

**Österreichische Post Aktiengesellschaft (Austrian Post)**  
Vienna, FN 180219 d (Commercial Register Number FN 180219 d)  
ISIN AT0000APOST4

## **INVITATION TO THE ANNUAL GENERAL MEETING**

We would like to hereby invite our shareholders  
to the **Annual General Meeting of Austrian Post**,  
to be held on **Thursday, April 20, 2017 at 10 a.m.**  
in Hall F, Wiener Stadthalle, Roland Rainer Platz 1, 1150 Vienna.

### **I. AGENDA**

1. Presentation of the annual financial statements including the Management Report, Corporate Governance Report, consolidated financial statements, Group Management Report and the Report of the Supervisory Board for the 2016 financial year
2. Resolution on the appropriation of the balance sheet profit
3. Resolution on the discharge of the members of the Management Board for the 2016 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2016 financial year
5. Resolution on the remuneration of the Supervisory Board members
6. Resolution on the appointment of the auditor of the annual financial statements and of the consolidated financial statements for the 2017 financial year
7. Resolution on
  - a) an amendment to the Articles of Association in Section 18 Para 2 (“General Shareholders’ Meeting – Participation”) and
  - b) an addition to the Articles of Association in the form of a new Section 25 (“Place of Jurisdiction”)
8. Renewed resolution to grant authorisation to the Management Board
  - a) to buy back the Company’s own shares (treasury shares) pursuant to Section 65 Para 1 (4) and (8), Para 1a and 1b Austrian Stock Corporation Act (AktG), both via the stock market and over-the-counter, to a maximum of 10% of the Company’s share capital, also with the exclusion of pro rata shareholder rights of repurchase which may accompany such an acquisition (reverse exclusion of subscription rights)
  - b) pursuant to Section 65 Para 1b AktG, to decide on another mode of disposal for selling or utilizing the Company’s own shares, i.e. other than by way of the stock

market or a public offering, while applying – “mutatis mutandis” – the rules on the exclusion of shareholder subscription rights;

- c) to decrease the share capital by redeeming these treasury shares with no further resolution of the Annual General Meeting;
- d) whilst revoking the corresponding authorization in accordance with the resolution on item 10 of the agenda passed by the Annual General Meeting on April 15, 2015.

## **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING, AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE**

In particular, the following documents will be available on the Website of the Company at [www.post.at/ir](http://www.post.at/ir) no later than **March 30, 2017**:

- Annual Financial Statements including the Management Report,
- Corporate Governance Report,
- Consolidated Financial Statements including the Group Management Report,
- Proposal for the Appropriation of the Balance Sheet Profit,
- Report of the Supervisory Board for the 2016 financial year,
- Draft resolutions concerning items 2-8 on the agenda,
- Report of the Management Board pursuant to Section 65 Para 1b AktG along with Section 170 Para 2 and Section 153 Para 4 (2) AktG on item 8 of the agenda – Exclusion of subscription rights or reverse exclusion of subscription rights, purchase of own shares (treasury shares),
- Annual Report 2016,
- Amendments to the Articles of Association,
- Documents relating to absentee voting (ballot form, revocation, instruction sheet),
- Proxy authorisation forms,
- Revocation of proxy form,
- Complete text of this Invitation to the Annual General Meeting.

## **III. RECORD DATE AND PRE-REQUISITES FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING**

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights during the Annual General Meeting depend on the shares held at the end of day on **April 10, 2017** (record date).

Participation in the Annual General Meeting is limited to persons who are in possession of shares on the record date, and supply proof of such to the Company.

The safe custody receipt (deposit confirmation) pursuant to Section 10a AktG shall suffice as proof of shareholding on the record date. This confirmation of holdings must be received by the Company no later than **April 14, 2017** exclusively via one of the following communication channels and addresses:

By post or courier: Österreichische Post Aktiengesellschaft  
c/o HV-Veranstaltungsservice GmbH  
Re: Post HV  
8242 St. Lorenzen/Wechsel, Austria, Köppel 60

By e-mail: [anmeldung.post@hauptversammlung.at](mailto:anmeldung.post@hauptversammlung.at)  
(as electronic document in the form of a PDF  
with a qualified electronic signature)

By SWIFT: GIBAATWGGMS  
(Message Type MT598, the text must include the following:  
ISIN AT0000APOST4)

Shareholders are requested to contact their depositary bank and arrange for the issuance and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares and has no bearing on dividend rights.

#### **Deposit confirmation pursuant to Section 10a AktG**

The deposit confirmation (safe custody receipt) is to be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

- Information on the issuer: company and address or code commonly used in business transactions between banks,
- Information on the shareholder: name/company, address, date of birth for natural persons, register and registration number for legal persons in the legal person's country of origin,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000APOST4,
- Securities custody account number or another designation,
- Date or period of time to which the safe custody receipt refers to.

The safe custody receipt as evidence of the shareholding as the basis for participating in the Annual General Meeting must refer to the end of the record date of **April 10, 2017** (12 p.m. midnight, CEST).

The safe custody receipt will be accepted in German or in English.

For identification purposes, shareholders and their proxies are asked to be ready to show official photo identification when registering for the Annual General Meeting.

#### **IV. ABSENTEE VOTING**

Every shareholder is entitled to take part in the upcoming Annual General Meeting on the basis of voting by mail, pursuant to Section 19 of the Articles of Association and Section 127 AktG.

Submission of votes must be done in written form by using the form (ballot) made available by the Company for this purpose. The documents required for absentee voting (ballot form, revocation form, instruction sheet, return envelope) will be sent upon request. Please request these materials from the Investor Relations Department by calling +43 (0) 57767 – 30401 at the following times: Monday-Thursday 9 a.m. – 4 p.m. and Friday 9 a.m. – 1 p.m. The texts of the forms and the instruction sheet will also be available for downloading on the Company's Website at [www.post.at/ir](http://www.post.at/ir) no later than **March 30, 2017**.

In any case, the shareholder must include the following information on the ballot form: name (corporate name) and place of residence (headquarters) of the shareholder and the number of shares. Ballots are only considered to be valid if signed by the shareholder. The filled-out ballot form with the original signature of the shareholder must be received no later than **April 14, 2017** by the notary public Rupert Brix at his PO box 170, 1011 Vienna. Mr. Brix is serving as the authorised recipient of ballots on behalf of Austrian Post for purposes of absentee voting by mail.

It is expressly pointed out that the pre-requisite for being entitled to voting by mail is supplying proof to the Company of shareholding on the record date and thus the Company has received a safe custody receipt pursuant to Section 10a AktG no later than **April 14, 2017** at one of the aforementioned addresses. Shareholders who want to take part in the Annual General Meeting by using the opportunity of absentee voting by mail must ensure the timely issuance and transmission of a safe custody receipt pursuant to Section 10a AktG as described above – similar to the procedure required of shareholders who want to personally attend.

Shareholders should note that the votes submitted per absentee ballot by mail are to be considered as invalid if the content of the respective resolution voted upon by the Annual General Meeting is different than that stipulated on the absentee ballot form.

If necessary, the Company will make a new form (ballot) available on the Website of the Company at [www.post.at/ir](http://www.post.at/ir) for downloading in cases in which the company receives admissible motions from shareholders involving additions to the agenda pursuant to Section 109 AktG no later than **March 30, 2017** and/or admissible motions involving resolutions pertaining to items on the agenda pursuant to Section 110 AktG by no later than **April 10, 2017**.

A ballot submitted by mail can be revoked using the form (revocation) placed on the Website by the company for this purpose. The revocation is to be considered as legally valid if it is received by the notary public Rupert Brix by fax at +43 (0) 512 46 11 – 28 no later than the end of day on **April 19, 2017**.

A shareholder who attends the Annual General Meeting personally and who has already voted on a resolution by mail is only to be permitted to exercise his voting rights at the Annual General Meeting if he has revoked his absentee ballot in a timely manner, i.e. no later than **April 19, 2017** as described above. Otherwise, the shareholder is only allowed

to participate as a guest, without the right to speak or pose questions, to make proposals and in particular will not have the right to exercise his voting rights or the right of objection. A shareholder whose participation in voting takes the form of absentee voting by mail is entitled to use the ballot to declare on a precautionary basis his objection to the resolution to be considered at the Annual General Meeting. There are no other ways of raising objections.

## **V. POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED**

Every shareholder entitled to participate in the Annual General Meeting and has provided sufficient proof to the Company as described in point III of this invitation has the right to appoint a representative who will attend the meeting on behalf of the shareholder, and who is vested with the same rights as the shareholder whom he/she represents.

Proxy must be conferred on a specific person (natural or legal) in text form (Section 13 Para 2 AktG). It is also possible to appoint several proxy holders.

The appointment of a proxy holder is possible either before or during the Annual General Meeting.

We offer the following communication channels and addresses as means to convey the appointment of a proxy holder:

By post or courier: Österreichische Post Aktiengesellschaft  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen/Wechsel, Austria, Köppel 60

By fax: 43 (0) 1 8900 500 - 75

By e-mail: [anmeldung.post@hauptversammlung.at](mailto:anmeldung.post@hauptversammlung.at)  
(the appointment of a proxy can be sent in the following formats: PDF, JPG, TXT and TIF.)

Appointments of a proxy holder must be received by the Company no later than **April 19, 2017** at 4:00 p.m., exclusively at one of the previously listed addresses, unless they are submitted at the entry or exits check at the Annual General Meeting.

A form for the appointment (or revocation) of a proxy holder can be downloaded from the Company's Website at [www.post.at/jr](http://www.post.at/jr). In order to ensure problem-free processing, we request that you only use the forms which have been made available.

Details on appointing a proxy, especially the text form and contents of the proxy, are derived from the proxy authorization form made available to shareholders.

If the shareholder has appointed the depositary bank (Section 10a AktG) as her or his proxy, it will suffice if the bank attaches a declaration stating that it was appointed to serve as the proxy to the deposit confirmation and has both documents sent to the Company via the communication channels stipulated for the deposit confirmation.

Even after appointing a proxy, shareholders may still personally attend the Annual General Meeting and exercise their shareholder rights. Personal attendance is considered to serve as a revocation of the proxy authorisation.

The aforementioned instructions concerning the granting of proxy authorisation also apply analogously to the revocation of proxy.

A special service is available for shareholders. A representative of the Austrian Shareholder Association IVA, Feldmühlgasse 22/4, 1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders at the Annual General Meeting. To authorize Michael Knap to serve as the proxy, a special proxy form is available for downloading on the Website of the Company at [www.post.at/ir](http://www.post.at/ir), which must be received by the Company only at one of the above-mentioned addresses (fax, e-mail, post). In addition, it is possible for the shareholder to directly contact Mr. Michael Knap by phone at +43 (0) 1 8763343 – 30, +43 (0) 664 2138740, by fax at +43 (0) 1 8763343 – 39 or by e-mail at michael.knap@iva.or.at.

The shareholder is required to precisely instruct Mr. Michael Knap how he (or a designated authorized sub-representative) is to exercise the shareholder's voting rights. Mr. Michael Knap will exercise the voting rights of the shareholder exclusively on the basis of the instructions submitted by the shareholder. The proxy is to be considered invalid if no precise instructions are contained in it. Please note that the proxy does not accept any instructions to speak at the Annual General Meeting, to voice objections to any resolutions, to pose questions or to make proposals at the Annual General Meeting.

## **VI. NOTES ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG**

### **1. Additions to the agenda pursuant to Section 109 AktG**

Shareholders whose total shareholding equals 5% or more of the Company's share capital may request in writing that **additional items be put on the agenda** of this Annual General Meeting, and that these be made public, provided that these shareholders held the shares for at least three months prior to making the request. In addition, such a request shall only be considered if it is received by the Company in written form no later than **March 30, 2017** (midnight) exclusively at the address Austrian Post, Attn: Investor Relations, Haidingergasse 1, 1030 Vienna. Each request for an additional item to be put on the agenda must include the proposed resolution and a statement explaining the reasons for such a proposal. The safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right. This confirmation must confirm that the shareholder requesting an addition to the agenda has been a holder of the shares for at least three months prior to submitting such a request. In addition, the safe custody receipt must not be more than seven days old at the time it

is submitted to the Company. In respect to any other requirements related to the safe custody receipt, reference is made to the detailed information on the right to participate (point III).

## **2. Draft resolutions on agenda items submitted by shareholders pursuant to Section 110 AktG**

Shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may propose **draft resolutions** in writing in respect to each item on the agenda for this Annual General Meeting, accompanied by a statement explaining the reasons for such a proposal, and may request that these proposals are made available on the Company's Website as entered into the Commercial Register along with the name of the respective shareholder, the reasons for such a proposal, and, if applicable, comments made by the Management Board or Supervisory Board. Shareholder requests of this kind will only be considered if they are sent in written form and received by the Company no later than **April 10, 2017** (midnight), either per fax at +43 (0) 57767-30409 or to the address Austrian Post, Attn: Investor Relations, Haidingergasse 1, 1030 Vienna, in which case the request made in writing is to be attached, for example as a PDF.

The safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right. In addition, the safe custody receipt must not be more than seven days old at the time it is submitted to the Company. In respect to any other requirements related to the safe custody receipt, reference is made to the detailed information on the right to participate (point III).

## **3. The right of shareholders to obtain information pursuant to Section 118 AktG**

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information on matters concerning the Company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda. This obligation to provide information also covers the Company's legal and business relations with an associated company as well as the status of the Group and companies included in the consolidated financial statements.

The Company may refuse to supply such information if, according to sound business judgment, it could potentially cause material damage to the Company or to any of its subsidiaries, or if providing such information would comprise a criminal offense.

Generally, the request for information on the part of shareholders at the Annual General Meeting is to be submitted orally, but may also be submitted in written form.

Any questions that require longer preparation should, in the interest of holding an efficient meeting, be submitted in written form to the Management Board in due time prior to the Annual General Meeting. Questions may be submitted by fax to +43 (0) 57767-30409 Attn.: Investor Relations or by e-mail [investor@post.at](mailto:investor@post.at).

#### **4. Proposing motions at the Annual General Meeting pursuant to Section 119 AktG**

Every shareholder, regardless of the extent of shareholding, is entitled to bring forward motions in respect to each item on the agenda at the Annual General Meeting. If several motions have been proposed for one item on the agenda, the Chairman of the Annual General Meeting determines the order of voting pursuant to Section 119 Para 2 AktG.

#### **5. Information on the Website**

Further information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG is available on the Website of the Company at [www.post.at/ir](http://www.post.at/ir).

### **VI. FURTHER DISCLOSURES AND INFORMATION**

#### **1. Total number of shares and voting rights**

At the time of the convocation of the Annual General Meeting the share capital of the Company amounts to EUR 337,763,190 and is divided into a total of 67,552,638 non-par value shares. Each share is entitled to one vote. Accordingly, the total number of voting rights amounts to 67,552,638. At the time of the convocation of the Annual General Meeting the Company does not hold any treasury shares, either directly or indirectly.

#### **2. Partial broadcast of the Annual General Meeting on the Internet**

It is intended to broadcast the Annual General Meeting on the Internet until the beginning of the general debate.

All shareholders of the Company as well as the interested public can follow the speech held by the Chairman of the Management Board and Chief Executive Officer of Austrian Post at the Annual General Meeting, which will broadcast live on the Internet on **April 20, 2017** starting at about 10 a.m. at [www.post.at/ir](http://www.post.at/ir). There will not any additional broadcast of images or sound from other parts of the Annual General Meeting.

Admission to collect voting cards will begin at 8:30 a.m.

Vienna, March 2017

The Management Board