

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.

Given the current circumstances resulting from the Covid-19 pandemic and related travel restrictions and recommendations issued by several authorities, including in Luxembourg, InPost S.A. (**InPost**) has decided to hold its Annual General Meeting (the **AGM**) on **19 May 2022** at **13.30** CEST, without a physical presence, as permitted by the Luxembourg law of 17 December 2021 on the extension of measures concerning the holding of meetings in companies and in other legal entities.

InPost is facilitating online attendance of the AGM for shareholders by means of a video webcast.

Questions regarding the agenda items can be submitted prior to the AGM in writing ultimately by **18:00** CEST on **13 May 2022**. The answers to those questions will be made available on the company's corporate website on **18 May 2022** by **18:00** CEST the latest. The Shareholders will be allowed to ask follow on questions during the AGM.

More information on how to submit questions can be found under "*General Information*" in this convening notice.

Arrangements are made for shareholders to vote electronically in advance of the AGM until **16 May 2022, 10:00** CEST. Shareholders are kindly referred to www.abnamro.com/evoting for more details on how to exercise their voting right.

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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: 19 May 2022

TIME: 13:30 CEST

LOCATION VIDEO WEBCAST: (host location: InPost S.A., 70, route d'Esch, L - 1470 Luxembourg)

The Company intends to appoint Mark Robertshaw, Supervisory Board member and chairperson as Chairman, Dominika Pietkun 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.

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 2021;
- Company annual accounts 2021 (including the remuneration report);
- Remuneration Policy; and
- Articles of Association.

InPost S.A.

The Management Board

Luxembourg, 15 April 2022

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AGENDA OF THE AGM

1. Opening
2. Presentation of the report from Management Board and Supervisory Board 2021
3. Presentation of the Independent Auditor's Report 2021
4. Approval of Financial Statements
 - a. adoption of the consolidated financial statements 2021 (*voting item*)
 - b. adoption of the annual accounts 2021 (*voting item*)
5. Allocation of financial results 2021 (*voting item*)
6. Discharge of the Management Board (*voting item*)
7. Discharge of the Supervisory Board (*voting item*)
8. Acknowledgement and approval of the Remuneration Report 2021 (*advisory voting item*)
9. Granting authorisation to the Company to acquire its own shares, subject to the following terms and conditions:
 - a) the authorisation to acquire own shares shall be valid for a period of five years; and
 - b) the Company may acquire up to 10 percent of the total number of shares, for a price per ordinary share between its nominal value and the amount equal to 110 percent of the share price, being the average of the highest quoted price for each share on the five consecutive trading days immediately preceding the date of repurchase, according to the Official Price List of Euronext Amsterdam as published on its website (*voting item*)
10. Renewal of appointment of the external auditor (*voting item*)
11. Closing of the meeting

EXPLANATORY NOTES TO THE AGENDA AND PROPOSED RESOLUTIONS OF THE AGM

Agenda item 2 – Presentation of the report from Management Board and Supervisory Board 2021

The Management Board will present the performance and activities of InPost during the financial year started on 1 January 2021 and ended on 31 December 2021 (the **2021 Financial Period**) as described in the Management Board Report as part of the Annual Report 2021.

Agenda item 3 – Presentation of the Independent Auditor's Report 2021

The report of the independent auditor (*réviseur d'entreprises agréé*) of the Company in respect of the statutory financial statements of InPost and the consolidated financial statements of InPost and its group (the **InPost Group**) for the 2021 Financial Period will be presented.

Agenda item 4 a. – Annual accounts of InPost for the 2021 Financial Period (voting item)

It is proposed to the shareholders to approve the annual accounts (consisting in the balance sheet, the profit and loss account and the notes to the accounts) of InPost for the 2021 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 2021 in their entirety and according to which the Company recorded a loss for the financial year in the amount of PLN 23.3 million.

Agenda item 4 b. – Consolidated financial statements of the InPost Group for the 2021 Financial Period (voting item)

It is proposed to the shareholders to approve the consolidated financial statements (consisting in the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts) for the Company and its subsidiary undertakings for the 2021 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 for the Company and its subsidiary undertakings (the **Inpost Group**) for the financial year ended on 31 December 2021 in their entirety and according to which the InPost S.A. Group recorded a consolidated profit in the amount of PLN 491.67 million .*

Agenda item 5 – Allocation of the 2021 Financial Period results (voting item)

It is proposed to the shareholders to carry forward the loss for the 2021 Financial Period to the next financial year.

Draft Resolution

The general meeting of shareholders acknowledges that the profit and loss account for the financial year started on 1 January 2021 and ended on 31 December 2021 show a loss in an amount of PLN 23.3 million .

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 2021 as follows:

- to carry forward an amount of PLN 23.3 million to the next financial year.

Agenda item 6 – Discharge of the Management Board (voting item)

It is proposed to the shareholders to approve the Management Board's management in 2021 and to grant discharge to the members of the Management Board for the exercise of their mandate in relation to the 2021 Financial Period.

Draft Resolution

The general meeting of shareholders approves the Management Board's management in 2021 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 2021.

Agenda item 7 – Discharge of the Supervisory Board (voting item)

It is proposed to the shareholders to approve the Supervisory Board's supervision in 2021 and to grant discharge to the members of the Supervisory Board for the exercise of their mandate in relation to the 2021 Financial Period.

Draft Resolution

The general meeting of shareholders approves the Supervisory Board's supervision in 2021 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 2021.

Agenda item 8 – Acknowledgement and approval of the Remuneration Report 2021 (advisory voting item)

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It is proposed to the shareholders to pass an advisory vote for acknowledgement and approval of the Remuneration Report 2021.

Draft Resolution

The general meeting of shareholders approves the remuneration report prepared by the Selection, Appointment and Remuneration Committee of the Company for the financial year ended on 31 December 2021.

Agenda item 9 – Repurchase of Own shares (voting item)

In accordance with article 430-15 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, it is proposed to the shareholders that an authorisation and a delegation of all necessary powers be granted to the Management Board to acquire ordinary shares of the Company, subject to the following terms and conditions:

- a) the authorisation to acquire own ordinary shares shall be valid for a period of five years from the date on which the authorisation is given by the general meeting of shareholders; and
- b) the Company may acquire up to 10 percent of the total number of ordinary shares of the Company issued on the date of this ordinary general meeting, and for a price per ordinary share between its nominal value and the amount equal to 110 percent of the share price, being the average of the highest quoted price for each ordinary share on the five consecutive trading days immediately preceding the date of repurchase, according to the Official Price List of Euronext Amsterdam as published on its website.

Draft Resolution

The general meeting of shareholders expressly approves the granting of an authorisation to the Company and the delegation of all necessary powers, in accordance with article 430-15 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, to acquire its own ordinary shares, subject to the following terms and conditions:

- a. *the authorisation to acquire own ordinary shares shall be valid for a period of five (5) years from the date on which the authorisation is given by the general meeting of shareholders; and*
- b. *the Company may acquire up to 10 percent of the total number of ordinary shares of the Company issued on the date of this ordinary general meeting, and for a price per ordinary share between its nominal value and the amount equal to 110 percent of the share price, being the average of the highest quoted price for each ordinary share on the five consecutive trading days immediately preceding the date of repurchase, according to the Official Price List of Euronext Amsterdam as published on its website.*

Agenda item 10 – Renewal of appointment of the external auditor (voting item)

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It is proposed to the shareholders 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 annual accounts and the consolidated financial statements regarding to the financial year 2022. The duration of the engagement shall be one year, ending at the annual general meeting of shareholders of InPost to be held in 2023.

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 Remuneration Policy, the annual report 2021 (including the remuneration report), the annual accounts 2021 and the consolidated financial statements 2021, are available on the corporate website of the Company as from today at www.inpost.eu.

Hardcopies of these documents may also be obtained free of charge upon request sent by email to: 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 **27 April 2022**.

The request must be made in writing by e-mail to: 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 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 above mentioned request.

Registration

In accordance with article 11.9 of the articles of association of InPost, the Management Board has determined that persons entitled to access the webcast of the AGM on **19 May 2022** shall be those persons who, after all changes have been processed, (i) have these rights on **5 May 2022** after close of trading (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 webcast in time in accordance with the provisions set forth below.

Attending the AGM

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In view of the Covid-19 pandemic, InPost will hold the AGM on **19 May** 2022 in digital form, facilitating online attendance only by means of a webcast.

Shareholders who wish to attend the AGM through the provided webcast, are requested to register themselves at the latest on the Record Date via 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 **10:00** CEST on **16 May** 2022.

In all circumstances, the intermediaries will need to issue a statement via www.abnamro.com/intermediary, no later than **18:00** CEST on **17 May** 2022, 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, including their Registration Note and shall receive via email a link for admittance to the AGM as described below.

Shareholders may not attend the AGM in person.

Voting instructions and/or proxies

The voting rights can be exercised in advance of the AGM through: www.abnamro.com/evoting; voting will not be possible during the AGM. For more details on how to exercise voting rights please visit www.abnamro.com/evoting. Votes may be cast electronically until **16 May**, 10:00 CEST via 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 follow the meeting virtually through a webcast.

Admission to the virtual meeting will take place on 19 May 2022 between 1.00 pm CEST and 1.30 pm CEST, the start of the meeting.

Submitting questions ahead of the AGM

In light of the Covid-19 pandemic and as such the virtual form of the meeting, shareholders can only ask questions about items on the agenda of the AGM ahead of the AGM. InPost will provide responses to the questions on its corporate website in advance of the AGM. It will be possible to ask follow-up questions during the AGM.

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Please submit your questions to: mharris@inpost.eu ultimately by **18:00** CEST on **13 May** 2022 and include 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. The responses to these questions will be made available on our corporate website on **18 May** 2022 by **18:00** CEST the latest.

ABN AMRO Bank N.V. Gustav Mahlerlaan 10 1000 EA Amsterdam The Netherlands	InPost S.A. 70, route d'Esch L - 1470 Luxembourg Grand Duchy of Luxembourg R.C.S. Luxembourg: B 248669
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