



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

## **INVITATION**

to the

### **Annual General Meeting**

to be held at **10 a.m. CEST on Thursday 15 April 2021**

**in 1030 Vienna**

#### **I. HOLDING A VIRTUAL GENERAL MEETING**

##### **1. COVID-19 Corporate Law Act (COVID-19-GesG) and the COVID-19 Corporate Law Ordinance (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, taking account of the interests of both the Company and the participants, the Annual General Meeting of Österreichische Post Aktiengesellschaft will be held as a virtual Annual General Meeting on **15 April 2021** pursuant to Section 1 Para. 2 COVID-19 Corporate Law Act, hereafter "COVID-19 Act" (COVID-19-GesG Federal Law Gazette I No. 16/2020 in the version from the Federal Law Gazette I No. 156/2020) and the COVID-19 Corporate Law Ordinance (COVID-19-GesV, hereafter "COVID-19 Ordinance", Federal Law Gazette II No. 140/2020 in the version from the Federal Law Gazette II No. 616/2020).

This means that, in line with resolution passed by the Management Board, shareholders and their representatives will not be able to be physically present at the Annual General Meeting of Österreichische Post Aktiengesellschaft to be held on 15 April 2021 (with the exception of special proxy holders pursuant to Section 3 Para. 4 COVID-19 Ordinance).

The virtual Annual General Meeting held at 1030 Vienna will only be physically attended by the Chairwoman of the Supervisory Board, the Chairman of the Management Board and other members of the Management Board, the civil law notary and the four special proxy holders proposed by the Company.

Holding the Annual General Meeting of Österreichische Post Aktiengesellschaft as a virtual Annual General Meeting in line with the COVID-19 Ordinance has resulted in modifications to the procedures at the Annual General Meeting as well as 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 special proxy holders proposed by the Company pursuant to Section 3 Para. 4 COVID-19 Ordinance.

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](mailto:fragen.post@hauptversammlung.at) of the Company, provided that the shareholders have transmitted their deposit certificates to the Company on time pursuant to Section 10a Austrian Stock Corporation Act (hereafter "AktG") in accordance with Section IV. of this Invitation to the Annual General Meeting and have authorised a special proxy holder in accordance with Section VI. of this Invitation to the Annual General Meeting.

## **2. Transmission of the Annual General Meeting on the Internet (Webcast)**

Pursuant to Section 3 Para. 1, 2 and 4 COVID-19 Act in connection with Section 102 Para. 4 AktG, the Annual General Meeting of Österreichische Post Aktiengesellschaft will be entirely broadcast acoustically and optically on the Internet as a Webcast in real time.

This broadcast is permissible under valid data protection laws in light of the legal foundation provided by Section 3 Para. 1, 2 and 4 COVID-19 Ordinance.

All shareholders of the Company can participate in the Annual General Meeting held as a virtual Annual General Meeting live on the Internet **starting at 10 a.m. CEST on 15 April 2021** by making use of suitable technical devices (e.g. a computer, laptop, tablet or smart phone as well as an internet connection with sufficient bandwidth for the streaming of videos) at [post.at/ir](https://post.at/ir). It is not required to register for or log in in order to follow the Annual General Meeting.

Due to the broadcasting of the virtual Annual General Meeting of Österreichische Post Aktiengesellschaft 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, in particular, to follow the presentation of the Management Board and the responses to questions posed by shareholders and the voting procedures.

It must be pointed out that the live transmission as a virtual Annual General Meeting does not enable any remote participation (Section 102 Para. 3 (2) AktG and Section 126 AktG), nor does it allow for remote voting (Section 102 Para. 3 (3) AktG) and that the transmission on the Internet is not a two-way connection. For this reason, the individual shareholders will only be able to follow the developments at the Annual General Meeting.

Furthermore, it should also be noted that the Company is only responsible for the use of technical means of communication if these communication media are attributable to its sphere of influence (Section 2 Para. 6 COVID-19 Ordinance).

Reference is also made to the information provided on the organisational and technical requirements for participation in the Annual General Meeting pursuant to Section 3 Para. 3 in connection with Section 2 Para. 4 COVID-19 Ordinance ("**Information on Participation.**")

## **II. AGENDA**

1. Presentation of the annual financial statements including the Management Report and Corporate Governance Report, the Consolidated Financial Statements as well as the Group Management Report, the Proposal on the Appropriation of the Balance Sheet Profit, and the Report of the Supervisory Board for the 2020 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 2020 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2020 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 2021 financial year
7. Resolution on the Remuneration Report

### 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 as entered into the Commercial Register at [post.at/ir](https://post.at/ir) no later than **25 March 2021** pursuant to Section 108 Para. 4 and 4 AktG:

- 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 Ordinance ("**Information on Participation**"),
- 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,
- Non-Financial Report,
- Report of the Supervisory Board for the 2020 Financial Year,
- Annual Report 2020,
- Draft resolutions concerning items 2 to 7 on the agenda,
- Remuneration Report,
- Proxy authorisation form for the special proxies pursuant to Section 3 Para. 4 COVID-19 Ordinance,
- Revocation of proxy form,
- Question submission form,
- Documents relating to absentee voting (ballot form, revocation form, instruction sheet) and the
- Complete text of this Invitation to the Annual General Meeting.

### 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 **5 April 2021 (12:00 midnight, CEST)** (record date).

Participation in this virtual Annual General Meeting and the right to exercise shareholder rights in accordance with the COVID-19 Act and COVID-19 Ordinance are limited to persons who are in possession of shares on the record date, and supply proof of such to the Company.

The deposit certificate (safe custody receipt) 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 April 2021** (12:00 midnight, CEST) exclusively via one of the following communication channels and addresses:

- |      |   |  |
|------|---|--|
| (i)  | for transmitting the deposit certificate 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   | <b>anmeldung.post@hauptversammlung.at</b><br>(please send deposit certificate as a PDF file)                         |
| (ii) | for transmitting the deposit certificate in written form  |  |
|      | By post or courier  | Österreichische Post Aktiengesellschaft<br>c/o HV-Veranstaltungsservice GmbH<br>8242 St. Lorenzen/Wechsel, Köppel 60 |
|      | By SWIFT  | GIBAATWGGMS<br>(Message Type MT598 oder MT599,<br>the text must include the following:<br>ISIN AT0000APOST4          |

**The designation of a special proxy and the exercising of the shareholder's right to obtain information cannot be carried out effectively unless the deposit certificate** is received by the Company in a timely manner.

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

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

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

The deposit certificate is to be issued by the credit institution maintaining the custody account which is 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 (Section 10a Para. 2 AktG):

- Information on the issuer: name/company and address or code commonly used in business transactions between banks (SWIFT code),

- Information on the shareholder: name/company, address, date of birth for natural persons, if applicable register and registration number for legal persons,
- Securities custody account number or another designation,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000APOST4 (securities identification number commonly used internationally) and the
- Date or period of time to which the deposit certificate refers to.

The deposit certificate as evidence of the shareholding and as the basis for participating at the Annual General Meeting must refer to the end of the record date of **5 April 2021** (12:00 midnight, CEST).

The deposit certificate 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.

The 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 – 30400 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](https://post.at/ir) no later than **25 March 2021** under the menu item "Annual General Meeting".

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 April 2021** by the notary public Mr. Rupert Brix at his postal address P.O. Box 19, 8230 Hartberg, Austria. Mr. Brix is serving as the authorised recipient of ballots on behalf of Österreichische Post Aktiengesellschaft 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 deposit certificate pursuant to Section 10a AktG no later than **12 April 2021** 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 deposit certificate 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 the content 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](https://post.at/ir) for downloading under the menu item "Annual General Meeting" in cases in which the Company receives admissible motions from shareholders involving additions to the agenda pursuant to Section 109 AktG no later than **25 March 2021** and/or admissible motions involving resolutions pertaining to items on the agenda pursuant to Section 110 AktG by no later than **6 April 2021**.

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. Rupert Brix by fax at +43 (0) 512 46 11 – 28 no later than the end of day on **14 April 2021**.

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 holder pursuant to Section 3 Para. 4 COVID-19 Ordinance 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 **14 April 2021** 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 Ordinance.

It is expressly pointed out that the right to obtain information pursuant to Section 118 AktG during the Annual General Meeting can also 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 virtual Annual General Meeting in accordance with the COVID-19 Act and the COVID-19 Ordinance 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 Aktiengesellschaft on **15 April 2021** can only be exercised via one of the special proxies pursuant to Section 3 Para. 4 COVID-19 Ordinance.

The following persons who are suitably qualified and are independent of the Company have been proposed:

- (i) Mag. Ewald Oberhammer, Attorney-at-Law  
c/o Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3/1, 1010 Vienna  
**oberhammer.post@hauptversammlung.at**
  
- (ii) Dr. Wolfgang Renner, Attorney-at-Law  
c/o Renner Wildner Bauer Rechtsanwälte  
Gonzagagasse 11, 1010 Vienna  
**renner.post@hauptversammlung.at**
  
- (iii) Dr. Michael Knap  
c/o Austrian Shareholder Association, IVA  
Feldmühlgasse 22, 1130 Vienna  
**knap.post@hauptversammlung.at**
  
- (iv) MMag. Thomas Niss, MBA  
c/o Coown Technologies GmbH, Own360  
Gußhausstraße 3/2, 1040 Vienna  
**niss.post@hauptversammlung.at**

Every shareholder can select one of the four above-mentioned individuals 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). It is expressly requested to use only 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 submitted by shareholders pursuant to Section 109 AktG

Shareholders whose total shareholding equals at least **5% 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 by post or courier no later than **25 March 2021** (12:00 midnight, CEST) exclusively at the address **Österreichische Post Aktiengesellschaft, Attn: Investor Relations, Rochusplatz 1, 1030 Vienna**. Or as an alternative, the request can be transmitted by e-mail, with a qualified electronic signature, to the e-mail address [investor@post.at](mailto:investor@post.at) or by SWIFT to the address GIBAATWGGMS. "In written form" means that it contains the personal signature or corporate signature of every applicant or, if sent by e-mail, the qualified electronic signature, or if conveyed via SWIFT, the Message Type MT598 or MT599, in which case ISIN AT0000APOST4 must be included in the text.

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, are also required to be submitted in German in any case. The deposit certificate 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 deposit certificate must not be more than seven days old at the time it is submitted to the Company. In the case of several deposit certificates for shares which together comprise a shareholding of 5% or more in the Company, these deposit certificates 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 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 are made available on the Company's Website 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 **6 April 2021** (12:00 midnight, CEST) either per fax at **+43 (0) 1 400220906** or to the address **Österreichische Post Aktiengesellschaft, 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. If text form is prescribed for statements within the meaning contained in Section 13 Para. 2 AktG, the statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not the justification underlying the resolution, must also be written in German in any case.

The deposit certificate in accordance with Article 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right. This deposit certificate must not be more than seven days old at the time it is submitted to the Company. In the case of several deposit certificates for shares which together comprise a shareholding of 1% or more in the Company, these deposit certificates must refer to the same point in time (day, time).

### **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.

The prerequisite for exercising the right of shareholders to obtain information is providing proof of entitlement to participate (Section IV of this Invitation to the Annual General Meeting) and by granting suitable authorisation to the special proxy holders (Point VI of this Invitation to the Annual General Meeting).

It is expressly pointed out that the **right of shareholders themselves to obtain information and the right to speak during this virtual Annual General Meeting** can only be exercised by the shareholders by electronic mail via a direct transmission of the questions or the statement to be spoken. In this case, the e-mail may only be sent to the Company exclusively at the e-mail address [fragen.post@hauptversammlung.at](mailto:fragen.post@hauptversammlung.at).

Shareholders are requested to **convey all questions in writing per e-mail in advance** to the address [fragen.post@hauptversammlung.at](mailto:fragen.post@hauptversammlung.at) and do so in a timely manner so that the questions are received by the Company no later than the third working day before the Annual General Meeting, namely **12 April 2021**. In turn, this serves the purpose of ensuring an efficient meeting, especially for questions which require longer preparation time.

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

Please make use of the **question submission form**, which will be accessible on the Website of the Company at [post.at/ir](https://www.post.at/ir) no later than **25 March 2021**. If this question form is not used, the person (name/company, date of birth/commercial registry number of the shareholder) must be named in the respective e-mail. In this case, please also provide your securities custody account number in the e-mail in order to enable the Company to determine the identify and conformity with the deposit certificate.

Please note that appropriate time limitations may be imposed by the Chairwoman of the Supervisory Board during the Annual General Meeting. 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**.

#### **4. Motions proposed by shareholders 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 via his or her special proxy.

The point in time until which instructions provided to the special proxy holders to propose motions will be determined during the course of the virtual Annual General Meeting by the Chairwoman of the Supervisory Board.

The **prerequisite** 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 to the Annual General Meeting **and** the granting of a corresponding proxy authorisation to the special proxies pursuant to point VI of this Invitation to the Annual General Meeting.

More detailed information and the modalities of exercising the shareholders' right to propose motions to Section 119 AktG are included in the **Information on Participation**.

## **5. Information for shareholders on data processing**

Österreichische Post Aktiengesellschaft 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 Aktiengesellschaft is the **responsible body** for processing data. Österreichische Post Aktiengesellschaft 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 Aktiengesellschaft which is required to carry out the contracted service, and exclusively process the data in accordance with the instructions provided by Österreichische Post Aktiengesellschaft. If legally required, Österreichische Post Aktiengesellschaft has concluded a **data privacy agreement** with these service companies.

If a shareholder takes part in the Annual General Meeting, all shareholders attending 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 Aktiengesellschaft 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 Aktiengesellschaft at [post.at](https://post.at).

## VIII. FURTHER DISCLOSURES AND INFORMATION

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

At the time of the convocation of the virtual 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 at the virtual Annual General Meeting.

Accordingly, at the time of the convocation of the Annual General Meeting, the number of voting rights amounts to 67,552,638 votes. At the time of the convocation of the Annual General Meeting the Company does not hold any treasury shares, either directly or indirectly.

Different classes of shares do not exist.

### **No physical attendance possible**

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, March 2021

The Management Board