

**InPost S.A.**

*Société anonyme*

**Siège social: 70, route d'Esch**

**L-1470 Luxembourg**

**Grand-Duché de Luxembourg**

**R.C.S. Luxembourg: B248669**

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**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS  
OF THE COMPANY HELD IN LUXEMBOURG ON 29 JUNE 2026**

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In the year two thousand and twenty-six, on the twenty-ninth day of the month of June, at NH Hotel Luxembourg Airport, 1 Route de Trèves, 2633 Senningerberg, Luxembourg, was held an extraordinary general meeting (the **Meeting**) of the shareholders (the **Shareholders**) of **InPost S.A.**, a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 70, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) under number B248669 (the **Company**).

The Meeting opened at **14:00** CEST and was chaired by Mr. Hein Pretorius, member and chairperson of the Supervisory Board (as defined below), residing in Lydeard St Lawrence, United Kingdom (the **Chairperson**), who appointed Mrs. Hinthepal Shah, General Counsel International to the Company, as secretary (the **Secretary**).

The Meeting appointed Ms. Jelena Orlic, lawyer, residing professionally in Luxembourg, as scrutineer (the **Scrutineer**); the Chairperson, the Secretary and Scrutineer constituting the **Bureau** of the Meeting. This Meeting was recorded.

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

The Bureau having thus been constituted, the Chairperson declared the following:

I. The Shareholders were asked to register themselves before **24:00** CEST on **15 June 2026** via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their financial intermediary.

II. The Shareholders have been asked to cast their votes electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) by **28 June 2026, 14:00** CEST or by proxy given until **29 June 2026, 8:30** CEST. The Shareholders attending the Meeting in person could vote during the Meeting.

III. The Shareholders voting at the Meeting, present and/or represented at the Meeting and the number of shares they held on the date of the Meeting were indicated on an

attendance list established by the members of the Bureau.

IV. The proxies from the Shareholders represented at the Meeting were presented to the members of the Bureau.

V. The aforementioned attendance list and the voting report prepared by ABN AMRO which compiles the votes expressed by the Shareholders in connection with the below agenda have been signed by the members of the Bureau and will remain attached to the present minutes.

VI. The Meeting was duly convened through notices containing the agenda and published and made available as follows:

- in the RESA number RESA\_2026\_112.9 on 22 May 2026,
- in the Luxemburger Wort newspaper on 22 May 2026, and
- on the website of the Company on 22 May 2026.

VII. In accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended (the **Luxembourg Company Law**), the voting rights attached to the 73,876 (seventy-three thousand eight hundred seventy-six) shares (the **Treasury Shares**) held by the Company itself or through a subsidiary in which the Company holds a majority of the voting rights are suspended and shall not be taken into account for the purposes of determining the quorum and majority at this Meeting.

VIII. 369,705,024 out of 499,926,124 issued shares (excluding the Treasury Shares) are present and/or represented at the Meeting, and accordingly 73.95% of the share capital and voting rights of the Company is present and/or represented at the Meeting. The below resolutions shall be adopted by a simple majority of the votes validly cast by the Shareholders present or represented in accordance with article 11.30 of the articles of association of the Company. Each share is entitled to one vote. Abstentions and nil votes shall not be taken into account.

IX. Mr. Nicolas Santini, a direct Shareholder, was admitted to the Meeting as an observer. As Mr. Nicolas Santini arrived after the registration deadline of 13:55 CEST prescribed in the convening notice of 22 May 2026, he was not entitled to exercise voting rights at the Meeting.

X. The Meeting is validly constituted and may validly deliberate on all items on the agenda.

XI. The agenda of the Meeting was worded as follows:

#### **AGENDA**

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*); and
6. Closing of the meeting.

XII. The Chairperson informed the Meeting that:

a. the Company has considered and recommends a public offer (the **Offer**) by IS Iris Lux Bidco S.à r.l. (the **Offeror**) to acquire all the issued and outstanding shares in the share capital of the Company, pursuant to a merger agreement entered into by and between the Company and the Offeror on 9 February 2026 (the **Merger Agreement**);

b. the offer memorandum made publicly available on 22 May 2026 contains the details of the Offer (the **Offer Memorandum**) which has been approved by the Dutch Authority for the Financial Markets and accepted by the Company. 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**), in which the decision-making process and the recommendation of the Boards (as defined below) are set out;

c. the Offer Memorandum and the Position Statement were made available on, and could be obtained free of charge from, the website of the Company;

d. 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**) unanimously support the Offer and recommend to the Shareholders of the Company to accept, as well as to vote in favour of the resolutions proposed in the present Meeting;

e. 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**). The Offer Memorandum contains, *inter alia*, the key terms of the Offer, including the consideration of EUR 15.60 (fifteen euro and sixty cents) cum dividend per share without interest and subject to

applicable mandatory withholding tax payable under the applicable law (if any), the Offer Period, the acceptance procedure, the settlement of the Offer (the **Settlement** and such date the **Settlement Date**) and an explanation of the Offer conditions to declare the Offer unconditional;

f. as further described in the Position Statement, the Boards unanimously (i) support the Offer and the related Transactions (as defined in the Offer Memorandum), (ii) recommend to the Shareholders of the Company to accept the Offer and to tender their shares, and (iii) recommend to the Shareholders of the Company to vote in favour of the resolutions proposed at this Meeting and at the Demerger EGM (as defined in the Offer Memorandum);

g. the Merger Agreement 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 through post-closing restructuring measures, including a post-closing demerger, a demerger share sale and a liquidation of the Company (the **Liquidation**), or a squeeze-out, on the terms and subject to the conditions set forth in the Offer Memorandum and the Position Statement;

h. pursuant to article 442-18, paragraph 2 of the Luxembourg Company Law, and prior to any vote being taken on the resolutions set out under items 4 and 5 of the above agenda, the Chairperson disclosed to the Meeting that, in connection with the Offer and the related Transactions, certain members of the Boards have a (potential) 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 (as defined in the Offer Memorandum);

i. 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. 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;

j. the unanimous support for the Offer and the unanimous recommendation to vote in favour of the resolutions proposed at this Meeting reflect the position of the non-

conflicted members of the Boards only.

XIII. After deliberation, the Meeting adopted the following resolutions:

**FIRST RESOLUTION:**

The Meeting resolved to appoint Mr. Trampas T. Gunter as a new non-independent member of the Supervisory Board and professionally residing at 942 S. Shady Grove Rd., Memphis, TN, United States of America, effective as of the Settlement Date and subject to the Offer being declared unconditional (*gestand gedaan*), for a term of 4 (four) years.

No questions were raised by the Shareholders in respect of this agenda item.

Based on the votes that have been cast prior to and at the Meeting, the first resolution was voted upon as follows:

- 338,793,363 votes in favour,
- 30,526,549 votes against, and
- 385,112 abstentions.

The first resolution was consequently adopted.

**SECOND RESOLUTION:**

The Meeting resolved to appoint Mr. Shahram A. Eslami as a new non-independent member of the Supervisory Board and professionally residing at 942 S. Shady Grove Rd., Memphis, TN, United States of America, effective as of the Settlement Date and subject to the Offer being declared unconditional (*gestand gedaan*), for a term of 4 (four) years.

No questions were raised by the Shareholders in respect of this agenda item.

Based on the votes that have been cast prior to and at the Meeting, the second resolution was voted upon as follows:

- 338,794,894 votes in favour,
- 30,525,027 votes against, and
- 385,103 abstentions.

The second resolution was consequently adopted.

**THIRD RESOLUTION:**

The Meeting resolved to appoint Mr. Stefan Prediger as a new non-independent member of the Supervisory Board and professionally residing at Westhafenplatz 1, 60327 Frankfurt am Main, Germany, effective as of the Settlement Date and subject to the Offer being declared unconditional (*gestand gedaan*), for a term of 4 (four) years.

No questions were raised by the Shareholders in respect of this agenda item.

Based on the votes that have been cast prior to and at the Meeting, the third resolution was voted upon as follows:

- 338,795,249 votes in favour,
- 30,524,439 votes against, and
- 385,336 abstentions.

The third resolution was consequently adopted.

#### **FOURTH RESOLUTION:**

The Meeting resolved to appoint Mr. Adam Aleksandrowicz as a new non-independent member of the Supervisory Board and professionally residing at Olimpijska 27, 02-636 Warsaw, Poland, effective as of the Settlement Date and subject to the Offer being declared unconditional (*gestand gedaan*), for a term of 4 (four) years.

No questions were raised by the Shareholders in respect of this agenda item.

Based on the votes that have been cast prior to and at the Meeting, the fourth resolution was voted upon as follows:

- 338,797,141 votes in favour,
- 30,522,751 votes against, and
- 385,132 abstentions.

The fourth resolution was consequently adopted.

#### **FIFTH RESOLUTION:**

The Meeting resolved to accept the resignation of, and to grant interim discharge (*quitus*) (such discharge to be granted subject to the provisions of Luxembourg Company Law) to, Mr. Hein Pretorius, Mr. Didier Stoessel, Mr. Jan Harrer and Mrs. Magdalena Dziejguć (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*) and 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.

During the discussion of agenda item 5, Mr. Nicolas Santini, direct Shareholder, asked about the expected Settlement Date. The Chairperson stated that the Settlement Date was subject to the receipt of the outstanding antitrust clearances and that no exact date could be confirmed at this stage. No further questions were raised by the Shareholders in respect of this agenda item.

Based on the votes that have been cast prior to and at the Meeting, the fifth resolution was voted upon as follows:

- 366,631,194 votes in favour,
- 2,250,595 votes against, and

- 823,235 abstentions.

The fifth resolution was consequently adopted.

The Meeting further noted that effective as of the Settlement Date, subject to the Offer being declared unconditional (*gestand gedaan*), a member of the Supervisory Board, Mr. Ranjan Sen shall cease to qualify as independent.

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.

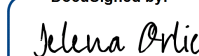
There being no further business on the agenda of the Meeting, the Chairperson declared the Meeting closed at 14:32 CEST.

Signed by:  
  
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Mr. Hein Pretorius  
Chairperson

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Mrs. Hinthehal Shah  
Secretary

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Ms. Jelena Orlic  
Scrutineer