

**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 EXTRAORDINARY GENERAL MEETING  
OF INPOST S.A.**

InPost S.A. (**InPost**) has decided to hold its Extraordinary General Meeting (the **EGM**) on **10 October** 2024 at **09.00** CEST. The EGM can be attended in person or by proxy. Furthermore, InPost is facilitating online attendance of the EGM for shareholders by means of a webcast (the **Webcast**).

Arrangements are made for shareholders to exercise their voting rights at the EGM (for those attending in person) or electronically in advance of the EGM until **9 October** 2024, **12.00** CEST. Shareholders are kindly referred to [www.abnamro.com/evoting](http://www.abnamro.com/evoting) for more details on how to exercise their electronic voting right.

Questions regarding the agenda items may be submitted prior to the EGM in writing ultimately by **18.00** CEST on **7 October** 2024 to the following e-mail address: [ir@inpost.eu](mailto:ir@inpost.eu). More information on how to submit questions can be found under “*General Information*” in this convening notice. The Shareholders will also be allowed to ask questions during the EGM.

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

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**CONVENING NOTICE**

Dear Shareholder,

We have the pleasure of inviting you to the Extraordinary General Meeting (the **EGM**) of InPost S.A. (**InPost** or the **Company**).

**DATE: 10 October 2024**

**TIME: 09.00 CEST**

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

The Company intends to appoint Ralf Huep, Supervisory Board member and chairperson, as Chairman, Jelena Orlic or any other lawyer or employee of Stibbe Avocats as Scrutineer and Eliane Koelmans as Secretary for the purposes of constituting the bureau of the EGM. If the Chairman cannot, for any reason whatsoever, attend the EGM, 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 (the **Articles of Association**).

This invitation to the EGM must be read in conjunction with the following documents all of which will be made available on the corporate website of InPost:

- Articles of Association;
- Remuneration Policy;
- Diversity Policy; and
- Supervisory Board Profile.

InPost S.A.  
The Management Board  
Luxembourg, 10 September 2024

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**AGENDA OF THE EGM**

1. Opening
2. Appointment of Mr. Hein Pretorius as member of the Supervisory Board with effect as of 1 July 2024 for a term of 4 years (*voting item*)
3. Appointment of Mr. Didier Stoessel as member of the Supervisory Board with effect as of 10 October 2024 for a term of 4 years (*voting item*)
4. Closing of the meeting

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## **EXPLANATORY NOTES TO THE AGENDA AND PROPOSED RESOLUTIONS OF THE EGM**

### **Agenda item 2 – Appointment of Mr. Hein Pretorius as member of the Supervisory Board with effect as of 1 July 2024 for a term of 4 years (*voting item*)**

In accordance with article 20.15 of the Articles of Association, the Supervisory Board submits a nomination for the appointment of Mr. Hein Pretorius as member of the Supervisory Board. If appointed, Mr. Hein Pretorius will be serving as member of the Supervisory Board with effect as of 1 July 2024 for a term of 4 years until immediately after the Annual General Meeting of Shareholders to be held in 2028.

Mr. Hein Pretorius (born 1971, Dutch) has over 30 years of experience in e-commerce. He was the founder of the first e-commerce company based in South Africa, which is still today the leading B2C company on the African continent. Hein Pretorius moved to China in 2004 where he led the Naspers Group's initiatives in business development within the Internet sector as Business Development Director, which culminated in various investments made by the group across the BRIC countries (highlights include Mail.ru in Russia; Allegro Group in CEE/CIS; Gadu-Gadu in Poland; Nimbuzz in Holland; Buscape in LatAm). In 2008, Hein was appointed as CEO of MIH Internet Europe based out of the Netherlands and was responsible for all the acquisitions made within the Allegro Group which included Markafoni (Turkey), Fashion Days (CEE), Netretail (Czech Republic) and eMag in Romania. He furthermore serves as independent advisor on various boards as a non-executive director.

Mr. Hein Pretorius will be appointed as the Supervisory Board Chairperson in accordance with article 21.1 of the Articles of Association.

Mr. Hein Pretorius will also be appointed as member of InPost's Selection, Appointment and Remuneration Committee and Audit Committee.

The proposed appointment is consistent with the Supervisory Board Profile and also with the Diversity Policy.

#### Draft Resolution

*The general meeting of shareholders decides to appoint Mr. Hein Pretorius as member of the Supervisory Board with effect as of 1 July 2024 for a period of 4 years until immediately after the annual general meeting of shareholders to be held in 2028.*

### **Agenda item 3 – Appointment of Mr. Didier Stoessel as member of the Supervisory Board with effect as of 10 October 2024 for a term of 4 years (*voting item*)**

In accordance with article 20.15 of the Articles of Association, the Supervisory Board submits a nomination for the appointment of Mr. Didier Stoessel as member of the Supervisory Board. If appointed, Mr. Didier

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Stoessel will be serving as member of the Supervisory Board with effect as of 10 October 2024 for a term of 4 years until immediately after the Annual General Meeting of Shareholders to be held in 2028.

Mr. Didier Stoessel (born 1963, French) brings over two decades of senior leadership and strategic expertise, spanning the media, technology, and financial sectors. His career highlights include key roles at global financial institutions such as HSBC Investment Bank and Merrill Lynch International. Prior to his current leadership at CME and PPF, he held the position of Chairman and CEO at several media and financial companies in CEE. Earlier in his career, Mr. Stoessel served as CEO of Corporate Finance at HSBC Investment Bank globally, overseeing key corporate finance initiatives and transactions. He currently serves as CIO at PPF Group, CEO at Central European Media Enterprises CME, a leading content creator and broadcaster operating media company in Central and Eastern Europe (CEE) and Non-Executive Director and Member of the Audit Committee at Viaplay.

The proposed appointment is consistent with the Supervisory Board Profile and also with the Diversity Policy.

After the appointment of Mr. Didier Stoessel, Mr. Jiří Šmejč shall resign as member of the Supervisory Board with effect as of 10 October 2024.

Draft Resolution

*The general meeting of shareholders decides to appoint Mr. Didier Stoessel as member of the Supervisory Board with effect as of 10 October 2024 for a period of 4 years until immediately after the annual general meeting of shareholders to be held in 2028.*

**The EGM 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 [Diversity Policy](#), the [Supervisory Board Profile](#) and the [Articles of Association](#) are available on the corporate website of the Company as from today at [www.inpost.eu](http://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](mailto: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 **18 September** 2024.

The request must be made in writing by e-mail to: [eliane.koelmans@halsten.nl](mailto: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 the above mentioned request.

### Registration

In accordance with article 11.9 of InPost's Articles of Association, the Management Board has determined that persons entitled to attend the EGM in person or access the Webcast on **10 October** 2024 shall be those persons who, after all changes have been processed, (i) have these rights on **26 September** 2024 after close of trading (i.e., at midnight CEST) (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 EGM at the latest at the Record Date and (iii) have registered themselves for the EGM in time in accordance with the provisions set forth below.

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Attending the EGM

Shareholders who wish to participate at the EGM in person, through the Webcast or by means of a proxy, and are entitled to attend the EGM, are requested to register themselves at the latest on the Record Date via [www.abnamro.com/evoting](http://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 **12.00** CEST on **7 October** 2024.

In all circumstances, the intermediaries will need to issue a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than **18.00** CEST on **8 October** 2024, 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 EGM shall further notify the Company Secretary per email at [eliane.koelmans@halsten.nl](mailto:eliane.koelmans@halsten.nl), including their Registration Note and shall receive via email a link for admittance to the EGM as described below.

Voting instructions and/or proxies

Shareholders who have registered for the EGM but do not wish to attend the EGM (in person or by proxy) or attend the EGM through the Webcast are entitled to vote through a voting instruction until **9 October** 2024, **09.00** CEST via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The voting and meeting rights can also be exercised by a proxy. Proxies can be given until **10 October** 2024, **08.00** CEST via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

For more details on how to exercise electronic voting rights please visit [www.abnamro.com/evoting](http://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 attend the meeting virtually through the Webcast.

Admission will take place at the reception desk at the venue of the EGM between 08.30 CEST and 08.55 CEST, with 09.00 CEST being the start of the EGM on **10 October** 2024. It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the EGM and are

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therefore requested to bring a valid identification document. Access may be declined in case no proof of registration or identification can be provided.

Submitting questions ahead and during of the EGM

Shareholders who wish to ask questions on any agenda item, are strongly encouraged to submit any questions in advance by sending an e-mail to [ir@inpost.eu](mailto: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 in advance is no later than **18.00** CEST on **7 October 2024**.

A shareholder may also ask questions during the meeting. Shareholders attending via the Webcast will have the possibility to ask questions during the EGM via a chat function.

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

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