

Corporate Governance Report

Austrian Post is a joint stock company under Austrian law and is publicly listed on the Vienna Stock Exchange. In accordance with Section 243c of the Austrian Commercial Code (UGB) and the relevant provisions of the Austrian Corporate Governance Code (ACGC), the company prepares a consolidated Corporate Governance Report every year as at 31 December, which is available at post.at/investor. In accordance with the recommendation set out in the statement published by the Austrian Financial Reporting and Auditing Committee (AFRAC) on the corporate governance report, the Corporate Governance Report of the parent company and the consolidated Corporate Governance Report have been combined in one report.

For Austrian Post, corporate governance means systematically applying the principles of responsible and sustainable corporate management, which encompasses all areas of the company. Key pillars of the corporate culture include transparent reporting and communication, corporate governance that is aligned with the interests of all stakeholders, cooperation based on trust between the Management Board and the Supervisory Board, as well as among employees, and stringent compliance with the applicable legislation.

The Austrian Stock Corporation Act, Austrian Capital Market Act, Austrian Commercial Code, regulations on co-determination, the Articles of Association and by-laws for corporate bodies of the company together with the Austrian Corporate Governance Code comprise the legal framework for corporate governance at Austrian Post.

1. Commitment to the Austrian Corporate Governance Code

The Austrian Corporate Governance Code (ACGC) provides a set of rules ensuring good and responsible corporate governance and control on the Austrian capital market that are consistent with international standards. The aim of the ACGC is to ensure the responsible management and control of companies and groups in the interests of achieving sustainable and long-term value creation. This tool is designed to provide a high level of transparency for all of a company's stakeholders.

Austrian Post is unreservedly committed to complying with the latest version of the ACGC and considers maintaining and further developing the company's high internal standards to be a top priority. In the 2024 financial year, Austrian Post complied with all rules and recommendations of the Austrian Corporate Governance Code.

The ACGC is publicly available on the Austrian Post website at post.at/investor or on the website of the Austrian Working Group for Corporate Governance at corporate-governance.at.

In accordance with Rule 62 of the Austrian Corporate Governance Code, Austrian Post's compliance with the code and the accuracy of its related public reporting is reviewed externally on a regular basis. The evaluation carried out by BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft for the 2023 financial year did not give rise to any objections regarding the public declarations made in accordance with the Code. Compliance with provisions regarding the auditor (C-Rules 77 to 83) was examined and confirmed by the law firm CMS Reich-Rohrwig Hainz. The next external evaluation is scheduled for the 2025 financial year.

2. Composition of the Management Board

There were a number of changes to the Management Board team at Austrian Post in the 2024 reporting year. Georg Pölzl stepped down from the Management Board on 30 September 2024 after his contract expired. He served as CEO of Austrian Post for 15 years. Walter Oblin, Chief Financial Officer since 2012, took over the position of Chair of the Management Board and Chief Executive Officer on 1 October 2024. The Supervisory Board appointed Barbara Potisk-Eibensteiner as the new Chief Financial Officer in the summer. She started in her new role on 1 January 2025.



Management Board of Austrian Post
From left to right: Barbara Potisk-Eibensteiner, Walter Oblin, Peter Umundum

Members of the Management Board

NAME (year of birth)	WALTER OBLIN (1969)	PETER UMUNDUM (1964)	BARBARA POTISK-EIBENSTEINER (1968)
Position	CEO	Deputy CEO Parcel & Logistics (COO)	Member of the Management Board Chief Financial Officer (CFO)
First appointed	1 July 2012 (CFO) 1 October 2024 (CEO)	1 April 2011	1 January 2025
Current term of office expires	30 September 2029 ¹	31 March 2026	31 December 2029 ²

¹ Walter Oblin was appointed as member and Chair of the Management Board with the title of CEO with effect from 1 October 2024 until 30 September 2029 (including a two-year extension option).

² Barbara Potisk-Eibensteiner was appointed as a member of the Management Board responsible for "Finance" with effect from 1 January 2025 until 31 December 2029 (including a two-year extension option).

Walter Oblin

Walter Oblin was born in Villach on 4 May 1969. He concluded his studies in Mechanical Engineering and Business Economics at Graz University of Technology and also holds an American MBA degree. He began his professional career in 1994 as a management consultant for McKinsey & Company in Vienna. He then became a partner in 2000 and assumed managerial tasks as a member of McKinsey's Management Board in Austria and in its global transport and logistics sector. After working for a German CleanTech start-up, he joined Austrian Post in autumn 2009 as Head of Strategy and Group Development. In July 2012, he took over the role of Chief Financial Officer and, at the beginning of 2019, also assumed responsibility for the Mail Division. The Supervisory

Board of Austrian Post appointed Walter Oblin as Chair of the Management Board and Chief Executive Officer with effect from 1 October 2024. For the period from 1 October 2024 to 31 December 2024, Walter Oblin remained responsible for business related to the "Finance" Management Board area.

Areas of responsibility: Mail Division, Business Solutions, Branch Network, Financial Services, Group Strategy, Digitalisation and Innovation, Corporate Communications, Customer Initiatives and Service, Investor Relations & Corporate Governance, Group Auditing, Risk Management & Compliance, Human Resources Management, responsibility for the investments assigned to these areas

Executive and supervisory role in major subsidiaries: Deputy Chair of the Supervisory Board of bank99 AG

Peter Umundum

Peter Umundum was born on 20 February 1964 in Knittelfeld and studied technical mathematics and computer science at Graz University of Technology. He began his professional career back in 1988 at Steierbrau AG, the predecessor of Brau Union AG. In 1994, he moved to Styria Medien AG as the head of IT, where he was responsible for establishing the online business, and in 1996, he was appointed CEO of the subsidiary Media Consult Austria GmbH. In 1999, Peter Umundum was one of the founders and CEO of the delivery service redmail and was also involved in the Styria Group's launch on the Croatian market. In 2001, Peter Umundum became the Managing Director of the daily newspaper Die Presse, and in 2003, he joined the Executive Management of the daily newspaper Kleine Zeitung. During this time, he was also a board member of the Austria Press Agency (APA), the Austrian Newspaper Association (VÖZ) and Austrian Circulation Control (ÖAK). Peter Umundum joined Austrian Post in 2005 as a member of the Mail Division management and has been responsible as a member of the Management Board for the Parcel & Logistics Division since 2011. He was appointed Deputy CEO on 1 October 2024.

Areas of responsibility: Parcel Austria division, Distribution Austria, Logistics Centres & Transport, Strategic Network Planning & Steering, Logistics Solutions, CEE Parcel & Türkiye, E-commerce (Shöpping), responsibility for the investments assigned to these areas

Executive and supervisory role in major subsidiaries: Chair of the Supervisory Board of Aras Kargo a.s.

Additional functions: Executive Board of Kreditschutzverband von 1870 (KSV1870), Supervisory Board of Steiermärkische Krankenanstaltengesellschaft m.b.H.

Barbara Potisk-Eibensteiner

Barbara Potisk-Eibensteiner was born in Graz on 9 September 1968 and studied business administration, majoring in banking and insurance, at the University of Graz. She began her professional career at Creditanstalt in 1991. In 1995, she was appointed Group Treasurer of Böhler-Uddeholm AG. 2007 saw her move to the listed company RHI AG, where she served as CFO from 2012 to 2017 until the merger with Magnesita was finalised. From 2017 until the end of 2024, Barbara Potisk-Eibensteiner held the position of Group CFO of the paper and pulp company Heinzl Group.

The Supervisory Board of Austrian Post appointed Barbara Potisk-Eibensteiner as Chief Financial Officer with effect from 1 January 2025.

Areas of responsibility: Group Finance (Accounting, Controlling, Treasury), financial agendas of investments, Group Information Technology, Group Procurement, Group Legal, Group Real Estate, responsibility for the investments assigned to these areas

Executive and supervisory role in major subsidiaries: Member of the Supervisory Board of bank99 AG¹

Additional functions: Chair of the Supervisory Board of the listed company Euro Telesites AG, Deputy Chair of the Supervisory Board of Sattler AG

¹ From 24 February 2025

3. Composition of the Supervisory Board

The Supervisory Board consists of a total of twelve members, i.e. eight shareholder representatives elected by the Annual General Meeting and four employee representatives elected by the Central Works Council.

At the Annual General Meeting on 18 April 2024, Sigrid Stagl stepped down from the Supervisory Board and Maria Zesch was elected as a new member. Felicia Kölliker's Supervisory Board mandate was also extended. There were no changes in the composition of the employee representatives.



Supervisory Board of Austrian Post
 From left to right: Andreas Schieder, Christiane Wenckheim, Maria Zesch, Peter E. Kruse, Felicia Kölliker, Elisabeth Stadler, Richard Köhler, Ulrike Ernstbrunner, Stefan Fürnsinn, Andreas Rindler, Huberta Gheneff, Bernhard Spatt

Shareholder representatives

NAME (year of birth)	ELISABETH STADLER (1961)	STEFAN FÜRSINN (1979)	HUBERTA GHENEFF (1964)	FELICIA KÖLLIKER (1977)
Position	Chair of the Supervisory Board	Deputy Chair of the Supervisory Board	Member of the Supervisory Board	Member of the Supervisory Board
First appointed/ term of office	20 April 2023 ¹ until the 2027 AGM	20 April 2023 until the 2026 AGM	19 April 2018 until the 2025 AGM	17 June 2020 until the 2026 AGM
Nationality	Austria	Austria	Austria	Switzerland
Main job	Former CEO of Vienna Insurance Group (until 30 June 2023)	Executive Director of Österreichische Beteiligungs AG (ÖBAG)	Lawyer	Member of the Executive Board of PostFinance Ltd (Switzerland)
Area of competence as member of the Supervisory Board	Strategy, Corporate Governance, Finance	Digitalisation, Strategy, Business Development	Legal, Regulation	Financial Services
Positions in listed companies	Andritz AG, OMV AG, voestalpine AG	Telekom Austria AG		

¹ Member of the Supervisory Board of Austrian Post from 28 April 2011 to 19 April 2018

Shareholder representatives

NAME (year of birth)	PETER E. KRUSE (1950)	BERNHARD SPALT (1968)	CHRISTIANE WENCKHEIM (1965)	MARIA ZESCH (1973)
Position	Member of the Supervisory Board	Member of the Supervisory Board (financial expert)	Member of the Supervisory Board	Member of the Supervisory Board
First appointed/ term of office	24 April 2014 until the 2025 AGM	20 April 2023 until the 2026 AGM	20 April 2023 until the 2025 AGM	18 April 2024 until the 2026 AGM
Nationality	Switzerland	Austria	Austria	Austria
Main job	Corporate Consultant	Member of the Board of Managing Directors of Commerzbank AG	CEO of Ottakringer Holding AG	Senior Advisor at Arthur D. Little (since 1 January 2025)
Area of competence as member of the Supervisory Board	Logistics, International Markets	Financial Services, Risk Management	Logistics, HR, Organisational Development	Marketing, Sales, E-commerce
Positions in listed companies				

Employee representatives

NAME (year of birth)	ULRIKE ERNSTBRUNNER (1961)	RICHARD KÖHLER (1965)	ANDREAS RINDLER (1967)	ANDREAS SCHIEDER (1976)
Position	Member of the Supervisory Board	Member of the Supervisory Board	Member of the Supervisory Board	Member of the Supervisory Board
Term of office	since 8 November 2023	since 1 September 2021	since 1 November 2022	since 1 April 2022 ¹
Nationality	Austria	Austria	Austria	Austria
Main job	Austrian Post Central Works Council	Chair of the Central Works Council of Austrian Post	Deputy Chair of the Central Works Council of Austrian Post	Austrian Post Central Works Council

¹ Member of the Supervisory Board of Austrian Post from 19 October 2010 to 29 October 2018

Independence and Diversity on the Supervisory Board

In accordance with C-Rule 53 of the Austrian Corporate Governance Code, the Supervisory Board of Austrian Post has defined the following criteria to determine the independence of members of the Supervisory Board:

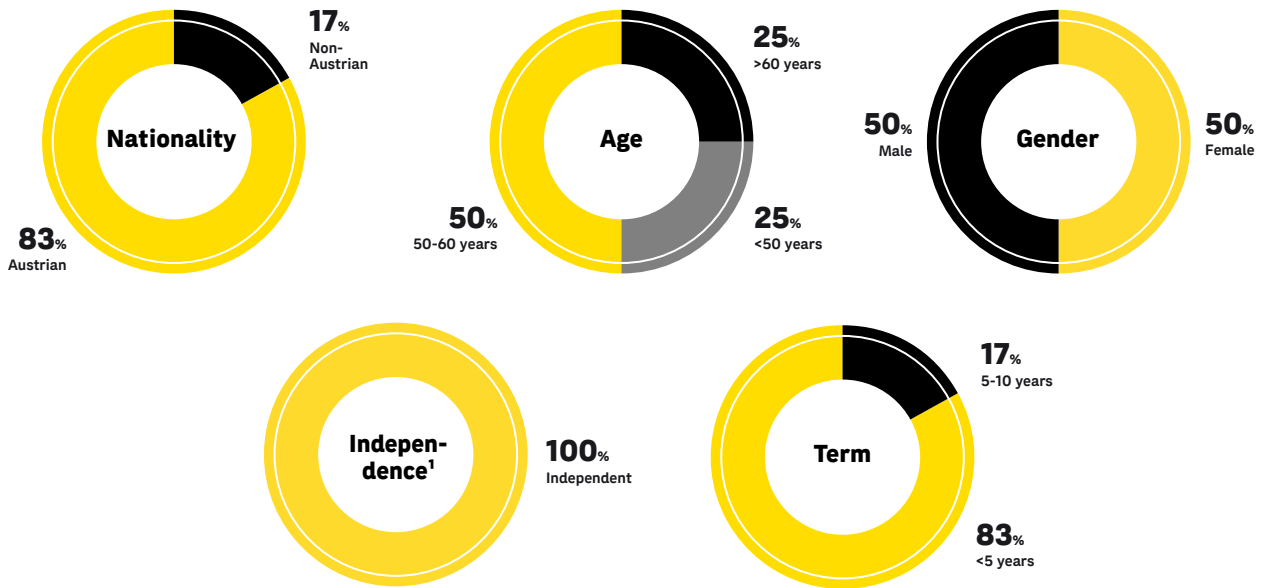
1. The member of the Supervisory Board shall not have served as a member of the Management Board or as a manager of the company or one of its subsidiaries in the past five years.
2. The member of the Supervisory Board shall not maintain or have maintained in the past year any business relations with the company or one of its subsidiaries to an extent of significance for the member of the Supervisory Board. This shall also apply to relationships with companies in which the member of the Supervisory Board has a considerable economic interest, but not to carrying out functions in corporate bodies. The approval of individual transactions by the Supervisory Board according to L-Rule 48 does not automatically mean the person is qualified as being not independent.
3. The member of the Supervisory Board shall not have been an auditor of the company, have owned a share in the auditing company or have worked there as an employee over the past three years.
4. The member of the Supervisory Board shall not be a member of the Management Board of another company in which a member of the Management Board of this company is a member of the Supervisory Board.
5. The member of the Supervisory Board shall not serve as a member of the Supervisory Board for longer than 15 years. This does not apply to members of the Supervisory Board who are shareholders with a stake in the company or who represent such a shareholder's interests.
6. The member of the Supervisory Board shall not be a close relative (i.e. direct offspring, spouse, partner, parent, uncle, aunt, sibling, niece or nephew) of a member of the Management Board or of persons in one of the above-mentioned positions.

On the basis of these Guidelines for Independence (annex to the Austrian Corporate Governance Code), all eight shareholder representatives have submitted a written declaration and declared themselves independent (C-Rule 53). The following shareholder representatives on the Supervisory Board also met the independence criterion set out in C-Rule 54 in the 2024 financial year (no representation of a shareholder with a stake of more than 10%): Huberta Gheneff, Felicia Kölliker, Peter E. Kruse, Bernhard Spalt, Elisabeth Stadler, Christiane Wenckheim and Maria Zesch. This means that both of the independence quotas required by Rules 53 and 54 of the Code are complied with.

There are no contracts between the members of the Supervisory Board and Austrian Post which would require consent or disclosure pursuant to Rules 48 and 49 of the Austrian Corporate Governance Code.

A total of six women are represented on Austrian Post's Supervisory Board, representing a share of 50%. This completely fulfils the statutory gender quota of 30% which took effect on 1 January 2018, and which applies separately for shareholder and employee representatives. The members of the Supervisory Board show a balanced age structure ranging from 45 to 74. Two members are not Austrian nationals.

G 04 Diversity in the Supervisory Board



¹ In accordance with the requirements of the ACGC (C-Rule 53), the "independence" criterion only takes into account the shareholder representatives on the Supervisory Board.

4. Mode of Operation of the Management Board and Supervisory Board

The Management Board is bound to act in the company's best interests and manages its business on the basis of prevailing legal regulations, the Articles of Association and the by-laws. The by-laws for the Management Board stipulate the assignment of responsibilities and cooperation within the Management Board. They also define information and reporting obligations as well as a catalogue of measures requiring the approval of the Supervisory Board.

The Management Board meets at least every fourteen days to discuss the current business development, as well as strategic and operational issues. At these meetings, decisions are made that require the approval of the entire Management Board. The Management Board is provided with regular information on both financial and key sustainability indicators in the Monthly Report. Moreover, the members of the Management Board continually exchange information about the relevant activities with the responsible executives.

A Strategic Executive Management Council provides support to the Management Board in the running of the

company. This leadership team consists of approximately 20 top-level employees and plays an advisory and supporting role with respect to all operational and strategic issues affecting Austrian Post.

The Management Board regularly provides the Supervisory Board with timely and comprehensive information about all relevant issues relating to business development, including the assessment of the risk situation and risk management at Austrian Post and all key Group companies. Moreover, in the spirit of good corporate governance, ongoing consultations take place between the respective chairs of the Supervisory and Management Boards concerning the matters falling under the jurisdiction of the Supervisory Board.

The Supervisory Board monitors and oversees the activities of the Management Board and makes decisions on issues of fundamental importance as well as the strategic direction of the company. In line with the integrated corporate and sustainability strategy, the entire Supervisory Board takes a holistic approach to sustainability issues at Austrian Post. The work of the Supervisory Board is characterised by a high level of openness. The intensive work carried out by the Supervisory Board committees supports the Supervisory Board with a view to ensuring focused discussions and efficient decision making.

Four Supervisory Board meetings were held in the 2024 financial year. The focus of the four ordinary meetings of the Supervisory Board was on monitoring the ongoing business development of Austrian Post and its Group companies as well as various transactions requiring Supervisory Board approval.

The other priorities of the work carried out by the Supervisory Board and its committees are summarised in the Report of the Supervisory Board to the Annual General Meeting.

In accordance with the stipulations of the Austrian Corporate Governance Code (ACGC, Rule C-36), the Supervisory Board carried out a self-evaluation of its work in the 2024 financial year as part of a full-day retreat with external support. The evaluated results were extensively discussed by the Supervisory Board, and will be integrated into the future work of the Supervisory Board.

There is a duty on the part of the Management Board as well as the Supervisory Board to disclose any conflict of interest. Members of the Supervisory Board must disclose any conflict of interest immediately to the Chair of the Supervisory Board. If the Chair is involved in a conflict of interest, she is required to immediately disclose this to the Deputy Chair of the Supervisory Board. With respect to Management Board meetings dealing with the personal or economic interests of a particular member of the Management Board, this member is not permitted to take part in the relevant decision making.

Committees

In order to exercise its advisory and controlling functions efficiently, the Supervisory Board has formed Committees, which deal with technical issues and prepare resolutions for adoption by the Supervisory Board.

The committees are chaired by qualified experts. Supervisory Board Chair Elisabeth Stadler heads the Nomination and Remuneration Committee. With years of experience as CEO of a listed company, she has extensive expertise and practical experience in the area of remuneration policy.

Bernhard Spalt leads the Auditing and the Banking Committee. He is a seasoned banking expert and has deep knowledge of the industry. His experience as a member of the Management Board of a listed company means he has specialised knowledge of accounting, auditing and risk management.

Executive Committee: Elisabeth Stadler (Chair), Stefan Fürnsinn

Nomination Committee: Elisabeth Stadler (Chair), Stefan Fürnsinn, Richard Köhler

Remuneration Committee: Elisabeth Stadler (Chair), Stefan Fürnsinn, Peter E. Kruse

Audit Committee: Bernhard Spalt (Chair, financial expert), Stefan Fürnsinn (Deputy Chair), Huberta Gheneff, Richard Köhler, Andreas Schieder

Banking Committee: Bernhard Spalt (Chair), Felicia Kölliker, Richard Köhler

In accordance with the by-laws for the Supervisory Board, the **Executive Committee** is responsible for regulating the relationships between the company and the members of the Management Board, including granting approval to secondary employment, inasmuch as this does not fall within the jurisdiction of the entire Supervisory Board, the Remuneration or Nomination Committee. In addition, the Executive Committee maintains regular contact with the Chair of the Management Board and discusses strategy and business development.

The **Nomination Committee** submits recommendations to the Supervisory Board with respect to filling vacant positions on the Management Board/Supervisory Board, and also deals with issues relating to succession planning. One key topic addressed at the seven meetings of the Nomination Committee in the 2024 financial year was the preparation of a proposal for the appointment of a new member of the Management Board responsible for "Finance", which was set to become vacant on 1 October 2024 due to the appointment of Walter Oblin as the new CEO. The committee also dealt with appointments to Supervisory Board positions that were set to become vacant at the end of the 2024 Annual General Meeting.

The **Remuneration Committee** deals with the content of employment contracts with members of the Management Board and is responsible in particular for any remuneration issues. It ensures implementation of the remuneration rules contained in the Austrian Corporate Governance Code, and regularly evaluates the policies governing remuneration of members of the Management Board. The Remuneration Committee held five meetings in the 2024 financial year and dealt with the evaluation and definition of the variable remuneration components, as well as the 2023 Remuneration Report and the 2024 Remuneration Policy. The Remuneration Committee also approved the contractual amendment for Peter Umundum in line with the new remuneration policy and the employment contract for Barbara Potisk-Eibensteiner.

The **Audit Committee** performs the tasks assigned to it pursuant to Section 92 (4a) of the Austrian Stock Corporation Act (AktG) as well as Rule 40 of the Austrian Corporate Governance Code. The Audit Committee held four meetings in the 2024 financial year. In addition to reviewing and preparing approval of the annual financial statements and consolidated annual financial statements for 2023, great

importance was attached to supervising the financial reporting process, the internal control system, and the audit and risk management system.

The **Banking Committee** monitors Austrian Post's financial services business and met four times in 2024.

The table below shows the attendance of the Supervisory Board members at meetings in 2024.

Attendance

	Supervisory Board	Nomination Committee	Remuneration Committee	Audit Committee	Banking Committee
ELISABETH STADLER	4/4	7/7	5/5		
STEFAN FÜRNSINN	4/4	7/7	5/5	4/4	
HUBERTA GHENEFF	4/4			4/4	
FELICIA KÖLLIKER	4/4				4/4
PETER E. KRUSE	4/4		5/5		
BERNHARD SPALT	4/4			4/4	4/4
SIGRID STAGL (until 18 April 2024)	1/1			1/1	
CHRISTIANE WENCKHEIM	4/4				
MARIA ZESCH (since 18 April 2024)	3/3				
ULRIKE ERNSTBRUNNER	4/4				
RICHARD KÖHLER	4/4	7/7		4/4	4/4
ANDREAS RINDLER	4/4				
ANDREAS SCHIEDER	4/4			4/4	

Remuneration of the Management Board and Supervisory Board

Information on the remuneration for the Management Board and the Supervisory Board is not included in this Corporate Governance Report. In this regard, reference is made to the Remuneration Policy, as well as the separate Remuneration Report, which presents the results of the financial year under review. Both documents are published on the company's website (available at [post.at/investor](https://www.post.at/investor)).

5. Diversity Concept and Measures to Promote the Advancement of Women

Austrian Post believes that its diversity is one of the factors that gives it a key advantage over the competition. That is why diversity is at the heart of our corporate strategy.

We value the diversity of our employees, customers and stakeholders and make sure they are actively involved in designing processes and services. Austrian Post is committed

to having diverse teams because it knows that diversity boosts innovation and creativity. Taking intentional steps to promote this diversity within the workforce not only creates a respectful corporate culture but also improves our understanding of the needs of our customers.

The same applies to the company's management bodies. Positions on the Management Board and Supervisory Board should be filled with individuals who provide the relevant knowledge, skills and personal competencies that are required for the management and supervision of a publicly-listed logistics and postal services provider and reflect the strategic objectives of the company. Ensuring a professional and personal balance in the composition of the Supervisory Board should be borne in mind. In this case, the diversity of the Supervisory Board with respect to gender, a balanced age structure and the internationality of the members are to be taken into account. Within this context, it is important to report that six women and two non-Austrian citizens are members of the Supervisory Board. The members of the Supervisory Board are aged between 45 and 74.

For the first time, the Management Board of Austrian Post has a female member: Barbara Potisk-Eibensteiner was appointed effective 1 January 2025. Currently, one third

of all Austrian Post employees are female, while women hold 37.7% of all management positions. To encourage women to step into management positions, Austrian Post has launched the Elly gender balance project with the aim of achieving a 40% share of women in management positions by 2030. Measures such as group leadership coaching, individual coaching sessions and internal mentoring support female managers. The continuation of the Women's Career Index and specific target agreements will also help boost the proportion of women. The "Work and Family Life" audit includes measures to support managers in the management of parental leave and to promote flexible working hours.

As part of Austrian Post's diversity management programme, seven network groups were set up to raise awareness of diversity and enhance employees' skills. The

diversity network covers areas such as accessibility, ethnicity and origin, women in leadership, age and generations, work and family, LGBTIQ+, as well as religion and worldview. Each network group discusses challenges and development opportunities for Austrian Post and develops innovative measures and proposed solutions.

Measures to promote multilingualism, such as pictograms and translation tools, support an inclusive working environment. International workshops and seminars on diversity serve to raise awareness among managers and employees, while e-learning modules on diversity and parental leave management increase satisfaction and motivation. Access to inclusive workplaces and specific further training promote accessibility skills and the inclusion of people with disabilities.

Vienna, 18 February 2025

The Management Board

WALTER OBLIN
CEO
Chairman of the Management Board

PETER UMANDUM
Deputy CEO
Parcel & Logistics (COO)

BARBARA POTISK-EIBENSTEINER
Member of the Management Board
Finance (CFO)