



POST OFFICE LIMITED BOARD MEETING
Strictly Confidential

MINUTES OF AN ADDITIONAL MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON
TUESDAY 26 NOVEMBER 2024 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 15:30 PM

Present:	Nigel Railton Elliot Jacobs Amanda Burton Simon Jeffreys Andrew Darfoor Brian Gaunt Lorna Gratton	Interim Chairman (NR) Non-Executive Director (EJ) Non-Executive Director (AB) Non-Executive Director (SJ) Senior Independent Director (AD) Non-Executive Director (BG) Non-Executive Director (LG)
In attendance:	██████████ Neil Brocklehurst Preetha McCann Sarah Gray Andy Nice ██████████ ██████████ ██████████ ██████████ ██████████ ██████████ ██████████	██████████ Acting CEO (Observer) (NB) Interim Chief Financial Officer (Observer) (PMcC) Interim Group General Counsel – BAU (Observer) (SG) Interim Chief Transformation Officer (AN) – for items 2&3 ██████████ – for item 2 Teneo ██████████ – for item 2 ██████████ – for item 3 ██████████ – for item 3 ██████████ – for item 3 ██████████ – for item 4 ██████████ – for item 4
Apologies:	Nick Read Saf Ismail	Group Chief Executive Officer (NR) Non-Executive Director (SI)

Action

1. **Welcome and Conflicts of Interest¹**

A quorum being present, the Chairman opened the meeting. The Chairman called for the Directors to disclose any conflicts of interest. EJ's role as a serving Postmaster was noted. The Directors declared that they otherwise had no conflicts of interest in the matters to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's Articles of Association.

Inquiry Confidentiality Undertakings

The Board noted that attendees without a confidentiality undertaking accepted by the Inquiry in place would need to be excused from the meeting should the need to discuss information confidential to the Inquiry arise.

2. **Preliminary DBT Spending Review Submission**

Andy Nice, ██████████, ██████████

TABLED and **NOTED** were the following papers:

- 'DBT Spending Review 2'; and
- 'Transforming Branch Technology – Draft Budget Submission'.

DBT Spending Review

The discussion noted:

¹ This meeting is an addition to the scheduled meetings so standard items such as minutes and matters arising have been carried over to the meeting on 03 December 2024.

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- The draft Spending Review submission had been updated in line with a refined view of the investment and network subsidy funding required to deliver POL's Transformation Plan (incl. BF4, but excl. Horizon replacement) over a four-year period to FY2028/29.
- The assumptions in relation to the intended uplift to Postmaster remuneration continued to be tested; for now, the Board was supportive of an ambitious target of a 65% revenue share by FY2029/30 being included in the business case.
- The revised analysis continued to show that the 'do nothing' counterfactual would require significant funding on an ongoing basis, without the return on investment/growth opportunity POL's Transformation Plan aimed to deliver.
- The Board accepted that the certain areas of planned spend, such as for marketing, may be challenged during the Government's review and identified as spend that POL should self-fund.

Transforming Branch Technology

The discussion noted:

- Earlier in the year, the Board had agreed that the Strategic Platform Modernisation Programme and Horizon replacement solution should be re-assessed.
- The business case for transforming POL's technology was being developed, therefore, on the basis of an iterative approach being taken to delivering and integrating new branch technology, in line with POL's wider Transformation Plan and taking account of business-as-usual technology needs.

3. Fujitsu Extension

Andy Nice, [REDACTED]

TABLED and **NOTED** were the following papers:

- (i) 'Fujitsu/ Horizon Contract Report';
- (ii) 'Procurement Law Update'; and
- (iii) 'Legal Risk Note'.

The Board **APPROVED** a 12-month contract extension with Fujitsu from March 2025, noting that the prospect for a longer-term contract extension remained subject to discussion with Fujitsu and central to which would be the need to agree a mutually acceptable process and timeline for an orderly exit.

4. RU/Inquiry Funding

4.1 Funding Commitment for HSS Fix Forward

[REDACTED]
TABLED and **NOTED** was a paper, 'Funding Commitment for HSS Fix Forward'.

The Board **APPROVED**:

- i. The submission of a funding commitment request to the Shareholder in relation to the HSS Fixed Sum offer costs.
- ii. The draft funding commitment letter, and **DELEGATED AUTHORITY** to the Remediation Unit Director to settle any minor drafting amendments.

4.2 RU/Inquiry operations

[REDACTED]
TABLED and **NOTED** was a paper, 'RU Spend Approval from the Shareholder'.

The Board **APPROVED** the submission to the Shareholder to consent to:



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- i. A funding request for additional Remediation Unit spend of £5.2m for increased costs to 31 March 2025.
- ii. A formal funding commitment of £22.2m to 31 March 2025, to align the formal funding commitments received with the Relevant Transactions approvals received from the Shareholder for Remediation Unit and Inquiry operations costs funding.

5. Any Other Business

There being no other business the Chair declared the meeting closed at 16.30.

Date of next scheduled meeting

03 December 2024 (Ordinary)



-----3-Oct-2025 9:27:26 AM BST

Chair