POST OFFICE LIMITED BOARD MEETING
Public

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON MONDAY 29 SEPTEMBER 2025 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 12:30 PM

Present:	Nigel Railton	Chairman **(NRa)**
	Lorna Gratton	Non-Executive Director **(LG)**
	Simon Jeffreys	Non-Executive Director **(SJ)**
	Amanda Burton	Non-Executive Director **(AB) – By Teams**
	Andrew Darfoor	Senior Independent Director **(AD)**
	Brian Smith	Non-Executive Director **(BS)**
	Sara Barlow	Non-Executive Director **(SB)**
	Emma Branch	Non-Executive Director **(EB)**
	Richard Hawkins	Non-Executive Director **(RH)**
	Jonathan Slater	Non-Executive Director **(JS) – by Teams until 17.11**
	Neil Brocklehurst	Chief Executive Officer **(NB)**
	Preetha McCann	Chief Financial Officer **(PMcC)**
In attendance:	REDACTED: Personal data	
	John Dillon	Group General Counsel and Company Secretary (Observer) **(JD)**

Other attendees as shown against the minutes for each item.

Apologies: N/A

Action

1.1 Welcome and Conflicts of Interest

A quorum being present, the Chair opened the meeting. The Chair called for the Directors to disclose any conflicts of interest. BS and SB's roles as serving Postmasters were 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.

The Board acknowledged the attendance of JD as an observer at the meeting. As an observer, the Board was aware that all contributions made by JD to the meeting were observations only, and did not constitute advice (except where otherwise expressly noted in his capacity as Company Secretary or General Counsel), recommendations, directions or instructions. The Board confirmed that it would take due care not to be unduly influenced solely by a contribution made by JD and that it would reach its conclusions based on a balanced and diligent assessment of all the facts available to it.

1.2 Inquiry Confidentiality Undertakings

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

2. Minutes and Matters Arising

Minutes

TABLED and **NOTED** were draft Minutes from the Board Meetings of 26 November 2024, 08 July 2025, 20 August 2025 and 03 September 2025. The Board **RESOLVED** that the Minutes of the Board Meetings held on 26 November 2024, 08 July 2025, 20 August 2025 and 03 September 2025 be **APPROVED** as a correct record of the Meetings and be signed by the Chair.

Matters Arising

The Board noted the action log and status of the actions shown and agreed the actions marked for closure. Actions subject to ongoing review (but where no outstanding action was required) would be reviewed and closed, where appropriate.

3. CEO Report

Neil Brocklehurst, Mark Donnelly, Dominic Grounsell, Andy Nice

TABLED and **NOTED** was the CEO report.

Neil Brocklehurst presented the paper which set out:

- The key matters before the Board for discussion and approval.
- Progress updates against POL's five strategic pillars under its Transformation Plan and year-to-date performance across business-as-usual operations.

Discussion included:

- Royal Mail's investment in Collect+, which had been announced that day.
- Staff morale, behaviours and engagement levels, set against the context of change.
- Performance levels in relation to the provision of Postmaster support and the steps being taken to:
    - improve responsiveness;
    - resolve issues so they do not re-occur; and
    - introduce more efficient ways of working.

4. Finance

Preetha McCann, REDACTED: Personal data, REDACTED: Personal data

4.1 – 4.2 Q1 Forecast, Period 5 Management Accounts and Opportunities and Risks Review

TABLED and **NOTED** were updates on the 'Q1Forecast', 'P5 FY25/26 Management Report' and the 'Opportunities and Risks Review'

Preetha McCann, REDACTED: Personal data and REDACTED: Personal data presented the updates, which set out:

- POL's financial performance against the Q1 Forecast.
- An updated view of financial performance as at P5.
- A forecasted year-end view on the operational expenditure risk to budget.

Discussion included:

- Colleague engagement on the cost pressures and their role in helping to mitigate the risks.
- The focus on driving revenue performance improvement and, aligned to this, keeping the opportunity to increase Postmaster remuneration under review.

5. Board Effectiveness

External Board Performance Review

REDACTED: Personal data

TABLED and NOTED was a report on 'Board Effectiveness Review 2025'

REDACTED: Personal data presented her report, which set out her findings in relation to:

- The key areas of strength on which to build, which centred on:
    - The Board's alignment on shared short-term priorities and the consideration of key risk factors in decision-making.
    - The establishment of a new leadership team which was bringing renewed energy.
    - The effective relationship between the Chair, SID and CEO and broader elements of effective governance.

- The key areas of challenge requiring further focus and development, which centred on:
    - Developing a longer-term strategy and managing the inherent tensions between POL's social and commercial imperatives (with a risk appetite framework aligned to value creation and longer-term sustainability).

- Establishing a compelling narrative for POL's transformation journey and being clear on expected behaviours.
- Optimising individual and collective contribution at the Board and making effective use of Board time.

The Board welcomed REDACTED: Personal data report and agreed the recommendations would help ensure the Board was able to continue to improve its performance and enhance its effectiveness.

Action:

- Action Plan to be drawn up to address the key findings and recommendations.

JD & Co Sec – (subject to sign-off by the Chair) – for the November Board

6. Transform Technology and Data

6.1 Kroll Horizon Data Integrity Review – Workstreams 2, 3 and 4 key findings

REDACTED: Personal data (Kroll), REDACTED: Personal data (Kroll), REDACTED: Personal data

TABLED and **NOTED** was the Kroll Horizon Data Integrity Review.

Kroll presented its report, which set out:

- The scope of the independent review which Kroll had been engaged to conduct into the data integrity of the Horizon platform, and which had been split across four workstreams.
- Kroll noted its thanks to Postmasters, the input from whom had been invaluable.
- Workstreams 2-4 had concluded, but workstream 1 – on transaction data integrity – had yet to conclude.

REDACTED: Subject to future publication

6.2 Horizon Contract Extension

REDACTED: Personal data Paul Anastassi REDACTED: Personal data

TABLED and **NOTED** was a paper on the 'Horizon Contract Extension'.

REDACTED: Personal data presented the paper, which set out:

- Proposals for a contract extension with Fujitsu for a further year, pending an anticipated final contract extension aligned to the outcome of the ongoing procurement exercise for a new supplier to support Horizon.
- The extension had been agreed in principle by POL and Fujitsu; REDACTED: Protecting commercial interests

The Board:

i. **APPROVED** a one-year bridging extension to the Horizon contract with Fujitsu to March 2027.

ii. **DELEGATED AUTHORITY:**
   - to the Chair and CEO to finalise the contract terms and award the contract;
   [It was agreed after the Board that the CFO should be added to the Delegated Authority arrangements to strengthen the governance]
   - to any authorised signatories to execute the contract.

7. Strengthen the Commercial Proposition

Clare Ryder, Paul Paddock, REDACTED: Personal data (Via Teams)

7.1 Post Office Insurance (POI) Budget Update (3 Year Forecast 2025 - 2028)

TABLED and **NOTED** was a paper on 'Post Office Insurance (POI) 3-year forecast'.

Clare Ryder and Paul Paddock presented the paper, which set out:

- POI had updated its 3-year forecast.

- While POI remained on track to deliver a 3-year trading profit [redacted] (after master service agreement costs), the forecast for trading profit in FY2025/26 [redacted], compared to budget, driven by increased costs, market headwinds and a range of strategic pricing choices.

The Board **APPROVED** POI's revised 3-year forecast, noting that POI would continue to look for opportunities to increase revenue.

7.2 POI Quarterly Trading Update

TABLED and **NOTED** was a paper, 'POI Quarterly Update'.

The Board **NOTED** the quarterly POI business performance update.

7.3 POI Operating Protocol

TABLED and **NOTED** was a paper and appendix on 'POI Operating Protocol'.

The Board **APPROVED** the Operating Protocol between POL and POI for signature.

8. Reset Stakeholder Relationships

8.1 Remediation Unit and Inquiry Funding

Mark Donnelly, John Dillon, [redacted]
TABLED and **NOTED** was a paper, 'RU Additional Funding 25/26'.

The Board:
i. **APPROVED** a submission to the Shareholder to consent to a funding request for additional Remediation Unit (RU) spend of [redacted] for increased costs in FY2025/26.
ii. **DELEGATED AUTHORITY** to the Executive to approve funding drawdown requests against this additional funding from the RU.

9. Governance Items

9.1 Board Committee reports (Verbal Updates)

The Committee Chairs provided updates on the business for their respective Committees since the last Board meeting.

9.2 Sealings Report

Alison Hoyland
The Board **APPROVED** the affixing of the Common Seal of the Company to the documents set out against items numbered 2298 – 2366 inclusive in the Register of Sealings.

9.3 Grant Thornton Governance Review Tracker

[redacted]
TABLED and **NOTED** were the following papers:
(i) 'Grant Thornton Governance Review: progress update'; and
(ii) 'Appendix 1 – Grant Thornton Governance and Board Effectiveness Reviews: recommendations tracker as at 19 September 2025'.

[redacted] presented the paper which set out:

- Progress against the recommendations from the Grant Thornton Governance Review, differentiating the open actions to show:
  - Actions being progressed in the nearer term (of which only one outstanding remained)
  - Actions that were dependent on later phases of the Transformation Plan and/or where there were external dependencies, most notably the Government's Green Paper consultation on the future of the POL.

The Board **APPROVED** the actions proposed for closure, noting they included actions that remained on track and were subject to ongoing oversight and governance.

Action

– Actions outside of POL's direct control (and unlikely to be addressed, for example, through the Government's Green Paper consultation) to be closed.

JD/Co Sec (subject to sign-off by the Chair)

10 & 11. Papers requested to be taken as read, no presentation

The following papers were **TABLED** and **TAKEN as READ:**
(i) 'RU Performance, Transformation and Transition';
(ii) 'Health & Safety Report'; and
(iii) 'Network Performance Report'.

The Board:
(i) **APPROVED** the publication of the 2025 Network Report.

Future Meeting Dates
The future meeting dates were **NOTED.**

There being no other business the Chair declared the meeting closed at 17.45, after which a closed session of the NEDs was held.