



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

INVITATION

to the
Annual General Meeting
of **Österreichische Post Aktiengesellschaft ("Austrian Post")**
to be held at 10 a.m. on Wednesday, 17 June 2020
at corporate headquarters, Rochusplatz 1, 1030 Vienna

I. HOLDING A VIRTUAL ANNUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS

1. COVID-19 Company Law Act (COVID-19-GesV)

In order to protect shareholders and other participants, the Management Board has resolved to take advantage of the possibility opened up by the new legal regulations to hold a virtual annual general meeting.

Accordingly, the Annual General Meeting of Österreichische Post AG will be held as a "virtual Annual General Meeting" on 17 June 2020 pursuant to the COVID-19 Company Law Act (COVID-19-GesV Federal Law Gazette II No. 140/2020, hereafter "COVID-19 Act").

This means that shareholders will not be able to be physically present at the Annual General Meeting of Österreichische Post AG to be held on 17 June 2020.

Holding the Annual General Meeting of Österreichische Post AG as a virtual Annual General Meeting in line with the COVID-19 Company Law Act has resulted in modifications to the procedures at the Annual General Meeting as well in how shareholders may exercise their rights.

Voting rights, the right to propose motions and the right to raise objections can only be exercised exclusively via proxy authorisation and instructions given to one of the independent special proxy holders proposed by the Company.

These four special proxies will be named no later than on 27 May 2020 on the Website of the Company at post.at/ir containing accessible information about the organisational and technical prerequisites for participating in the virtual Annual

General Meeting pursuant to Section 3 Para. 3 in connection with Section 2 Para. 4 COVID-19 Act ("**Information on Participation**").

The right to obtain information can be exercised by shareholders during the virtual Annual General Meeting by way of electronic communications i.e. exclusively in writing via e-mail sent directly to the e-mail address fragen.post@hauptversammlung.at of the Company.

2. Webcast of the Annual General Meeting

Pursuant to Section 3 Para. 4 COVID-19 Act in connection with Section 102 Para. 4 Austrian Stock Corporation Act (hereafter "AktG"), the Annual General Meeting of Österreichische Post AG will be entirely broadcast on the Internet as a Webcast in real time.

All shareholders of the Company can follow the Annual General Meeting live on the Internet **starting at 10 a.m. on 17 June 2020** at post.at/ir.

Due to the broadcasting of the Annual General Meeting of Österreichische Post AG on the Internet, all shareholders who wish to do so have the possibility to follow the proceedings of the Annual General Meeting in real time thanks to this one-way acoustic and visual connection and to follow the presentation of the Management Board and the responses to questions posed by shareholders.

The live transmission does not enable any remote participation (Section 102 Para. 3 (2) AktG) nor does it allow for remote voting (Section 102 Para. 3 (3) AktG and Section 126 AktG).

In addition, reference is made to the **Information on Participation**.

We request that shareholders pay particular attention this year to this **Information on Participation** which explains the procedures at the Annual General Meeting.

II. AGENDA

1. Presentation of the Annual Financial Statements including the Management Report and Corporate Governance Report as well as the Consolidated Financial Statements including the Group Management Report, the Proposal on the Appropriation of the Balance Sheet Profit, and the Report of the Supervisory Board for the 2019 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 2019 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2019 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 2020 financial year
7. Elections to the Supervisory Board
8. Resolution on the Remuneration Policy
9. Resolution on
 - a) the creation of new additional authorised capital [Authorised Capital 2020]
 - i. while protecting the statutory subscription rights of shareholders, also within the meaning of indirect subscription rights pursuant to Section 153 Para 6 Austrian Stock Corporation Act (AktG),
 - ii. with the authorisation to exclude shareholder subscription rights,
 - iii. with the possibility to issue new shares against contributions in kind, and
 - b) an amendment to the Articles of Association, Section 5 a "Authorised Capital".
10. Resolution on the authorisation for the Management Board to issue financial instruments within the meaning of Section 174 AktG, in particular convertible bonds, income bonds, participation rights, which can also convey subscription and/or conversion rights for the acquisition of shares of the Company, together with the authorisation to exclude shareholder subscription rights with respect to these financial instruments.
11. Resolution on
 - a) the revocation of the conditional increase of the Company's share capital [Conditional Capital 2015] resolved by the Annual General Meeting on 15 April 2015 and the simultaneous replacement by the new conditional increase in the Company's share capital pursuant to Section 159 Para 2 (1) AktG for issuing to creditors of financial instruments [Conditional Capital 2020] and
 - b) an amendment to the Articles of Association, Section 5 b "Conditional Capital".

III. 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 post.at/ir no later than **27 May 2020**:

- Annual Financial Statements including the Management Report (only available in German),
- Corporate Governance Report,
- Consolidated Financial Statements including the Group Management Report,
- Proposal for the Appropriation of the Balance Sheet Profit,
- Separate Non-Financial Report,
- Report of the Supervisory Board for the 2019 Financial Year,
- Annual Report 2019,
- Draft resolutions concerning items 2 to 11 on the agenda,
- Remuneration Policy,
- Declaration of the candidates nominated to be elected to the Supervisory Board under item 7 of the agenda pursuant to Section 87 Para. 2 AktG, including their curricula vitae,
- Report of the Management Board pursuant to Section 170 Para. 2 AktG in conjunction with Section 153 Para. 4 (2) AktG under item 9 of the agenda - Exclusion of subscription rights, authorised capital,
- Report of the Management Board pursuant to Sections 174 Para. 4 AktG in conjunction with Section 153 Para. 4 AktG and Section 159 Para. 2 (3) AktG under items 10 and 11 of the agenda - Exclusion of subscription rights, conditional capital,
- Amendments to the Articles of Association,
- Proxy authorisation form for the special proxies pursuant to Section 3 Para. 4 COVID-19 Act,
- Revocation of proxy form,
- Question Form
- Documents relating to absentee voting (ballot form, revocation form, instruction sheet),
- Complete text of this Invitation to the Annual General Meeting as well as
- Information on the organisational and technical prerequisites for participation in the Annual General Meeting pursuant to Section 3 Para. 3 in connection with Section 2 Para. 4 COVID-19 Act ("**Information on Participation**").

IV. RECORD DATE AND PRE-REQUISITES FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

The right to participate in the virtual Annual General Meeting and to exercise voting rights and all other shareholder rights which are to be asserted within the context of this virtual Annual General Meeting pursuant to the COVID-19 Act depend on the shares held at the end of day on **7 June 2020** (record date).

Participation in this virtual Annual General Meeting in accordance with the COVID-19 Act 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 **12 June 2020** (12 p.m. midnight, CEST) exclusively via one of the following communication channels and addresses:

(i)	for transmitting the safe custody receipt in text form, which is sufficient pursuant to Section 18 Para. 2 Articles of Association
By fax	+43 (0) 1 8900 500 - 75
By e-mail	anmeldung.post@hauptversammlung.at (please send the deposit confirmation as a PDF file)
(ii)	for transmitting the safe custody receipt in written form
By post or courier	Österreichische Post Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen/Wechsel, Köppel 60
By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, the text must include the following: ISIN AT0000APOST4)

Shareholders are requested to contact their depository bank and arrange for the issuance and transmission of a safe custody receipt.

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

Safe custody receipt pursuant to Section 10a AktG

The safe custody receipt (deposit confirmation) is to be issued by the depository 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: name/company and address or code commonly used in business transactions between banks (BIC)
- Information on the shareholder: name/company, address, date of birth for natural persons, if applicable register and registration number for legal persons,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000APOST4 (securities identification number commonly used internationally),
- 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 **7 June 2020** (12 p.m. midnight, CEST).

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

V. 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 form and the instruction sheet will also be available for downloading on the Company's Website at post.at/ir no later than **27 May 2020**.

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 form (ballot) with the original signature of the shareholder must be received no later than **12 June 2020** at the latest by the notary public Mr. Christian Mayer at the postal address Postfach 3, 8230 Hartberg, Austria. Mr. Mayer is serving as the authorised recipient of ballots on behalf of Österreichische Post AG for purposes of absentee voting by mail.

It is expressly pointed out that the pre-requisite for being entitled to voting by mail is limited to shareholders who are in possession of shares on the record date, and supply proof of such to the Company, i.e. the Company has received a safe custody receipt pursuant to Section 10a AktG no later than **12 June 2020** 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.

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 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 **27 May 2020** and/or admissible motions involving resolutions pertaining to items on the agenda pursuant to Section 110 AktG by no later than **5 June 2020**.

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 Mr. Christian Mayer by fax at +43 (0) 512 46 11 – 28 no later than the end of day on **16 June 2020**.

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.

If a shareholder has granted authorisation to a special proxy pursuant to Section 3 Para. 4 COVID-19 Act in line with the stipulations contained in this Invitation to the Annual General Meeting and this shareholder has already cast his votes within the context of absentee voting, the special proxy can only exercise the voting right and the right to raise objections at the Annual General Meeting if the shareholder has rescinded his votes in a timely manner, i.e. no later than **16 June 2020** as described above. Otherwise the special proxy can only propose motions at the virtual Annual General Meeting pursuant to Section 3 Para. 4 COVID-19 Act.

It is expressly pointed out that the right to obtain information pursuant to Section 118 AktG during the Annual General Meeting can be exercised by the shareholders themselves by conveying questions per e-mail directly to the Company when the shareholder has already cast his or her votes per absentee voting.

VI. AUTHORISATION TO A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED

Every shareholder entitled to participate in the Annual General Meeting and who has provided sufficient proof to the Company as described in point IV of this invitation has the right to appoint and authorise a **special proxy**.

Proposing a motion, submitting votes and raising objections at the virtual Annual General Meeting of Österreichische Post AG on **17 June 2020** can only be exercised via one of the special proxies pursuant to Section 3 Para. 4 COVID-19 Act.

The names of the special proxies will be announced in the **Information on Participation**.

Every shareholder can select one of the four individuals named in the **Information on Participation** to serve as his or her special proxy and confer proxy authorisation on this special proxy.

In order to grant authorisation to the special proxies, a separate proxy authorisation form can be downloaded on the Website of the Company at [post.at/ir](https://www.post.at/ir) starting no later than **27 May 2020**. It is expressly requested to use this proxy authorisation form.

The rules contained in the **Information on Participation** for conferring authorisation on proxies, the stipulated means of conveying authorisation and relevant deadlines must be complied with. The possibility to personally confer proxy authorisation at the location of the Annual General Meeting is expressly excluded.

VII. 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 **27 May 2020** (12 p.m. midnight, CEST) exclusively at the address Österreichische Post AG, Attn: Investor Relations, Rochusplatz 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 proposed agenda item and resolution, but not the statement explaining the reasons for this resolution, is also required to be submitted in German. The safe custody receipt in accordance with Article 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. Several safe custody receipts for shares which together comprise a shareholding of more than 5% in the Company, must refer to the same point in time (day, time). 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 IV).

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 names of the respective shareholders, the reasons for such a proposal, and, if applicable, comments made by the Management Board or Supervisory Board on the Website of the Company as entered into the Commercial Register. Shareholder requests of this kind will only be considered if they are sent in written form and received by the Company no later than **5 June 2020** (12 p.m. midnight, CEST, local Vienna time) either per fax at +43 (0) 1 400220906 or to the address Österreichische Post AG, Attn: Investor Relations, Rochusplatz 1, 1030 Vienna, or per e-mail to investor@post.at, in which case the request made in writing is to be attached to the e-mail, for example as a PDF, pursuant to Section 13 Para. 2 AktG.

In the case of a **proposal for the election of a Supervisory Board member**, the declaration of the nominated person pursuant to Section 87 Para. 2 AktG shall suffice in place of the explanatory document.

The safe custody receipt in accordance with Article 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right. This safe custody receipt must not be more than seven days old at the time it is submitted to the Company. Several safe custody receipts for shares which together comprise a shareholding of more than 1% in the Company, must refer to the same point in time (day, time). 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 IV).

3. Information pursuant to Section 110 Para. 2 (2) AktG in conjunction with Section 86 Para. 7 and Para. 9 AktG

With respect to item 7 on the agenda, "Elections to the Supervisory Board" and the potential submission of a corresponding nomination proposal by shareholders pursuant to Section 110 AktG, the Company provides the following information:

Section 86 Para. 7 AktG is applicable to Österreichische Post AG.

The Supervisory Board of Österreichische Post AG 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 110 Austrian Labour Constitution Act (ArbVG). Four of the shareholder representatives on the Supervisory Board are men and **four are women**. The four employee representatives consist of three men and **one woman**.

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 Österreichische Post AG stipulates that the Supervisory Board has to consist of a minimum of four members and a maximum of ten members elected by the Annual General Meeting and of members appointed by the Works Council pursuant to Section 110 Para 1 ArbVG.

If shareholders submit an election proposal with respect to item 7 on the agenda "Elections to the Supervisory Board", they must take into consideration that, after the elections to the Supervisory Board are carried out on **17 June 2020**, at least **two women serving as shareholder representatives must be represented on the Supervisory Board**.

4. 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.

Shareholders are requested to **convey all questions in writing per e-mail in advance** to the address fragen.post@hauptversammlung.at and do so in a timely manner so that the questions are received by the Company no later than **12 June 2020**.

In turn, this will allow the Management Board to make precise preparations and quickly respond to the questions posed by you.

Please make use of the question form, which will be accessible on the Website of the Company at post.at/ir no later than **27 May 2020**.

It is expressly pointed out that the right of shareholders themselves to obtain information during the Annual General Meeting pursuant to Section 118 AktG can only be exercised by directly transmitting the questions in writing to the Company per e-mail at the address fragen.post@hauptversammlung.at.

Please note that appropriate time limitations may be imposed by the person chairing the Annual General Meeting for this purpose.

More detailed information and the modalities of exercising the shareholders' right to obtain information pursuant to Section 118 AktG are included in the **Information on Participation**.

5. 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 through his special proxy. The pre-requisite for bringing forward motions is proof of the entitlement to participate in the Annual General Meeting in line with the information provided in this invitation and the granting of a corresponding proxy authorisation to the special proxy pursuant to point VI of this Invitation to the Annual General Meeting. **A shareholder proposal relating to the election of a Supervisory Board member** requires the timely submission of a draft resolution pursuant to Section 110 AktG. Individuals can only be nominated for election to the Supervisory Board (item 7 on the agenda) by shareholders whose collective shareholding totals at least 1% of the Company's share capital. Such election proposals **must be received by the Company** no later than **5 June 2020** and in the manner designated above (point VII Para 2). Each election proposal must be accompanied by the declaration of the nominated candidate pursuant to Section 87 Para. 2 AktG about her or his professional qualifications, professional or similar functions as well as all circumstances which could give rise to a cause of concern pertaining to the candidate's partiality.

Otherwise the shareholder proposal concerning the election of a Supervisory Board member will not be taken into consideration in the voting.

Reference is made to point VII Para. 3 with respect to information in line with Section 110 Para 2 (2) in conjunction with Section 86 Para. 7 and 9 AktG.

6. Information for shareholders on data processing

Österreichische Post AG processes the **personal data** of shareholders (in particular the information pursuant to Section 10a Para. 2 AktG i.e. name, address, date of birth, number of the securities custody account, number of shares held by the shareholder, type of share if applicable, number of the voting card as well as the name and date of birth of the designated proxy, if applicable) on the basis of legally valid data privacy regulations, especially the **EU's General Data Protection Regulation (GDPR)** as well as the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is absolutely necessary for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. The legal foundation for data processing is thus **Article 6 (1) c) GDPR**.

Österreichische Post AG is the **responsible body** for processing data. Österreichische Post AG uses external **service companies** such as notaries public, lawyers, banks and IT service providers for the purpose of holding the Annual General Meeting. They only receive the personal data from Österreichische Post AG which is required to carry out the contracted service, and exclusively process the data in accordance with the instructions provided by Österreichische Post AG. If legally required, Österreichische Post AG has concluded a **data privacy agreement** with these service companies.

If a shareholder takes part in the Annual General Meeting, all shareholders and their representatives who are present, the Management Board and Supervisory Board members the notary public and all other individuals with the legal right to participate are allowed to take a look at the legally required **list of participants** (Section 117 AktG) and thus also see the personal data included in the list (e.g. name, place of residence, number of shares). Österreichische Post AG is also legally obliged to submit personal shareholder data (especially the list of participants) to the **Commercial Register** as part of the notarial record (Section 120 AktG).

Further information on data privacy is contained in the "Data Protection Policy" on the Website of Österreichische Post AG at [post.at](https://www.post.at).

VIII. FURTHER DISCLOSURES AND INFORMATION

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 337,763,190.00 and is divided into a total of 67,552,638 non-par value shares. Each share is entitled to one vote. Accordingly, at the time of the convocation of the Annual General Meeting, the number of voting rights amounts to 67,552,683 votes. At the time of the convocation of the Annual General Meeting the Company does not hold any treasury shares, either directly or indirectly.

No physical attendance

We would like to once again bring to your attention the fact that neither shareholders nor guests will be allowed to come to the event venue of the upcoming Annual General Meeting.

Vienna, May 2020

The Management Board

Disclaimer

All documents are a working translation from the German language version and for convenience purposes only. In the event of conflict with the German language version, the German language version shall prevail.