

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.**

InPost S.A. (**InPost**) has decided to hold its Annual General Meeting (the **AGM**) on **17 May 2023** at **10:30** CEST. The AGM can be attended in person or by proxy. Furthermore, InPost is facilitating the possibility for shareholders to follow the AGM online by means of a webcast (the **Webcast**).

Arrangements are made for shareholders to exercise their voting rights at the AGM (for those attending in person) or electronically in advance of the AGM until **16 May 2023, 18:00** CEST. Shareholders are kindly referred to www.abnamro.com/evoting for more details on how to exercise their electronic voting right.

Questions regarding the agenda items can be submitted prior to the AGM in writing ultimately by **18.00** CEST on **14 May 2023**. The answers to those questions will be made available on the company's corporate website on **16 May 2023** by **18.00** CEST the latest. The Shareholders will also be allowed to ask questions during the AGM.

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

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

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: 17 May 2023

TIME: 10:30 CEST

LOCATION: Hotel Le Royal, 12 Boulevard Royal, L-2449 Luxembourg

The Company intends to appoint Mark Robertshaw, Supervisory Board member and chairperson as Chairman, Jelena Orlic 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 2022 (including the remuneration report);
- Company's annual accounts 2022;
- Consolidated financial statements 2022;
- Remuneration Policy;
- Proposed Remuneration Policy 2023; and
- Articles of Association.

InPost S.A.
The Management Board
Luxembourg, 14 April 2023

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

AGENDA OF THE AGM

1. Opening
2. Presentation of the report from Management Board and Supervisory Board 2022
3. Presentation of the Independent Auditor's Report 2022
4. Approval of financial statements
 - a. adoption of the Company's annual accounts 2022 (*voting item*)
 - b. adoption of the consolidated financial statements 2022 (*voting item*)
5. Allocation of financial results 2022 (*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 2022 (*advisory voting item*)
9. Change of the Remuneration Policy 2023 (*voting item*)
10. Renewal of appointment of the external auditor (*voting item*)
11. Re-appointment of Mr. Ralf Huep as member of the Supervisory Board for a term of 4 years (*voting item*)
12. Closing of the meeting

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

EXPLANATORY NOTES TO THE AGENDA AND PROPOSED RESOLUTIONS OF THE AGM

Agenda item 2 – Presentation of the report from Management Board and Supervisory Board 2022

The Management Board will present the performance and activities of InPost during the financial year started on 1 January 2022 and ended on 31 December 2022 (the **2022 Financial Period**) as described in the Management Board Report as part of the Annual Report 2022.

Agenda item 3 – Presentation of the Independent Auditor's Report 2022

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 subsidiary undertakings (the **InPost Group**) for the 2022 Financial Period will be presented.

Agenda item 4.a – Annual accounts of the Company for the 2022 Financial Period (voting item)

It is proposed to the shareholders to approve the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company for the 2022 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 2022 in their entirety and according to which the Company recorded a loss for the financial year in the amount of PLN 340,438,619.95.

Agenda item 4.b – Consolidated financial statements of the InPost Group for the 2022 Financial Period (voting item)

It is proposed to the shareholders to approve the consolidated financial statements (consisting of the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts) for the InPost Group for the 2022 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 of the InPost Group for the financial year ended on 31 December 2022 in their entirety and according to which the InPost S.A. Group recorded a consolidated profit in the amount of PLN 456,391,004.38.

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

Agenda item 5 – Allocation of the 2022 Financial Period results (*voting item*)

It is proposed to the shareholders to carry forward the loss for the 2022 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 2022 and ended on 31 December 2022 shows a loss in an amount of PLN 340,438,619.95.

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 2022 as follows:

- to carry forward an amount of PLN -340,438,619.95 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 2022 and to grant discharge to the members of the Management Board for the exercise of their mandate in relation to the 2022 Financial Period.

Draft Resolution

The general meeting of shareholders approves the Management Board's management in 2022 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 2022.

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

It is proposed to the shareholders to approve the Supervisory Board's supervision in 2022 and to grant discharge to the members of the Supervisory Board for the exercise of their mandate in relation to the 2022 Financial Period.

Draft Resolution

The general meeting of shareholders approves the Supervisory Board's supervision in 2022 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 2022.

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

Agenda item 8 – Acknowledgement and approval of the Remuneration Report 2022 (*advisory voting item*)

It is proposed to the shareholders to pass an advisory vote for acknowledgement and approval of the Remuneration Report 2022.

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 2022.

Agenda item 9 – Change of the remuneration policy for the year 2023 and further (the Remuneration Policy 2023) (*voting item*)

The Supervisory Board proposes to the shareholders to amend the current Remuneration Policy on two separate topics.

The first proposed change relates to a change to the remuneration of the Supervisory Board. The current Remuneration Policy provides that Supervisory Board members may receive up to 25% of their annual remuneration in shares. In order to better align the Remuneration Policy with the Dutch Corporate Governance code, it is proposed that the Supervisory Board members will only be remunerated in cash and to change the Remuneration Policy in this respect.

The current Remuneration Policy also provides that 50% of the annual bonus of the members of the Management Board is paid out in shares in the capital of the Company, which will be forfeited if the Management Board members were to leave the service of the Company within 3 years after this pay-out. After careful review it is not perceived to be consistent with the rationale behind InPost's remuneration policy, which provides for moderate fixed salary and market leading variable income in case of excellence performance, that short term incentive components could be forfeited in all circumstances of leaving the Company. It is therefore proposed to the General Meeting that the Remuneration Policy is amended to reflect that it shall be discretionary for the Supervisory Board to decide whether or not a Management Board member shall forfeit its short term incentive shares if he or she leaves the service of the Company within 3 years after the award.

The proposed wording for the Remuneration Policy 2023 and further is available as part of the General Meeting documents on the website of the Company.

Draft Resolution

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

The general meeting of shareholders approves the Remuneration Policy 2023 as proposed by the Supervisory Board.

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

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's annual accounts and the consolidated financial statements regarding to the financial year 2023. The duration of the engagement shall be one year, ending at the annual general meeting of shareholders of InPost to be held in 2024.

Agenda item 11 - Re-appointment of Mr. Ralf Huep as member of the Supervisory Board for a term of 4 years (voting item)

It is proposed by the Supervisory Board that Mr. Ralf Huep is re-appointed as member of the Supervisory Board for a term of 4 years from the date of the General Meeting until the Annual General Meeting of Shareholders to be held in 2027. Mr. Huep is available for reappointment for this term.

Mr. Huep (born 1961, German) is a member of the Supervisory Board at InPost and has served as a member of the Supervisory Board of Integer.pl since 2017. He is a former senior managing partner of Advent International with a vast experience of creating value with a broad array of international businesses. In a very broad and deep career, Mr. Huep has served on a significant number of boards of which current ones include Duales System Deutschland GmbH & Co KG in Germany and Plastic Energy in Spain.

Mr. Huep has proven to be a very valuable, professional and committed member of the Supervisory Board, given his broad expertise and experience, with special in-depth knowledge of strategic, operational and financial matters for complex multi-national businesses.

Draft Resolution

The general meeting of shareholders decides to re-appoint Mr. Ralf Huep as member of the Supervisory Board for a period of 4 years, commencing after this general meeting until the Annual General Meeting to be held in 2027.

InPost S.A.

Société Anonyme

Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

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.

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

GENERAL INFORMATION

Availability of documents

The agenda and explanatory notes thereto, the [Annual Report 2022](#) (including the remuneration report), the [Company's annual accounts 2022](#) and the [consolidated financial statements 2022](#), the [Remuneration Policy](#), the proposed Remuneration Policy 2023 and the [Articles of Association](#) are available on the corporate website of the Company as from today at www.inpost.eu.

Hard copies 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 **25 April** 2023.

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 InPost's articles of association (the "**Articles of Association**"), the Management Board has determined that persons entitled to attend the AGM in person or access the Webcast on **17 May** 2023 shall be those persons who, after all changes have been processed, (i) have these rights on **3 May** 2023 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 AGM in time in accordance with the provisions set forth below.

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

Attending the AGM

Shareholders who wish to participate at the AGM in person, through the Webcast or by means of a proxy, and are entitled to attend the AGM, 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 **14 May 2023**.

In all circumstances, the intermediaries will need to issue a statement via www.abnamro.com/intermediary, no later than **18:00 CEST** on **15 May 2023**, 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.

Voting instructions and/or proxies

Shareholders who have registered for the AGM but will follow the AGM through the Webcast or do not wish to attend the AGM are only entitled exercise their voting rights through a voting instruction or by a proxy in advance of the AGM until **16 May, 10:00 CEST** via www.abnamro.com/evoting.

For more details on how to exercise electronic voting rights please visit 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 attend the meeting in person or follow the meeting virtually through the Webcast.

Admission will take place at the reception desk at the venue of the AGM between 10:00 CEST and 10:30 CEST, with 10:30 CEST being the start of the AGM on **17 May 2023**. It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the AGM and are therefore requested to bring a valid identification document. Access may be declined in case no proof of registration or identification can be provided.

InPost S.A.
Société Anonyme
Registered office: 70, route d'Esch
L - 1470 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 248669

Submitting questions ahead and during of the AGM

Shareholders who wish to ask questions on any agenda item, are strongly encouraged to submit any questions in advance by sending an e-mail ir@inpost.eu. When submitting one or more questions please ensure to also provide 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. Kindly note that the deadline for submitting questions is no later than **18.00** CEST on **14 May 2023**. The responses to these questions will be made available on our corporate website on **16 May 2023** by **18.00** CEST the latest.

A shareholder may ask questions during the meeting. Shareholders following via the Webcast will have the possibility to ask questions during the AGM via a chat function.

It is at the discretion of the chairperson of the AGM to bundle questions, limit the number of questions per agenda item, or to determine that some questions will be answered after the AGM, for example in the case of time constraints.

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