources

executive, and any other corporate officers as it deems appropriate. In all cases such officers shall not be present at meetings, or the parts of such meetings, at which their performance and compensation are being discussed and determined.

- 4.3. Meetings of the Committee may be held physically, or by telephone or via videoconferencing facilities provided that each member of the Committee taking part in such meeting is able to hear the deliberations and can be heard by the other members of the Committee.
- 4.4. The Committee strives for consensus in connection with any proposal or recommendation to be given to the Supervisory Board. If no consensus can be reached within the Committee, recommendations to the Supervisory Board are based on a majority of votes and the dissenting opinion(s) will be mentioned in the proposal or recommendation of the Committee to the Supervisory Board. In the case of a deadlock, they shall refer the matter to the chairperson of the Supervisory Board who shall cast the deciding vote.
- 4.5. The Committee may invite to its meetings any member of the Management Board or Supervisory Board, any manager of the Company or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
- 4.6. Each member of the Committee shall not be present during a meeting at such time that the individual remuneration of such member is being discussed and determined.

5. RESPONSIBILITIES AND DUTIES

- 5.1. The functions listed in this Section 5 shall be the common recurring activities of the Committee in carrying out its purpose outlined in Section 0 of this Charter. The Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time related to the purposes of the Committee outlined in Section 0 of this Charter.
- 5.2. The Committee is responsible for:

(A) Responsibilities and duties with regard to remuneration

Remuneration Policy and Compensation Standards

- (a) preparing a proposal for the Supervisory Board concerning the remuneration policy for the Management Board and the Supervisory Board to be adopted by the General Meeting;
- (b) assisting the Supervisory Board with the establishment and review of the overall compensation strategy of the Company, and ensuring that the compensation strategy is competitive and is structured to attract and retain key staff of the required quality;
- (c) assisting the Supervisory Board in reviewing and approving corporate goals and objectives relevant to compensation of the members of the Management Board, the executive committee, other senior management, and other personnel, including annual performance

- objectives;
- (d) assisting the Supervisory Board and/or the Management Board, as applicable, in evaluating the performance of the members of the Management Board, the executive committee, other senior management and other personnel in light of these criteria and, based on such evaluation, review and approve the annual salary, bonus, equity participation, if any, and other benefits, direct and indirect, of the members of the Management Board, the executive committee, other senior management and other personnel;
 - (e) in connection with compensation programs:
 - (i) reviewing and recommending new compensation programs to the Supervisory Board and/or Management Board, as applicable;
 - (ii) reviewing and recommending to the Supervisory Board and/or Management Board, as applicable, specific "Key Performance Indicators" and other metrics for compensation programs. Review on a periodical basis the operations of the Company's compensation programs to determine whether they are properly executed and are achieving their intended purpose(s);
 - (iii) reviewing and recommending to the Supervisory Board and/or Management Board, as applicable, policies for the administration of compensation programs; and
 - (iv) proposing modifications to any compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance;
 - (f) reviewing and recommending to the Supervisory Board and/or Management Board, as applicable, policies and procedures pertaining to compensation and expense reimbursement of members of the Management Board, the Supervisory Board and senior management as well as managers and officer indemnifications and insurance matters;

Individual Remuneration

- (g) preparing a proposal concerning the individual remuneration of members of the Management Board in accordance with the remuneration policy as adopted by the General Meeting and within the limits of the aggregate remuneration as approved by the General Meeting, to be adopted by the Supervisory Board, taking into account the views of the individual members of the Management Board with regard to the amount and structure of their own remuneration. The proposal shall in any event include (i) the remuneration structure, (ii) the amount of the fixed remuneration, (iii) the shares and/or options to be granted and/or other variable remuneration components, (iv) pension rights, (v) redundancy pay and other forms of compensation to be awarded, (vi) the performance criteria used and the application thereof, (vii) the scenario analyses that are carried out and (viii) the pay ratios within the Company and its affiliated business;

- (h) preparing a proposal concerning the individual remuneration of the members of the Supervisory Board in accordance with the remuneration policy as adopted by the General Meeting and within the limits of the aggregate remuneration as approved by the General Meeting, to be adopted by the Supervisory Board. The remuneration of the individual members of the Supervisory Board shall not depend on the results of the Company;

Incentive and Equity-Based Compensation Plans

- (i) reviewing and making recommendations to the Supervisory Board and/or Management Board, as applicable, with respect to the Company's incentive-compensation plans and equity-based plans, and oversee the activities of the individuals responsible for administering those plans;
- (j) monitoring compliance with the rules and guidelines of the Company's incentive or equity-based plans;
- (k) reviewing the Company's incentive compensation plans to determine whether they encourage excessive risk-taking, and to review and discuss annually the relationship between the Company's risk management policies and practices and its incentive compensation plans;

Remuneration Report

- (l) preparing the annual remuneration report of the Supervisory Board, taking into account, among other things, the requirements under the Code and the Shareholder Rights Law;

(B) Responsibilities and duties with regard to selection and appointment

- (m) preparing the Supervisory Board's decision-making in respect of selection and appointment related matters;
- (n) drawing up selection criteria and appointment procedures for the members of the Management Board and Supervisory Board;
- (o) periodically assessing the size and composition of the Management Board and Supervisory Board and making a proposal for a composition profile of the Supervisory Board;
- (p) periodically assessing the functioning of individual members of the Management Board and the Supervisory Board, and reporting on this to the Supervisory Board;
- (q) preparing a proposal for the succession of members of the Management Board and the Supervisory Board;
- (r) proposing or recommending to the Supervisory Board:
 - (i) the individuals for the appointment and reappointment by the Supervisory Board of the members of the Management Board;
 - (ii) the individuals to be proposed to the General Meeting for appointment and reappointment as member of the Supervisory Board (with due observance of the Nomination Right of the

- Principal Shareholder); and
- (iii) the individuals for the appointment by the Supervisory Board of the members of the committees of the Supervisory Board;
 - (s) supervising the manner in which the Management Board determines and conducts the selection criteria and appointment procedures for the executive committee and other senior management.

6. REPORTING

- 6.1. The Committee maintains minutes or other records of meetings and activities of the Committee. Minutes of all Committee meetings will be circulated among the members of the Supervisory Board.
- 6.2. The Committee reports regularly to the Supervisory Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The Chairperson reports to the Supervisory Board on the activities, findings and recommendations of the Committee. Such regular reports can be verbal or written.
- 6.3. The Committee will annually provide the Supervisory Board with a report of its deliberations, findings and the main items discussed.

7. ANNUAL PERFORMANCE EVALUATION

- 7.1. The Committee performs a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.
- 7.2. The Committee reviews and reassesses, at least annually, the adequacy of this Charter and recommends to the Supervisory Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
- 7.3. The annual assessment of the workings of the Committee and the performance of its members form a part of the annual overall assessment of the Supervisory Board and its members.

8. MISCELLANEOUS

- 8.1. This Charter is prepared on the basis of the Articles of Association and the Supervisory Board Rules. Article 16 of the Supervisory Board Rules regarding confidentiality shall apply *mutatis mutandis* to this Charter.
- 8.2. This Charter shall be published on the website of the Company.