



PRESS RELEASE

21 June 2021

InPost S.A. announces launch of Euro-Denominated Senior Notes Offering

Luxembourg, Luxembourg – 21 June 2021. InPost S.A. (“InPost” or the “Issuer”), today announces an intention to offer (the “Offering”), subject to market conditions, at least €390 million in aggregate principal amount of euro-denominated senior notes due 2027 (the “Notes”).

InPost intends to utilize the proceeds from the Offering (together with drawings under its existing revolving credit facility) (i) to consummate the previously announced acquisition (the “Acquisition”) of Mondial Relay SAS, (ii) to pay fees and expenses in connection with the Acquisition and the related financing transactions and (iii) for general corporate purposes.

This press release contains inside information relating to InPost S.A. within the meaning of Regulation (EU) 596/2014 and Commission Implementing Regulation (EU) 2016/1055.

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Cautionary Statements

The Offering is being made by means of an offering memorandum. This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful. There can be no assurance that the Offering will be completed or, if completed, as to the terms on which it will be completed.

The Notes and the related guarantees have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or applicable state or foreign securities laws and may not be offered or sold in the United States without registration under federal or applicable state securities laws or an applicable exemption from such registration requirements. The Notes will be offered in the United States to “qualified institutional buyers” as defined in Rule 144A under the Securities Act and outside the United States in an offshore transaction in accordance with Regulation S under the Securities Act.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law in the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

inpost.eu

InPost S.A.

Société anonyme
Registered office: 2-4, rue Beck,
L-1222 Luxembourg

Luxembourg Register of Commerce and Companies
(R.C.S. Luxembourg) under number B 248669
Share capital 31 000,00 EUR

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This press release has been prepared on the basis that any offer of the Notes in the United Kingdom (the “UK”) will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”) from a requirement to publish a prospectus for offers of Notes.

In connection with any issuance of the Notes, a stabilizing manager, or persons acting on its behalf, may engage in overallotment, stabilizing transactions and syndicate covering transactions during the stabilization period or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager or persons acting on its behalf will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 calendar days after the issue date of the Notes and 60 calendar days after the date of the allotment of the Notes, as applicable. Any stabilization action or over-allotment must be conducted by the stabilizing manager or persons acting on its behalf in accordance with all applicable laws and rules.

Information to Distributors

Manufacturer target market (MIFID II product governance; UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA or the United Kingdom, respectively.

Forward Looking Statements

This press release contains forward-looking statements. Other than reported financial results and historical information, all statements included in this press release, including, without limitation, those regarding our financial position, business strategy and management plans and objectives for future operations, are, or may be deemed to be, forward-looking statements that reflect the Issuer’s current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements are based on the Issuer’s beliefs, assumptions and expectations regarding future events and trends that affect the Issuer’s future performance, taking into account all information currently available to the Issuer, and are not guarantees of future performance. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on the circumstances that may or may not occur in the future, and the Issuer cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to the Issuer or are within the Issuer’s control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement as a result of risks and uncertainties facing the Issuer. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release and are subject to change without notice. Other than as required by applicable law or the applicable rules of any exchange on which our securities may be traded, we have no intention or obligation to update forward-looking statements.

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Enquiries:

InPost

Sherief Bakr, Investor Relations

sbakr@inpost.pl

+44 7756 205 027

Wojciech Kądziołka, Spokesman

wkadziolka@inpost.pl

+48 725 25 09 85

Powerscourt

James White and Elly Williamson

inpost@powerscourt-group.com

+44 7855 432 699 / +44 7970 246 725

InPost S.A.

Société anonyme
Registered office: 2-4, rue Beck,
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