

CHARTER OF THE ESG COMMITTEE

OF

InPost S.A.

This charter (hereinafter the "**Charter**") was adopted by the Supervisory Board of InPost S.A. (hereinafter the "**Company**") on 23 January 2023.

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 ESG Committee;
- "**Charter**": this charter of the ESG 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;
- "**ESG Committee**" or "**Committee**": the Environmental, Social and Governance committee of the Supervisory Board;
- "**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 ESG matters of interest and the implementation of the Company's sustainability strategy;
 - (b) monitor actions or initiatives taken to prevent, mitigate and manage risks related to ESG matters which may have a materially adverse impact on the Company or are otherwise pertinent to its stakeholders, relay these risks to the Audit Committee and provide guidance to the Supervisory Board hereon;
 - (c) make recommendations in a first instance to the Audit Committee and subsequently to the Supervisory Board on the Company's policies, procedures, practices and performance with respect to ESG matters, including adherence to external reporting and relationships with stakeholders.
- 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, including the chairperson of the Audit Committee. 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.
- 3.2. The members of the Committee, including the Chairperson, shall be appointed by the Supervisory Board.
- 3.3. The Committee as a whole shall have the competence, expertise and experience relevant to the ESG matters.
- 3.4. 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.
- 3.5. The Committee shall have the authority to obtain advice and assistance from outside legal and other advisors. The Company shall provide appropriate funding, as determined by the Committee, for compensation to any advisors that the Committee chooses to engage. In addition to any funding necessary to compensate the outside advisors, the Company shall provide the Committee with such funding as the Committee determines is appropriate to fund any ordinary expenses incurred by the Committee in carrying out its duties.

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. 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.
- 4.3. 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.
- 4.4. 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.

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 2 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 2 of this Charter.

- 5.2. The Committee is responsible for:

Assisting the Supervisory Board in the oversight of ESG Strategy

- (a) assisting the Supervisory Board with the establishment and review of the ESG strategy of the Company, and ensuring that the ESG strategy is aligned with regulations, fully integrated with business strategy and linked to the United Nations Sustainable Goals (SDGs);
- (b) assisting the Supervisory Board with overseeing compliance with the legal and regulatory requirements, as well as Company's strategies and policies, including anti-harassment and anti-discrimination, diversity, anti-corruption and whistleblowing policy;
- (c) monitoring and reviewing, as appropriate, the Company's ethics and compliance system, and, if appropriate, providing guidance or making recommendations on the Company's policies, procedures, practices and performance with respect to ESG matters, including adherence to external reporting and relationships with stakeholders;
- (d) monitoring, reviewing and evaluating the Company's sustainability and responsibility performance and progress against its most significant ESG objectives and commitments;

- (e) overseeing the integration of ESG in risk management and monitoring actions or initiatives taken to prevent, mitigate and manage material risk exposures related to ESG matters, including climate-, sustainability-, cybersecurity- and litigation-related risks, which may have a materially adverse impact on the Company or are otherwise pertinent to its stakeholders, relay such risks to the Audit Committee and providing guidance hereon;
- (f) monitoring and reviewing, as appropriate, emerging trends in the industry relevant for the Company and its reputation;
- (g) monitoring and reviewing, as appropriate, social sustainability, including protection of human rights, social and employee matters and environmental responsibility with a view to their effectiveness in delivering social impact;
- (h) monitoring and reviewing, as appropriate, the Company's social initiatives and commitments, related, among others, to the field of environment, human capital and diversity;
- (i) monitoring employee activism on ESG-related matters;

Assisting the Supervisory Board in communication, reporting and public disclosure on ESG-related matters

- (j) monitoring and reviewing, as appropriate, the Company's non-financial reporting pursuant to mandatory law with respect to ESG matters;
- (k) overseeing the Company's public disclosure on ESG matters and its consistency thereof, including any sustainability reports, as well as the reputational impact of the group's business strategies and practices;
- (l) overseeing the Company's overall ESG communications strategy;
- (m) overseeing the Company's engagement on ESG issues with shareholders and other stakeholders;
- (n) overseeing public policy initiatives and community relations and engagement on social and political issues;

Coordination with other Committees

- (o) coordinating with other Supervisory Board's committees most notably the Audit Committee on specific overlapping ESG-related matters;
- (p) assisting the Supervisory Board in overseeing the development of ESG-related success metrics and cooperating with the Selection, Appointment and Remuneration Committee on linking the ESG-performance to executive compensation;
- (q) cooperating with the Selection, Appointment and Remuneration Committee on consideration of ESG expertise and education as selection criteria for the appointment of the members of the Supervisory Board and Management Board;

Power of investigation, request for internal information or external advice

- (r) investigating ESG matters and requesting internal information from the Management Board as well as seeking external legal or independent professional advice or assistance from one or more experts appointed by the Committee at a price agreed upon by the Committee, which will be paid by the Company;
- (s) overseeing the self-assessment of the Supervisory Board in terms of incorporating ESG;
- (t) monitoring and reviewing, as appropriate, any significant examination or audit by external auditors, regulators or key ESG rating agencies on ESG matters;

Organizational tasks

- (u) preparing the discussion of the Management Board with respect to formulating, developing, implementing, monitoring and reporting on the Company's social and environmental policies;
- (v) preparing the Supervisory Board's discussion and decision-making in respect of ESG matters;
- (w) reporting to the Supervisory Board:
 - (i) the outcome of the topics discussed in the ESG Committee meetings and making recommendations as it considers appropriate;
 - (ii) the results or findings of the Committee's reviews and assessments on ESG matters;
 - (iii) the Committee's actions taken;

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.