

Remuneration Policy for the Members of the Supervisory Board of Österreichische Post AG (Austrian Post) 2024

1. Introduction

The Supervisory Board is elected by the Annual General Meeting and is assigned the task of representing the interests of shareholders. The Supervisory Board monitors the work of the Management Board and makes decisions on issues of fundamental importance as well as the strategic direction of the Company. The Supervisory Board members receive remuneration for their work, the principles of which are laid down in the Remuneration Policy.

In line with the stipulations prescribed by corporate law, the Remuneration Policy was presented for the first time at the Annual General Meeting in June 2020 and was approved by a majority of 99.95%. The policy is reviewed in regular intervals and must be presented again to the Annual General Meeting in cases of significant changes, but in any case, in every fourth financial year.

This Remuneration Policy 2024 was prepared by the Remuneration Committee and adopted by resolution of the Supervisory Board on 12 March 2024. The Remuneration Policy will be put to the vote at the Annual General Meeting on 18 April 2024. A detailed presentation of the implementation of the Remuneration Policy can be found in the annual Remuneration Report, which has been presented annually to the Annual General Meeting for approval since 2021.

2. Principles and objectives

Positions on the Supervisory Board should be filled with individuals who provide the relevant qualifications, skills and personal competence promoting and safeguarding the supervision of a publicly listed logistics and postal services provider as well as the interests of shareholders. 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 the representation of both genders, a balanced age structure and the internationality of the members are to be taken into account.

The Remuneration Policy is oriented to legal regulations and the stipulations contained in the Austrian Corporate Governance Code. It is designed to take the responsibilities of the board members and the scope of their work as well as the economic situation of the Company into account. Moreover, the remuneration of the Supervisory Board should be designed in such a manner as to ensure a balanced and qualified composition of the board.

It is the responsibility of the Supervisory Board to monitor the work of the Management Board and ensure that the development of the Company is in line with the Group strategy. Against this backdrop, the composition and competence profile of the Supervisory Board is a key aspect in monitoring the strategic directions of the Company as effectively as possible.

3. Structure of Supervisory Board remuneration

The remuneration system and actual remuneration paid to the Supervisory Board of Österreichische Post AG are resolved upon by the Annual General Meeting. This prevents a conflict of interest with regard to the design of the Remuneration Policy and remuneration. The remuneration of the Supervisory Board is structured as a fixed remuneration. Variable and performance-related remuneration components are not included, in light of the fact that the Supervisory Board does not have responsibility for the Company's business results. Any responsibility for earnings would comprise a conflict of interest with its supervisory and monitoring functions.

The basic remuneration granted to Supervisory Board members elected by the Annual General Meeting is oriented to the remuneration structure of publicly listed Austrian companies and is aligned to the scope of the areas of responsibility and the particular responsibility assumed by the respective Supervisory Board member. The remuneration system provides for progressions in the basic remuneration aligned to the positions of Chair of the Supervisory Board, Deputy Chair and other Supervisory Board members. Furthermore, additional fixed remuneration is granted for work on a Supervisory Board committee.

The Supervisory Board remuneration for the respective financial year is paid to the Supervisory Board members retrospectively. If a Supervisory Board member begins or ends his or her term of office during the year, the basic remuneration is paid on a pro rata basis. The employee representatives perform their duties on the Supervisory Board on an honorary basis and do not receive an annual basic salary. However, they are entitled to reimbursement of expenses, which can also be granted as a lump sum.

All members of the Supervisory Board elected by the Annual General Meeting are granted attendance fees for each meeting they attend, in which case the amount is oriented to their residency in Austria or abroad. In addition, the members of the Supervisory Board are reimbursed for cash expenses (e.g. travelling expenses) incurred in connection with their function. All members of the Supervisory Board of Österreichische Post AG are insured within the framework of Directors and Officers Liability Insurance. The insurance covers judicial and extrajudicial protection against unfounded claims for damages as well as the settlement of such claims which may be considered as legally justified.

4. Duration and termination of Supervisory Board mandates

The Annual General Meeting determines the term of office for the election of Supervisory Board members. The legal and statutory maximum term of office is five years. In order to ensure continuity on the Supervisory Board, the Annual General Meeting makes sure that the majority of mandates do not expire at the same time ("staggered board" principle). Reappointments are permitted.

No contractual relationships under valid employment laws exist between Supervisory Board members serving as shareholder representatives and the Company. For this reason, no information can be provided on the duration of contracts, relevant periods of notice as well as the main features of contracts such as supplementary pension systems and early retirement schemes. Employee representatives are subject to the respective provisions contained in their employment contracts.

The premature departure of a Supervisory Board member serving as a shareholder representative is possible either in the case of resignation from the position of Supervisory Board member or removal by the Annual General Meeting. There is no entitlement for claims against the Company after leaving the Supervisory Board. Employee representatives can be appointed to or dismissed from the Supervisory Board by the Works Council at any time.

5. Deviation from the Remuneration Policy

Under extraordinary circumstances, the Supervisory Board is authorised to deviate from the Remuneration Policy. Extraordinary circumstances are considered to be situations in which deviations from the Remuneration Policy are considered to be necessary for the long-term development of the Company or as a means to safeguard profitability.

12 March 2024

Elisabeth Stadler m.p.
Chair of the Supervisory Board