



POST OFFICE LIMITED BOARD MEETING

Public

MINUTES OF AN ADDITIONAL MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON MONDAY 07 APRIL 2025 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 12:00 AM¹

Present:	Nigel Railton	Interim Chairman (NRa)
	Lorna Gratton	Non-Executive Director (LG)
	Simon Jeffreys	Non-Executive Director (SJ)
	Andrew Darfoor	Senior Independent Director (AD)
	Sara Barlow	Non-Executive Director (SB)
	Brian Smith	Non-Executive Director (BS)
	Emma Branch	Non-Executive Director (EB)
	Richard Hawkins	Non-Executive Director (RH)
	Neil Brocklehurst	Group Chief Executive Officer (NB)
	Preetha McCann	Group Chief Financial Officer (PMcC)
In attendance:	REDACTED: PERSONAL DATA	
	Chrysanthy Pispinis	Chief of Staff (Observer) (CP)
Other attendees as shown against the minutes for each item.		
Apologies:	Elliot Jacobs	Non-Executive Director (EJ)
	Amanda Burton	Non-Executive Director (AB)

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. EJ had recused himself from the meeting due to a conflict of interest. The Directors declared that they had no further 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 CP as an observer at the meeting. As an observer, the Board was aware that all contributions made by CP at the meeting were observations only, and did not constitute advice, recommendations, directions or instructions. The Board confirmed that it would take due care not to be unduly influenced solely by a contribution made by CP 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. Future DMB Approach

Andy Nice, REDACTED: PERSONAL DATA, Charlotte Cool

TABLED and **NOTED** was a paper on 'DMBs Strategic Approach'²

REDACTED: PERSONAL DATA noted:

- The settled position on Government funding had not yet been confirmed, however, it was anticipated that it would be later that day.

¹ Participation in the meeting was entirely via Microsoft Teams from participants' personal addresses. In such circumstances the Company's Articles of Association (Article 64) require that the location of the meeting be deemed as the chairman's location. However, it was not deemed appropriate to record personal addresses on the Company record. As such, the Registered Office is recorded as the meeting location.

² The paper presented to the March Board was recirculated for ease of reference.

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- The Board was being asked to approve the proposed approach, which remained to proceed at pace to exit and franchise the remaining DMBs by September 2025, subject to Government funding.
- Subject to Government funding being confirmed that day, the engagement and communications plans would be initiated, starting with briefings to DMB staff first thing the following morning, before the branches opened and before the expected Ministerial statement later the same day.
- The Board would reconvene if the settled funding position did not allow for the full plan to be taken forward.

The Board:

- i. **APPROVED** in principle, subject to confirmation of the necessary Government funding, to exit and franchise all remaining DMBs in line with the proposed accelerated delivery mechanisms and plans.
- ii. **DELEGATED AUTHORITY** to the Interim Chair to confirm final approval on receipt of confirmation of Government funding.

[Government funding was confirmed later the same day, and the Interim Chair provided the final approval].

3. Any Other Business

Horizon Shortfall Scheme (HSS): Remediation funding

- Emma Branch noted an emerging issue that had arisen in relation to the HSS scheme and the recent identification of an additional cohort of c10K potential claimants, for which c£200m of additional funding may be required.
- A NED-only session of the Remediation Committee was being held the following day to better understand the position and the questions that the Remediation Committee would wish to have answered, before the substantive meeting of the Committee the following week.
- The Shareholder had been made aware, which gave rise to questions about the proper governance for engaging the Shareholder, where this needed to be done through the right channels at the right time.

There being no other business, the Chair declared the meeting closed at 12.15.

Date of next extraordinary/scheduled meetings:

22 April 2025 (Additional Board Meeting)

03 June 2024 (Ordinary Board Meeting)