

# INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AKTG)

## 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 the next Annual General Meeting, and that these be made public. Every item on the agenda must include a draft resolution and a detailed explanation of the reasons for the proposal. Shareholders making such a request must have held the shares for at least three months prior to making the request. Such a request shall only be considered if it is received by the Company in written form no later than March 29, 2018.

Shareholder requests of this kind must be sent exclusively to the following address:

Austrian Post Attn: Investor Relations Rochusplatz 1 1030 Vienna, Austria

A deposit confirmation in the form of a safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status at the basis for exercising this shareholder right.

#### Draft resolutions proposed 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 the next Annual General Meeting and request that these be made available on the Company's Website accompanied by the name of the respective shareholder, a statement explaining the reasons for such a proposal, and any related comments by the Management Board or the Supervisory Board. It must be pointed out that every draft resolution must be accompanied by an explanation of the reasons for this proposal. Shareholder requests of this kind will only be considered if they are received by the Company in writing no later than April 10, 2018 (midnight).

Such proposals by shareholders may only be submitted to the following address:

Austrian Post Attn: Investor Relations Rochusplatz 1 1030 Vienna, Austria

Alternatively, it may be sent by fax to: +43 (0) 1 400 220 906

Each draft resolution must also be submitted in a German version.

The deposit confirmation in the form of a safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right.

It must be pointed out that the Annual General Meeting may only act upon a draft resolution submitted by shareholders pursuant to Section 110 AktG if a petition is submitted at the Annual General Meeting repeating the proposal to hold such a vote.

## Safe custody receipt (deposit confirmation) pursuant to Section 10a AktG

Safe custody receipts are 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.

The deposit confirmation (safe custody receipt) pursuant to Section 10 AktG 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 must be issued in German or in English.

The safe custody receipt must be sent in written form or in text form (pursuant to Section 18 Para. 2 Articles of Association) exclusively to one of the following 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

(The safe custody receipts sent in a PDF, JPG, TXT and TIF

format will be accepted.)

By SWIFT: GIBAATWGGMS

(Message Type MT598, the text must include the following:

ISIN AT0000APOST4)

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

The safe custody receipt submitted as the required proof of shareholder status as the basis for exercising shareholder rights pursuant to Section 109 AktG (Additions to the agenda) and Section 110 AktG (Draft resolutions proposed by shareholders) must not be more than seven days old on the date of submission to the Company.

The safe custody receipt submitted as required proof of shareholder status as the basis for exercising shareholder rights pursuant to Section109 AktG (Additions to the agenda) must confirm that the shareholder submitting the requests has held the shares for an uninterrupted period of at least three months on the date of request

## Information on the right 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 subsidiaries and associated companies 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 verbally 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) 1 400 220 906 Attn.: Investor Relations or by e-mail to <a href="mailto:investor@post.at">investor@post.at</a>.

# Information on the right of shareholders to propose 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. 3 AktG.

## Information on elections to the Supervisory Board

The following must be noted with respect to elections to the Supervisory Board (item 7 of the agenda): proposals on the part of shareholders pursuant to Section 110 AktG for the election of Supervisory Board members including their declarations pursuant to Section 87 Para. 2 AktG must be submitted separately for each nominee and be received by the Company no later than **April 10, 2018** and must be made available on the Website of the Company as entered into the Commercial Register no later than **April 12, 2018**. Otherwise the nominee will not be allowed to be taken into account in the voting. With respect to the election of Supervisory Board members, the Annual General Meeting has to take the criteria stipulated in Section 87 Para. 2a AktG into consideration, especially the professional and personal qualifications of the members, ensuring a professionally balanced composition of the Supervisory Board, aspects of diversity and the professional reliability.

#### Information pursuant to Section 110 Para. 2 (2) AktG:

The Supervisory Board of Austrian Post currently consists of eight members (shareholder representatives) elected by the Annual General Meeting and four members designated by the Central Works Council pursuant to Section 100 Austrian Labour Constitution Act (ArbVG). Four of the shareholder representatives on the Supervisory Board are women, so that men and women each comprise 50% of the Supervisory Board members respectively at the present time. The four employee representatives are men.

It should be noted that an objection was filed by the majority of the shareholder representatives on the Supervisory Board more than six weeks before the Annual General Meeting pursuant to Section 86 Para. 9 AktG. For this reason, there will be a separate fulfilment of the quota regulation pursuant to Section 86 Para. 7 AktG.

Section 9 Para. 1 of the Articles of Association of Austrian Post stipulate that the Supervisory Board has to consist of four to ten members elected by the Annual General Meeting.

At least six shareholder representatives are to be elected by the Annual General Meeting. The terms of office of two of the women serving as Supervisory Board members extends behind this Annual General Meeting. If six shareholder representatives are elected once again, no woman is required to be elected in order to fulfil the minimum quota for shareholder representatives pursuant to Section 86 Para. 7 AktG (minimum of 30% women). If seven shareholder representatives are elected, then it will be necessary to elect one woman in order to fulfil the minimum quota for shareholder representatives pursuant to Section 86 Para. 7 AktG. In the case of eight shareholder representatives being elected by the Annual General Meeting, one woman must also be elected in order to fulfil the minimum quota for shareholder representatives pursuant to Section 86 Para. 7 AktG.