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Elliot Jacobs



15<sup>th</sup> March 2023

Dear Mr Jacobs,

My name is John Bartlett. I am the Head of the Central Investigation Unit within Legal, Compliance, and Governance at Post Office Ltd (POL). You will have had email contact with Andrew Morley who is a Senior Investigations Manager within the Central Investigation Unit. Andrew has been investigating shortfalls at post office branches within the Universal Office Equipment (UOE) group and has invited you to a voluntary investigative meeting on 5<sup>th</sup> April 2023 at POL's offices in Finsbury Dials, London.

In this letter I would like to set out what it is that we will be asking you questions about if and when we meet on 5<sup>th</sup> April; provide an explanation of the information we have provided to you in advance of the meeting; what you can expect in terms of how the meeting will be conducted; and what will happen after the meeting.

Subjects to be discussed

*1. Shortfalls*

Since February 2019, UOE has had an increasing accumulation of shortfalls in its post office operations. Between June 2020 and March 2021, a number of payments totalling £18,918.33 were made by UOE to POL to reduce the shortfall total. These payments did not clear the balance. We can find no records of UOE disputing the remaining shortfalls either immediately before or after making these repayments in 2021 or from then to date. During the trading year ending 27<sup>th</sup> March 2022, the outstanding shortfall total was £95,949.56. As of 15<sup>th</sup> March 2023, UOE had a shortfall £211,875.24.

The POL team responsible for working with Postmasters to conclude shortfalls, the Postmaster Account Support team (PAST), has been communicating with you from September 2019 up until the last payment in March 2021 – this open communication is evident in the resulting repayments made by UOE to POL. The PAST team's records show that around two months after your appointment as a POL Non-Executive Director that UOE stopped engaging with the PAST team, no discussions were had about the outstanding shortfalls, and opportunities to address these mounting shortfalls via training have not been taken up despite a large number of communications from the PAST team to you from at least as early as March 2021.

We would like to discuss with you this mounting shortfall, understand what you think caused them, and identify any reasons for not continuing to engage with the PAST team

*2. Conflicts of Interest*

As a consequence of the available data there appears to be a significant total UOE shortfall having been present for the duration of your Non-Executive Directorship with POL, we would like to discuss potential conflicts of interests that you may have had during Board meetings relating to discussions of recovery of shortfalls from postmasters.

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3. *Directors' Declarations*

We would also like to discuss potential issues surrounding your signed Director's Declaration on a Post Office Director Remuneration form signed by you upon your appointment as a Non-Executive Director at POL. In particular, we would like to understand your view when you signed the form on 26<sup>th</sup> June 2022 as to what you should and should not declare in regard to UOE's total shortfall with POL. On that date, UOE's shortfall stood at £64,091.24.

Information we have provided you

As attachments to the email accompanying this letter, we have provided:

- i. An email sent to Elliot Jacobs dated 20<sup>th</sup> July 2020 including as attachments four (4) Account Statements dated July 2020. The email includes POL's bank account details for payment of a shortfall of £47,356.30
- ii. An example of an Account Statement sent to Elliot Jacobs dated 18<sup>th</sup> October 2021 showing a "to be invoiced" amount of £73,520.19
- iii. An example of an Account Statement sent to Elliot Jacobs dated 17<sup>th</sup> January 2022 showing a "to be invoiced" amount of £90,079.22
- iv. An example of an Account Statement sent to Elliot Jacobs dated 21<sup>st</sup> February 2022 showing a "to be invoiced" amount of £90,079.22
- v. An extract from UOE's section of the 'Partnership Portal' showing up-loads of Account Statements between September 2022 and March 2023 as well as an up-loaded letter on 21<sup>st</sup> November 2022
- vi. A letter addressed to UOE dated 20<sup>th</sup> February 2023 inviting UOE to discuss resolving new discrepancies of £76,158.34, details shortfalls totalling £184,294.10, and shows discrepancies by each branch in the UOE group.
- vii. Scanned copies of Board Meeting Minutes of meetings held on 12<sup>th</sup> July 2022, 27<sup>th</sup> September 2022, 1<sup>st</sup> November 2022. The yellow highlighting was made by the Company Secretariate
- viii. A scanned copy of your signed "*Representation form for directors and other key management personnel*" regarding director's declarations

I would ask you to look at these items before we meet. If you are uncertain of anything in these documents, please contact Andrew with your questions.

*Conduct of the meeting*

I wish to re-iterate that your attendance at this investigative meeting is entirely voluntary. If you choose to attend you may, of course, leave at any time you wish, or you may choose not to answer some or all questions. This is not an "under caution" interview; it is an opportunity for both you and the investigators to discuss the three areas identified above in order to increase our understanding of what has happened.

In attendance at the meeting will be myself and Andrew. If you wish, you may be accompanied by a friend, or a National Federation of Sub Postmasters (NFSB) representative, or a colleague, or a legal representative. However, your companion will not be able to answer questions on your behalf. If you would like the NFSP to provide you with support, we would be happy to engage with them if you give them consent to do so – they have a template form to facilitate this. We would be happy to contact them on your behalf should you so wish. If you arrange for a legal representative to attend with you, this is at your own expense.

We would like your permission to audio record the meeting. This is to ensure that we can all give our full attention to the discussion rather than taking lengthy notes. An audio recording also provides the

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best record of a meeting which avoids mistakes or misunderstandings. We will ensure that you have a copy of the recording as soon as is practicable after the meeting. Please let Andrew know in advance of the meeting whether you consent to the audio recording.

If you decide that you do not want to have the meeting recorded, we will arrange for a notetaker to be present. We will ask you to read the note at the conclusion of the meeting and sign two copies of it – one for you and one for the file – attesting to the accuracy of the note if you believe it is an accurate record.

Please bring with you any information or documents that you think might be useful to the conversation. If it is discussed or is otherwise used in the discussion, we may ask for your agreement to copy it so that it can be added to the file for completeness.

If you are unable to attend the meeting at the proposed time and date, please contact Andrew as soon as possible so that alternative arrangements can be made.

After the meeting

At the conclusion of the meeting, Andrew and I will discuss what has been said and take any advice necessary, for example technical or legal advice. If our meeting identifies any new reasonable lines of enquiry, Andrew will follow them.

Once this is completed, we will produce an investigation report. The report will lay out the matters investigated, the information and data identified, any gaps, will incorporate any legal advice, and will include recommendations where appropriate.

Due to your position as a POL Non-Executive Director this report will be shared with more senior staff than would typically be the case, including the Chairman, CEO, Company Secretariate, Group General Counsel, Group Legal Director, and the Head of Contract and Deployment.

Any decisions made based on this report, or any resulting non-investigative actions, falls outside the remit of the investigation team. I would expect that the Chairman or the Group General Counsel would revert to you after they have read the report.

Attending this sort of meeting is inevitably not an easy thing but I hope this letter helps in giving you an insight into what we will be discussing and how these meetings work.

If you have any questions about the day, please do not hesitate in contacting Andrew. Otherwise, I hope to meet you on 5<sup>th</sup> April at Finsbury Dials.

Yours sincerely,

The logo consists of the letters 'GRO' in a bold, black, sans-serif font. The letters are enclosed within a rectangular border that is composed of a dashed line.

John Bartlett  
Head of Central Investigation Unit