



Minutes of the General Meeting held on 16 May 2024 9:00 AM CET

## 1. Opening

Mr. Mark Robertshaw (Chairman) opens InPost S.A.'s (InPost or the Company) 2024 Annual General Meeting of Shareholders (AGM) and welcomes the attendees to the AGM of the Company. During this meeting it will be proposed to adopt the 2023 annual report and the annual accounts of the Company. Other resolutions will include the reappointment of Mr Robertshaw as member and chairperson of the Supervisory Board.

The Chairman confirms and advises the following:

- a. Shareholders have been asked to register themselves before the 2nd May 2024 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their financial intermediary.
- b. Shareholders have been asked to notify the Company Secretary via email that they wish to attend the meeting. Shareholders who are attending via webcast received an email with a link to access the meeting.
- c. Shareholders have been asked to cast their votes electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) by the 15th May 2024. Shareholders who are attending the meeting in person can vote during the meeting.
- d. Shareholders have also had the opportunity to submit questions in advance of the meeting, by 18:00 CET on the 13th May 2024. No questions were submitted.
- e. A Shareholder may ask questions during the meeting, provided that these are relevant to the subject under discussion. Shareholders who are attending via the webcast will have the possibility to ask questions during the meeting via a chat function. If many questions are asked, the Management Board and the Supervisory Board will be entitled to combine the questions on similar themes and answer the combined questions.
- f. In calling this meeting all statutory requirements have been met. This meeting has been announced in the Luxembourg Official Gazette and in a Luxembourg newspaper on 16th April 2024 and also put on the Company's website on 16th April 2024, all of this in accordance with our articles of association.
- g. The notice calling this meeting states that this meeting's agenda, the explanatory notes and the related documents are available on the corporate website of the Company from 16th April 2024 onwards. The hard copy document could be obtained free of charge by sending an email to the Corporate Secretary.
- h. As at the date of this meeting, 500,000,000 shares, with a nominal value of EUR 0,01 each, are outstanding in the share capital of the Company. According to the registration list 426,892,222 shares representing the same number of votes, are represented at this meeting. This means that there are 85,37% of the votes represented.

### **Before moving on with the agenda items, the Chairman makes some practical announcements:**

- The Chairman welcomes the members of the Company's Management Board: Mr. Rafal Brzoska, Mr. Javier van Engelen and Mr. Michael Rouse.
- The Chairman welcomes and introduces the independent members of the Company's Supervisory Board: Mrs. Marieke Bax, Mrs. Cristina Berta-Jones, Mr. Mike Roth, Mrs. Magda Dziejguć and Mr. Ralf Huep.

- The Chairman introduces himself as the chair of this meeting.
- The Chairman introduces Mr. Brieuc Malherbe from PWC Luxembourg, who is also present to answer any questions the shareholders may have relating to PWC's audit.
- The Company Secretary, Mrs. Eliane Koelmans is present to take the minutes of this meeting, for which purpose this meeting will also be recorded. Mrs. Jelena Orlic is present to act as scrutineer.

## **2. Presentation of the report from the Management Board and Supervisory Board 2023 (information only)**

Mr. Brzoska provides the meeting with a short overview of the highlights for the Company during the financial year 2023. There are no questions on this topic.

## **3. Approval of financial statements (decisions)**

The Chairman moves to agenda item 3, pursuant to which it is proposed to the Shareholders to approve the stand alone annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company for the 2023 financial period in their entirety.

### **Voting 3.A:**

Mrs. Orlic, confirms that, based on the votes that have been cast to the meeting, 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 2023 in their entirety and according to which the Company recorded a loss for the financial year in the amount of PLN 308,594,388.

### **Voting 3.B:**

Mrs. Orlic confirms that, based on the votes that have been cast prior to the meeting, 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 (consisting of the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts) for the Company and its subsidiary undertakings, being the InPost Group, for the 2023 financial period in their entirety and according to which the group recorded a consolidated profit in the amount of PLN 647,400,000 million.

## **4. Allocation of the financial results 2023 (decision)**

The Company recorded a net profit of PLN 647,400,000 million for the 2023 financial period. The Management Board proposes to allocate the net profit to the general reserves of the Company. There are no questions on this topic.

**Voting 4:**

Mrs. Orlic confirms that, based on the votes that have been cast prior to the meeting, the General Meeting of Shareholders, upon the proposal of the Management Board, decides to allocate the net profit to the general reserves of the Company.

**5. Discharge of the Management Board (decision)**

The Chairman continues with agenda item 5, pursuant to which it is proposed to grant discharge to the members of the Management Board in respect to the exercise of their mandate and performance of their duties in the period as of 1 January 2023 until 31 December 2023 to the extent that such exercise is apparent from the annual report 2023 or has been otherwise disclosed to the General Meeting prior to the adoption of the financial statements 2023. There are no questions on this topic.

**Voting 5:**

Mrs. Orlic confirms that, based on the votes that have been cast prior to the meeting, the General Meeting of Shareholders has adopted the proposal 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 2023.

**6. Discharge of the Supervisory Board (decision)**

The Chairman continues with agenda item 6, pursuant to which it is proposed to grant discharge to the members of the Supervisory Board in respect to the exercise of their mandate and performance of their duties in the period as of 1 January 2023 until 31 December 2023 to the extent that such exercise is apparent from the annual report 2023 or has been otherwise disclosed to the General Meeting prior to the adoption of the financial statements 2023. There are no questions on this topic.

**Voting 6:**

Mrs. Orlic confirms that, based on the votes that have been cast prior to the meeting, the General Meeting of Shareholders has adopted the proposal 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 2023.

**7. Acknowledgment and approval of the Remuneration Report 2023 (advisory decision)**

Pursuant to this agenda item, it is proposed to the Shareholders to pass an advisory vote for acknowledgement and approval of the Remuneration Report 2023. There are no questions on this topic.

**Voting 7:**

Mrs. Orlic confirms that, based on the votes that have been cast prior to the meeting, the General Meeting of Shareholders, has approved by way of advisory vote the Remuneration Report prepared by the Selection, Appointment and Remuneration Committee of the Company for the financial year ended on 31 December 2023.

#### **8. Renewal of appointment of the external auditor (*decision*)**

In accordance with the recommendation of the Audit Committee, it is proposed to reappoint PricewaterhouseCoopers, as independent auditor (*réviseur d'entreprises agréé*) responsible for auditing the annual accounts and consolidated financial statements for the financial year 2024. The duration of the engagement shall be one year, ending at the Annual General Meeting of Shareholders of InPost to be held in 2025. There are no questions on this topic. There are no questions on this topic.

#### **Voting 8:**

Mrs. Orlic confirms that, based on the votes that have been cast prior to the meeting, the General Meeting of Shareholders, has decided to renew the appointment of PricewaterhouseCoopers, as independent auditor to perform the independent audit of the Company annual accounts and the consolidated financial statements regarding to the financial year 2024.

#### **9. Re-appointment of Mr. Mark Robertshaw as member and chairperson of the Supervisory Board for a term of 2 years (*decision*)**

Mr. Robertshaw asks Mr. Huep to chair this topic. It is proposed by the Supervisory Board that Mr. Mark Robertshaw is re-appointed as member and chairperson of the Supervisory Board for a term of 2 years from the date of this meeting until the Annual General Meeting of Shareholders to be held in 2026. Mr. Robertshaw is available for reappointment for this term. There are no questions on this topic.

#### **Voting 9:**

Mrs. Orlic confirms, that based on the votes that have been cast prior to the meeting, the General Meeting of Shareholders, approves reappointment of Mr. Mark Robertshaw as member and Chairperson of the Supervisory Board for a period of 2 years, commencing after this general meeting until the Annual General Meeting to be held in 2026.

#### **10. Closing**

The Chairman confirms that the meeting has reached the end of the agenda items. Before the meeting is closed, the Chairman thanks and sends his warmest good wishes to Mr. Mike Roth, who will step down after this meeting as member of the Supervisory Board. He has been a fearless, robust and passionate member of the Supervisory Board. As there are no further questions the Chairman concludes the meeting and thanks everyone present for participating in the Company's 2024 AGM.

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Mark Robertshaw

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Eliane Koelmans