

Österreichische Post Aktiengesellschaft
Vienna, FN 180219 d
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Publication of the resolution passed by the Annual General Meeting of April 15, 2015 on the authorisation to acquire treasury shares pursuant to Section 65 Para 1 (4,8) and Para 1a and 1b Austrian Stock Corporation Act (AktG) in conjunction with Section 82 Para 9 Austrian Stock Exchange Act and Section 2 Para 2 Austrian Disclosure Regulation

At the Annual General Meeting of Österreichische Post Aktiengesellschaft (Austrian Post), Vienna held on April 15, 2015, the following resolution on item 10 of the agenda was passed:

- a) In accordance with Section 65 Para 1 (4) and (8) as well as Para 1a and 1b AktG, the Management Board is authorised to acquire non-par value bearer or registered shares of the company, with this to amount to up to 10% of the company's share capital, with this authorisation to be for 30 months, with this starting upon April 15, 2015, and with this to be performed on or outside exchanges, and with these to be offered for purchase in such cases to individual shareholders or to a single shareholder, with this especially to be ÖIAG/ÖBIB, and with this to be at a lowest equivalent value of EUR 20.00 (twenty euros) per share, and with this to be at a highest equivalent value of EUR 60.00 (sixty euros) per share.

The trading in treasury shares is excluded as the objective of the acquisition. The authorisation can be exercised in one or more partial amounts and for the purposes of realising one or more than one objective of the company. This realisation may also be undertaken by a subsidiary (Section 228 Para 3 Austrian Commercial Code) or by a third party acting on a paid commission basis on behalf of the company. The undertaking of the acquisition by the Management Board may especially be performed in cases in which the shares are to be offered to employees, senior managers and members of the Management Board of the company or of one affiliated with it in conjunction with an employee participation program, with a stock option program and/or for purposes of being issued to a private foundation enabling employee participation.

- b) The Management Board can resolve to make this acquisition on an exchange. In such cases, the Supervisory Board has to be informed on an ex post facto basis of this resolution. An acquisition not made via an exchange requires the prior approval of the Supervisory Board. In a case of an acquisition not made on the exchange, this acquisition can be undertaken in a way excluding the proportionate right of sale (converse exclusion of right of procurement).
- c) The Management Board is authorised for a term of five years, with this starting upon the passing of the resolution, with this according to Section 65 Para 1b AktG, with this requiring approval by the Supervisory Board, and with this not demanding the Annual General Meeting's passing of a resolution, to pass a resolution stipulating that treasury shares are to be sold or used in a way other than their sale via an exchange or via the making of a public offer, with this to appropriately heed the rules established for the exclusion of subscription rights held by shareholders, with this especially applying to shares to be offered to employees, senior managers and members of the Management Board of the company or of one affiliated with it in conjunction with an employee participation program or with a stock option program and/or issued to a private foundation constituted for purposes of employee participation. The Management Board is also authorised to establish the conditions of sale. The authorisation can be exercised in one or more partial amounts and for the purposes of realising one or more than one objective of the company. This realisation may also be undertaken by a subsidiary (Section 228 Para 3 Austrian Commercial Code) or by a third party acting on a paid commission basis on behalf of the company.
- d) The Management Board is also authorised, should the Supervisory Board so consent and should such be required, to reduce the share capital. This is to be undertaken through the withdrawal of treasury shares and does not require the Annual General Meeting's passing a resolution, in accordance with Section 65 Para 1 (8) last sentence and with Section 122 AktG. The Supervisory Board is authorised to resolve alterations in the Articles of Association arising from the withdrawal of shares.