

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 an Extraordinary General Meeting (the **Offer EGM**) on **29 June 2026** at **14:00** CEST. The Offer EGM can be attended in person or by proxy. Furthermore, InPost is facilitating online attendance of the Offer EGM for Shareholders by means of a video webcast (the **Webcast**).

Arrangements are made for shareholders to exercise their voting rights at the Offer EGM (for those attending in person) or electronically in advance of the Offer EGM until **28 June 2026, 14:00** 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 may be submitted prior to the Offer EGM in writing ultimately by **18:00** CEST on **26 June 2026** to the following e-mail address: 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 Offer 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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Dear Shareholder,

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

DATE: 29 June 2026

TIME OF THE OFFER EGM: 14.00 CEST

LOCATION: NH Hotel Luxembourg Airport, 1 Route de Tréves, 2633 Senningerberg, Luxembourg

The Company intends to appoint Mr. Hein Pretorius, member and chairperson of the Supervisory Board as chairperson of the Offer EGM (the **Chairperson**). Pursuant to the articles of association of InPost S.A. (the **Articles of Association**), the Chairperson decided to appoint Mrs. Hinthepal Shah as secretary and any lawyer or employee of Stibbe Avocats as scrutineer for the purposes of constituting the bureau of the Offer EGM (the **Bureau**). If the Chairperson cannot, for any reason whatsoever, physically attend the Offer 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 Chairperson subject to the terms of article 11.25 of the Articles of Association.

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

- Offer Memorandum;
- Position Statement; and
- Articles of Association.

InPost S.A.
The Management Board
Luxembourg, 22 May 2026

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AGENDA OF THE OFFER EGM

1. Opening
2. Disclosure of conflicts of interest (*informational item*)
3. Recommended public offer (*informational item*)
4. Composition of the Supervisory Board (*informational item*) and conditional appointment of the new members of the Supervisory Board (*voting item*):
 - (a) Conditional appointment of Mr. Trampas T. Gunter (*voting item*)
 - (b) Conditional appointment of Mr. Shahram A. Eslami (*voting item*)
 - (c) Conditional appointment of Mr. Stefan Prediger (*voting item*)
 - (d) Conditional appointment of Mr. Adam Aleksandrowicz (*voting item*)
5. Conditional acceptance of the resignation and interim discharge (such discharge to be granted subject to the provisions of Luxembourg Laws) of Mr. Hein Pretorius, Mr. Didier Stoessel, Mr. Jan Harrer and Mrs. Magdalena Dziejguć as members of the Supervisory Board (*voting item*)
6. Closing of the meeting

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

Agenda item 2 – Disclosure of conflicts of interest (*informational item*)

Pursuant to article 442-18, paragraph 2 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the **Luxembourg Company Law**), and prior to any vote being taken on the resolutions set out in agenda items 4 and 5 below, the following disclosure of conflicts of interest is made to the holders of shares of the Company (the **Shareholders**).

Capitalized but undefined terms in these explanatory notes shall have the meaning as ascribed to them in the Offer Memorandum (as defined below).

In connection with the Offer and the related Transactions, certain members of the management board of the Company (the **Management Board**) and the supervisory board of the Company (the **Supervisory Board**, and together with the Management Board, the **Boards**) have declared having a conflict of interest within the meaning of article 442-18, paragraph 2 of the Luxembourg Company Law. Specifically, Mr. Rafał Brzoska (member of the Management Board) and Mr. Didier Stoessel, Mr. Ranjan Sen and Mr. Jan Harrer (members of the Supervisory Board) have each recused themselves from all deliberations and decisions of the Management Board and the Supervisory Board, respectively, relating to the Offer and the Transactions, by reason of their personal interest in the Transactions or their affiliation with the Offeror or members of the Consortium. Furthermore, Mr. Ralf Huep, while not having a conflict of interest within the meaning of article 442-18, paragraph 2 of the Luxembourg Company Law, has nevertheless recused himself from all deliberations and decisions of the Supervisory Board relating to the Offer and the Transactions, by reason of his former affiliation with a member of the Consortium and to avoid any outside perception of having a personal interest in the Transactions.

Accordingly, all references in this convening notice and in the Offer Memorandum to decisions or recommendations of the Management Board or the Supervisory Board in relation to the Offer and the Transactions refer exclusively to the non-conflicted members of the respective Boards. The unanimous support for the Offer and the unanimous recommendation to vote in favour of the Resolutions (as defined below) reflect the position of the non-conflicted members of the Boards only.

The present disclosure is made in accordance with the requirements of article 442-18, paragraph 2 of the Luxembourg Company Law and shall be recorded in the minutes of the Offer EGM.

In accordance with article 11.29 of the Articles of Association, all members of the Management Board and the Supervisory Board are under a statutory duty of endeavour to attend the Offer EGM, unless there are serious grounds preventing them from doing so. In light of the recusals identified above, Mr. Rafał Brzoska, Mr. Didier Stoessel, Mr. Ranjan Sen, Mr. Ralf Huep and Mr. Jan Harrer will not attend the Offer EGM as representatives of the Boards.

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Agenda item 3 – Recommended public offer (*informational item*)

On 22 May 2026, an offer memorandum (*biedingsbericht*) (the **Offer Memorandum**) was made publicly available containing the details of the recommended public offer by IS Iris Lux Bidco S.à r.l. (the **Offeror**) to acquire all issued and outstanding shares in the share capital of the Company (the **Shares**, and each a **Share**) at an offer price of EUR 15.60 (fifteen euro and sixty cents) cum dividend, without interest and subject to applicable mandatory withholding Tax payable under applicable Law (if any) per Share (the **Consideration**), and on the terms and subject to the conditions and restrictions set forth in the Offer Memorandum (the **Offer**).

The Offer Memorandum has been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*). The offer period for the Offer commenced on 26 May 2026 at 9:00 hours CEST and, unless extended, will end on 27 July 2026 at 17:40 hours CEST (such period, as it may be extended from time to time, the **Offer Period**).

In addition to the key terms such as the Consideration, the Offer Period, the acceptance procedure and the settlement of the Offer by transfer of the Shares against payment of the Consideration by the Offeror (the **Settlement** and such date the **Settlement Date**), the Offer Memorandum contains an explanation of the conditions to declare the Offer unconditional and other relevant information regarding the Offer, its consequences and the parties involved in the Offer.

On 22 May 2026, the Company published a position statement relating to the Offer pursuant to article 18a of the Dutch Decree on Public Takeovers (*Besluit openbare biedingen Wft*) (the **Position Statement**). The Company's Boards have extensively considered the Offer and the Consideration. Reference is made to the Position Statement, in which the decision-making process and the recommendation of the Boards are included and the financial and non-financial terms of the Offer are explained.

As set out in the Position Statement, the Boards unanimously (i) support the Offer and the related Transactions, (ii) recommend to the **Shareholders** to accept the Offer at the Consideration and to tender their Shares pursuant to the Offer, and (iii) recommend to the Shareholders to vote in favour of the resolutions proposed at the Offer EGM and the Demerger EGM of the Company (together, the **Resolutions**).

The merger agreement between the Company and the Offeror dated 9 February 2026 provides the Offeror with the possibility, after completion of the Offer, to acquire 100% of the Shares or the Company's assets, liabilities and operations, by, amongst others, (i) implementing the Post-Closing Demerger, the Demerger Share Sale and the Liquidation, or (ii) the Squeeze-Out, all on the terms and subject to the conditions set forth in Section 6.14 of the Offer Memorandum and Section 6 of the Position Statement. The Company will hold a second Extraordinary General Meeting (the **Demerger EGM**) after Settlement, where the post-closing restructuring measures will be discussed and Shareholders may vote on the Demerger, the Demerger Share Sale and the Demerger Resolutions. By tendering its Shares, each Shareholder (i) grants a power of attorney and instruction to each of the Offeror and the Settlement Agent to vote in favour of the Demerger Resolutions at the Demerger EGM

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on all of the Shares tendered by such Shareholder (as further described in Section 6.27.3 of the Offer Memorandum), and (ii) provides its express irrevocable consent (*uitdrukkelijke onherroepelijke goedkeuring*) to each Admitted Institution, and each of such Shareholder's custodian(s), bank(s) or stockbroker(s), as applicable, to share the name and address details of such Shareholder, the number of Shares such Shareholder holds and any other relevant details with each of the Offeror and the Settlement Agent.

The Offer Memorandum and the Position Statement are available on, and can be obtained free of charge from, the website of the Company (<https://inpost.eu>).

Agenda item 4 - Composition of the Supervisory Board (*informational item*)

In connection with Agenda item 3, the Company and the Offeror have agreed that Mr. Hein Pretorius, Mr. Didier Stoessel, Mr. Jan Harrer and Mrs. Magdalena Dziejguć (the **Resigning Supervisory Board Members**) will, subject to the Offer being declared unconditional, resign as members of the Supervisory Board as from the Settlement Date, and that the individuals designated by the Offeror will be appointed as new members of the Supervisory Board.

Following the conditional appointments of the individuals designated by the Offeror pursuant to Agenda item 4(a)-(d), and subject to the Offer being declared unconditional and as from the Settlement Date, the Supervisory Board will comprise the following individuals:

- (a) four new members of the Supervisory Board, (i) Mr. Trampas T. Gunter, (ii) Mr. Shahram A. Eslami, (iii) Mr. Stefan Prediger and (iv) Mr. Adam Aleksandrowicz, who will not qualify as independent within the meaning of the Dutch Corporate Governance Code;
- (b) Mr. Ranjan Sen, who will cease to qualify as independent within the meaning of the Dutch Corporate Governance Code as from the Settlement Date; and
- (c) Mrs. Marieke Bax and Mr. Ralf Huep, who qualify as independent within the meaning of the Dutch Corporate Governance Code.

As set out above, Mr. Ralf Huep recused himself from all deliberations and decisions of the Supervisory Board relating to the Offer and the Transactions as a precautionary measure, to avoid any outside perception of a personal interest in the Transactions due to his former affiliation with a member of the Consortium. Nevertheless, for the purposes of the composition of the Supervisory Board, taking into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code, Mr. Ralf Huep continues to qualify as an independent member of the Supervisory Board.

Agenda item 4(a) – Conditional appointment of Mr. Trampas T. Gunter (*voting item*)

In accordance with the designation of the Offeror and article 20.20 of the Articles of Association, the Supervisory Board is submitting a proposal to appoint Mr. Trampas T. Gunter as a new non-independent member of the Supervisory Board as per the resolution of the Supervisory Board of May 2026, and

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subject to the Offer being declared unconditional, for a term of 4 (four) years which will start as from the Settlement Date.

Mr. Trampas T. Gunter (born in 1971, U.S. national) currently serves as Corporate Vice President of Corporate Development and Treasurer of FedEx Corporation. He has extensive experience in corporate development, treasury, corporate finance, investor relations and integration planning in an international business environment. Mr. Trampas T. Gunter joined FedEx Corporation in 2004 and previously held various senior strategy, corporate development and integration roles within FedEx Corporation. Prior to joining FedEx Corporation, he worked at Deloitte.

Taking into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code, Mr. Trampas T. Gunter is considered not to be independent.

Draft Resolution

The general meeting of shareholders resolves to appoint Mr. Trampas T. Gunter as a new non-independent member of the Supervisory Board, effective as of the Settlement Date and subject to the Offer being declared unconditional (gestand gedaan), for a term of 4 (four) years.

Agenda item 4(b) – Conditional appointment of Mr. Shahram A. Eslami (voting item)

In accordance with the designation of the Offeror and article 20.20 of the Articles of Association, the Supervisory Board is submitting a proposal to appoint Mr. Shahram A. Eslami as a new non-independent member of the Supervisory Board as per the resolution of the Supervisory Board of May 2026, and subject to the Offer being declared unconditional, for a term of 4 (four) years which will start as from the Settlement Date.

Mr. Shahram A. Eslami (born in 1968, U.S. national) currently serves as Staff Vice President, Securities & Corporate Law at FedEx Corporation. He has extensive experience in global mergers and acquisitions, corporate reorganisations, securities law, corporate governance and corporate finance. Mr. Shahram A. Eslami joined FedEx Corporation in 2004. Prior to joining FedEx Corporation, he worked at Jones Day, Schnader Harrison Segal & Lewis LLP and Troutman Sanders LLP.

Taking into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code, Mr. Shahram A. Eslami is considered not to be independent.

Draft Resolution

The general meeting of shareholders resolves to appoint Mr. Shahram A. Eslami as a new non-independent member of the Supervisory Board, effective as of the Settlement Date and subject to the Offer being declared unconditional (gestand gedaan), for a term of 4 (four) years.

Agenda item 4(c) – Conditional appointment of Mr. Stefan Prediger (voting item)

In accordance with the designation of the Offeror and article 20.20 of the Articles of Association, the Supervisory Board is submitting a proposal to appoint Mr. Stefan Prediger as a new non-independent

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member of the Supervisory Board as per the resolution of the Supervisory Board of May 2026, and subject to the Offer being declared unconditional, for a term of 4 (four) years which will start as from the Settlement Date.

Mr. Stefan Prediger (born in 1978, German national) currently serves as a Director at Advent International in Frankfurt. He has extensive experience in investments, M&A, investment banking, especially within the consumer sector. Mr. Stefan Prediger joined Advent International in 2005 and has advised on several investments during his career at Advent International. Prior to joining Advent International, he worked at Citigroup, where he was a member of the investment banking team focused on German mergers and acquisitions.

Taking into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code, Mr. Stefan Prediger is considered not to be independent.

Draft Resolution

The general meeting of shareholders resolves to appoint Mr. Stefan Prediger as a new non-independent member of the Supervisory Board, effective as of the Settlement Date and subject to the Offer being declared unconditional (gestand gedaan), for a term of 4 (four) years.

Agenda item 4(d) – Conditional appointment of Mr. Adam Aleksandrowicz (voting item)

In accordance with the designation of the Offeror and article 20.20 of the Articles of Association, the Supervisory Board is submitting a proposal to appoint Mr. Adam Aleksandrowicz as a new non-independent member of the Supervisory Board as per the resolution of the Supervisory Board of May 2026, and subject to the Offer being declared unconditional, for a term of 4 (four) years which will start as from the Settlement Date.

Mr. Adam Aleksandrowicz (born in 1972, Polish national) previously served as Group CFO of InPost S.A. from May 2017 until April 2024. He has experience in finance, banking, investor relations, corporate finance, executive management and supervisory board roles. Before joining InPost, Mr. Adam Aleksandrowicz held senior executive finance and management positions as CFO across a range of public, private and private equity sponsored companies in Poland and abroad. Mr. Adam Aleksandrowicz started his career at the Corporate Finance M&A practice of PwC.

Taking into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code, Mr. Adam Aleksandrowicz is considered not to be independent.

Draft Resolution

The general meeting of shareholders resolves to appoint Mr. Adam Aleksandrowicz as a new non-independent member of the Supervisory Board, effective as of the Settlement Date and subject to the Offer being declared unconditional (gestand gedaan), for a term of 4 (four) years.

Agenda item 5 – Conditional acceptance of the resignation and interim discharge (quitus) of Mr. Hein Pretorius, Mr. Didier Stoessel, Mr. Jan Harrer and Mrs. Magdalena Dziejguć as members of the Supervisory Board (voting item)

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It is proposed to the Shareholders to accept the resignations of, and grant interim discharge (*quitus*) (such discharge to be granted subject to the provisions of Luxembourg Laws) to all the resigning Supervisory Board Members, namely Mr. Hein Pretorius, Mr. Didier Stoessel, Mr. Jan Harrer and Mrs. Magdalena Dziejguć as members of the Supervisory Board, effective as of the Settlement Date, subject to the Offer being declared unconditional (*gestand gedaan*), for the period from 1 January 2026 up to and including the Offer EGM, except in the case of wilful misconduct, gross negligence or fraud. Such discharge shall be fully and finally confirmed on the occasion of the annual general meeting of the Shareholders of the Company approving the annual accounts of the relevant financial year or, if applicable, the extraordinary general meeting of the Shareholders of the Company deciding on the closing of the liquidation of the Company (the **Liquidation**).

Draft Resolution

The general meeting of Shareholders resolves to accept the resignations of, and to grant interim discharge (quitus) (such discharge to be granted subject to the provisions of Luxembourg Laws) to, the Resigning Supervisory Board Members as members of the Supervisory Board, effective as of the Settlement Date, subject to the Offer being declared unconditional (gestand gedaan), for the period from 1 January 2026 up to and including the date of this meeting, except in the case of wilful misconduct, gross negligence or fraud, with such discharge to be fully and finally confirmed on the occasion of the annual general meeting of the shareholders of the Company approving the annual accounts of the current financial year or, if applicable, the extraordinary general meeting of the shareholders of the Company deciding on the closing of the Liquidation.

The Offer EGM will validly deliberate on agenda item 4 and item 5 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 at the Offer EGM, with such resolutions taking effect as of the Settlement Date, subject to the Offer being declared unconditional (*gestand gedaan*).

Each share is entitled to one vote.

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GENERAL INFORMATION
(Applicable to the Offer EGM)

Availability of documents

This convening notice, the agenda, explanatory note thereto, the Offer Memorandum, the Position Statement, 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: charlotte.caris@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 of the Offer EGM.

Any such request must be received by InPost before **18:00 CEST** on **7 June 2026**.

The request must be made in writing by e-mail to: charlotte.caris@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.

Share Capital of the Company

As of the date hereof, the Company's issued share capital is set at EUR 5,000,000.00 (five million euros), represented by 500,000,000 (five hundred million) shares having a nominal value of EUR 0.01 (one euro cent) each. Out of the total number of shares issued by the Company, 73,876 (seventy-three thousand eight hundred seventy-six) shares are currently held in treasury and do not, consequently, carry voting rights. The difference between the total number of shares (500,000,000 (five hundred million)) and the treasury shares (73,876 (seventy-three thousand eight hundred seventy-six)) is 499,926,124 (four hundred ninety-nine million, nine hundred twenty-six thousand, one hundred twenty-four). Each one of these 499,926,124 (four hundred ninety-nine million, nine hundred twenty-six thousand, one hundred twenty-four) shares entitles its holder to one vote.

Registration

In accordance with article 11.9 of InPost's Articles of Association, the Management Board has determined that persons entitled to attend the Offer EGM in person or access the Webcast on **29 June 2026** shall be those persons who, after all changes have been processed, (i) have these rights on **15 June 2026** after close of trading (i.e., at midnight CEST) (the **Record Date**) and are registered as such in

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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 in the Offer EGM at the latest at the Record Date and (iii) have registered themselves for the Offer EGM in time in accordance with the provisions set forth below.

Attending the Offer EGM

Shareholders who wish to participate at the Offer EGM in person, through the Webcast or by means of a proxy, and are entitled to attend the Offer EGM, 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 **12:00** CEST on **24 June 2026**.

In all circumstances, the intermediaries will need to issue statements via www.abnamro.com/intermediary, no later than **18:00** CEST on **25 June 2026**, 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 Notes**) which will also include links and login codes 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 Offer EGM via the Webcast shall further notify the Company Secretary per email at charlotte.caris@halsten.nl, including their Registration Notes and shall receive via email a link for admittance to the Offer EGM as described below.

Voting instructions and/or proxies

Shareholders who have registered for the Offer EGM but do not wish to attend (in person or by proxy) are entitled to vote through voting instructions until **28 June 2026, 14:00** CEST via <http://www.abnamro.com/evoting>. Shareholders participating by way of Webcast must cast their votes prior to the Offer EGM in accordance with the voting instruction and the conditions described above. As a result, voting via the Webcast on the date of and during the Offer EGM will not be possible.

The voting and meeting rights can also be exercised by a proxy. Proxies can be given until **29 June 2026, 8:30** 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 attend the meeting virtually through the Webcast.

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Admission will take place at the reception desk at the venue of the Offer EGM between 13.30 CEST and 13.55 CEST, with 14.00 CEST being the start of the Offer EGM on **29 June** 2026. It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the Offer EGM 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.

Submitting questions ahead of and during the Offer 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. 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 **26 June** 2026.

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

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

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