



PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF ÖSTERREICHISCHE POST AG (AUSTRIAN POST) ON 21 APRIL 2022

Agenda item 1: Presentation of the annual financial statements including the Management Report and Corporate Governance Report, the consolidated financial statements including the Group Management Report, the Proposal on the Appropriation of the Balance Sheet Profit, the Non-Financial Report and the Report of the Supervisory Board for the 2021 financial year

There will be no resolution on this item on the agenda in light of the fact that the presentation of the above-mentioned documents is only for information purposes for the benefit of the Annual General Meeting.

The annual financial statements for 2021 have already been approved by the Supervisory Board and thus adopted.

Agenda item 2: Resolution on the appropriation of the balance sheet profit

The Management Board and Supervisory Board of Österreichische Post AG propose to use the balance sheet profit of EUR 266,723,182.87 reported in the adopted annual financial statements as of 31 December 2021 as follows:

- | | |
|--|--------------------|
| (i) Distribute a dividend of EUR 1.90 per dividend-bearing non-par value share i.e., a total dividend payment of | EUR 128,350,012.20 |
| (ii) Carry forward the remaining amount of
to the new balance sheet. | EUR 138,373,170.67 |

The dividend payment day is scheduled for 5 May 2022.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2021 financial year

The Management Board and Supervisory Board of Österreichische Post AG propose that the members of the Management Board shall be granted a discharge for their work in the 2021 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2021 financial year

The Management Board and Supervisory Board of Österreichische Post AG propose that the members of the Supervisory Board shall be granted a discharge for their work in the 2021 financial year.

Agenda item 5: Resolution on the remuneration of the Supervisory Board members

The Management Board and Supervisory Board of Österreichische Post AG propose, pursuant to Section 98 Austrian Stock Corporation Act (AktG) in conjunction with Article 14 of the

Articles of Association of Österreichische Post AG, that the following remuneration is to be granted to the members of the Supervisory Board for the 2021 financial year:

(i)	- for the Chair	EUR 30,000--
	- for the Deputy Chair	EUR 25,000--
	- for every other Supervisory Board member	EUR 20,000--
(ii)	- for the Chair of a committee	EUR 14,000--
	- for the Deputy Chair of the Audit Committee	EUR 12,000--
	- for every other committee member	EUR 10,000--

The remuneration for committee members is limited to one committee mandate. Accordingly, committee members are only entitled to remuneration once even if they belong to several committees.

- (iii) A fixed attendance fee of EUR 600 is to be granted for each member of the Supervisory Board residing in Austria for each of the meetings of the Supervisory Board or committee meetings which the member attends. For international experts, the fee totals EUR 1,600 for each member and attended meeting. For participation in Supervisory Board meetings in a different way than being physically present (Article 12 Para. 5 and 6 Articles of Association), the attendance fee is EUR 600, in each case per member and meeting.

The remuneration listed above is unchanged compared to the remuneration granted for the previous year (resolutions of the Annual General Meeting held on 17 June 2020 and 15 April 2021).

Remuneration is paid on a pro rata basis (calculated daily) if a member of the Supervisory Board or committee did not belong to the board or the respective committee for the entire financial year.

Agenda item 6: Resolution on the appointment of the auditor of the annual financial statements and of the consolidated financial statements for the 2022 financial year

The Supervisory Board agrees with the recommendation of its Audit Committee and proposes that the Annual General Meeting appoint BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, to serve as the auditor of the Company's financial statements and consolidated financial statements for the 2022 financial year.

In its recommendation to the Supervisory Board, the Audit Committee declared that it is free from undue influence by third parties, and that no clause of the type referred to in Article 16 Para. 6 of the EU Audit Regulation has been imposed on it.

Agenda item 7: Resolution on the Remuneration Report

In accordance with Section 78c in conjunction with Section 98a AktG, the Management Board and Supervisory Board of a publicly listed company is required to prepare a clear and understandable Remuneration Report for the members of the Management Board and the Supervisory Board.

This Remuneration Report must provide a comprehensive overview of the remuneration awarded and remuneration due to current and former members of the Management Board and Supervisory Board in the course of the last financial year within the context of the Remuneration Policy (Section 78a in conjunction with Section 98a AktG) including all the benefits accorded to the members in every form.

The Remuneration Report for the past financial year must be presented at the Annual General Meeting for its approval. The vote on the Remuneration Report to take place at the Annual General Meeting is only to be considered as a recommendation (Section 78d Para. 1 AktG). The resolution passed by the Annual General Meeting is not contestable (Section 78d Para. 1 AktG).

At its meeting held on 10 March 2022, the Management Board and Supervisory Board of Österreichische Post AG have approved a Remuneration Report pursuant to Section 78c in connection with Section 98a AktG and prepared a resolution on this for the Annual General Meeting pursuant to Section 108 Para. 1 AktG.

The Management Board and Supervisory Board propose to approve the Remuneration Report for the 2021 financial year, as was made available on the website entered into the Commercial Register.

Agenda item 8: Elections to the Supervisory Board

The terms of office of the Supervisory Board members Felicia Kölliker, MA, EMBA and Univ. Prof. Dr. Sigrid Stagl expire at the end of the upcoming Annual General Meeting to be held on 21 April 2022.

The Supervisory Board member Dr. Maximilian Schnödl, MBA declared his intention to resign from his position as a Supervisory Board member effective at the end of the upcoming Annual General Meeting on 21 April 2022.

In accordance with Article 9 (1) of the Articles of Association of Österreichische Post AG, the Supervisory Board is comprised of a minimum of four and a maximum of ten members elected by the Annual General Meeting along with members designated in accordance with the Austrian Labour Constitution Act).

Up until now i.e., after the last election by the Annual General Meeting, the Supervisory Board has consisted of eight members elected by the Annual General Meeting (shareholder representatives).

For this reason, a total of three members will have to be elected at the upcoming Annual General Meeting in order to equal the previous number of elected members once again.

The Supervisory Board proposes to fill all of the three vacant Supervisory Board positions so that the Supervisory Board will once again consist of eight members elected by the Annual General Meeting after the election held at the Annual General Meeting on 21 April 2022.

The following proposals for candidates nominated by the Supervisory Board are based on the requirements set forth in Section 87 Para. 2a AktG and the Austrian Corporate Governance Code.

Austrian Post falls within the scope of Section 86 Para. 7 AktG and is legally required to fulfil the minimum quota regulation contained in Section 86 Para. 7 AktG.

Four of the shareholder representatives on the Supervisory Board are men and four are women. Accordingly, men and women have each accounted for 50% of the Supervisory Board members respectively up until now.

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.

In light of the fact that two Supervisory Board members whose term of office extends beyond the Annual General Meeting to be held on 21 April 2022 are women, no woman will have to be elected in order to once again fulfil the minimum quota for shareholder representatives pursuant to Section 86 Para. 7 AktG.

The Supervisory Board proposes to elect the following individuals to the Supervisory Board effective at the end of this Annual General Meeting:

1. Felicia Kölliker, MA, EMBA, for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2023 financial year,
2. Univ. Prof. Dr. Sigrid Stagl, for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2023 financial year, and
3. Carola Wahl, MBA, for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2024 financial year.

In case this election proposal is approved by the Annual General Meeting, the shareholder representatives of the Supervisory Board will consist of three men and five women. Accordingly, the share of women serving as shareholder representatives on the Supervisory Board will amount to 62.5%.

It is planned to vote separately at the upcoming Annual General Meeting for each vacant Supervisory Board position which needs to be filled. The Company reserves the right to determine a ranking of the proposed candidates for the individual positions.

Each of the proposed candidates has made a declaration pursuant to Section 87 Para. 2 AktG which is also available on the website of the Company along with their respective curriculum vitae. In particular, each of the proposed candidates declared that

1. all the facts and circumstances in connection with the stipulations contained in Section 87 Para. 2 AktG have been disclosed, and according to the assessment of the proposed candidate, no facts or circumstances exist that could give reason for concern in respect to any potential bias,
2. the proposed candidate has not been legally convicted of any criminal offense punishable by a court of law, especially none which call his or her professional conduct into question pursuant to Section 87 Para. 2a (3) AktG, and

3. that no obstacles exist which would prevent his or her election to the Supervisory Board in accordance with Section 86 Para. 2 and 4 AktG.

In making its proposals, the Supervisory Board has sufficiently taken into account the professional and personal qualifications of the members as well as a balanced composition of the Supervisory Board with regard to the members' job qualifications, including aspects of the Supervisory Board's diversity in terms of ensuring representatives of both genders as well as age and the internationality of its members in line with Section 87 Para. 2a AktG.

In the election, the Annual General Meeting is obliged to choose among the nominated candidates. Nominations for election to the Supervisory Board, together with the declarations prescribed by Section 87 Para. 2 AktG for each person so nominated, must be published on the Company's website by 13 April 2022, failing which the person concerned is not allowed to be considered for election. This also applies to election nominations made by shareholders pursuant to Section 110 AktG, which the Company must receive in writing by no later than 11 April 2022.

Item 9 on the agenda: 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 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 reduce the share capital by redeeming these treasury shares with no further resolution required of the Annual General Meeting.**

Most recently, the Annual General Meeting held on 11 April 2019 passed a resolution on item 7 of the agenda granting authorisation to the Management Board to acquire the Company's own shares pursuant to Section 65 AktG.

This authorisation to acquire own shares expired on 10 October 2021.

For this reason, the Management Board and Supervisory Board of Österreichische Post AG propose that the Annual General Meeting scheduled for 21 April 2022 pass the following resolution on item 9 of the agenda:

- 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 the period lasting from 1 May 2022 to 31 October 2024, 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 Österreichische Beteiligungs AG, 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 completely or partially exercised or also in several 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 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, executives and members of the Management Board of the company or of one affiliated with it in conjunction with an employee participation programme, with a stock option programme and/or for purposes of being issued to a private foundation, whose primary purpose is to hold and administer shares for one or more of the above-mentioned persons (for example an employee participation foundation pursuant to Section 4d Para. 4 Income Tax Act).

- b) The Management Board of Österreichische Post AG can resolve to make this acquisition on a stock 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, executives and members of the Management Board of the company or of one affiliated with it in conjunction with an employee participation programme or with a stock option programme and/or issued to a private foundation constituted for purposes of employee participation (for example an employee participation foundation pursuant to Section 4d Para. 4 Income Tax Act). The Management Board is also authorised to establish the conditions of sale. The authorisation can be completely or partially exercised or also in several 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 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 in connection with Section 122 AktG. The Supervisory Board is authorised to resolve amendments to the Articles of Association arising from the withdrawal of shares.

Apart from that, the Report of the Management Board compiled in accordance with Section 65 Para. 1b AktG in connection with Section 170 Para.2 AktG and Section 153 Para. 4 S 2 AktG, on this item on the agenda, should also be noted.

Item 10 on the agenda: Resolution on an amendment to the Articles of Association in Article 2 "Corporate Objectives, Objects of the Business" as well as an amendment to the Articles of Association in Article 18 "General Shareholders' Meeting - Participation" by adding a new Para. 4 "Remote Participation" and an amendment to Article 20 "General Shareholders' Meeting - Voting Rights, Resolutions" by adding the new paragraphs 5 to 8.

Article 2 of the Articles of Association, states, among other things:

"The objects of the business shall be to:

...

b) financial services, particularly those financial services in line with the current and valid version of the Postal Savings Bank Act (BGBl 458/1969)."

In the meantime, the last half of the sentence has become obsolete, due to the fact that Österreichische Post AG primarily offers financial services via its subsidiary bank⁹⁹ headquartered in Vienna.

For this reason, Article 2 of the Articles of Association should be amended so that this clause reads as follows:

"§ 2 Corporate Objectives, Objects of the Business

Austrian Post considers itself to be a modern service company particularly committed to its shareholders, employees and Austria as a business location. Austrian Post is the leading nationwide logistics and postal services provider and strives to offer high quality postal, banking and telecommunications products and services to its customers throughout Austria on the basis of operating the largest private customer network in the country. Thanks to the reliable, nationwide supply of postal services to benefit the Austrian population and economy, Austrian Post makes an important contribution to safeguarding and securing the communications and logistics infrastructure of the country and is an important employer in Austria.

The corporate bodies of Austrian Post have defined the corporate goal of striving to achieve a sustainable business development for the purpose of ensuring that the shares in the Company remain in the hands of core shareholders strategically oriented to maintain its long-term viability, featuring long-term corporate objectives and a sustainable, solid earnings development.

The objects of the business shall be to:

1. Render services and create the necessary conditions to perform these services in the following areas:
 - a) all types of postal, parcel and logistics services;
 - b) financial services;

- c) communication and information technology in automated data processing and information engineering;
 - d) other commercial services, inasmuch as the tasks listed under a) to c) are not impeded thereby, especially the trading and sales of all types of goods.
2. Strategic investments in companies and financial institutions as well as the management and administration of these strategic investments, including the acquisition and disposal of strategic investments in Austria and abroad.

This includes the planning, construction as well as maintenance and operation of infrastructural facilities for the purposes mentioned above.

The Company is entitled to carry out all transactions and measures appearing necessary or useful from the viewpoint of the objects of the Company's business, particularly in similar or useful areas of activity as well relating to the objects of the business.

Furthermore, the Company is entitled to acquire and dispose of commercial properties and to set up branch offices and subsidiaries in Austria and abroad."

§ 18 "General Shareholders' Meeting – Participation" of the Articles of Association is to be supplemented by the following:

On the basis of the existing legal possibilities, the possibility for remote participation pursuant to Section 102 Para. 3 (2) AktG and remote voting pursuant to Section 126 AktG should be created, under certain circumstances, and following a decision made by the Management Board with the approval of the Supervisory Board, through a corresponding amendment to the Articles of Association.

For this reason, the proposal is made to add a new Para. 4 to Article 18 "General Shareholders' Meeting – Participation" of the Articles of Association, which will read as follows:

"(4) The Management Board is authorised, contingent upon the approval of the Supervisory Board, to stipulate that shareholders will have the possibility to take part in the Annual General Meeting for its entire duration, and from anywhere in the world, by means of an acoustic and, if need be, also an optical two-way connection in real time, which will enable the shareholders to follow the proceedings at the Annual General Meeting and to address the Annual General Meeting (remote participation pursuant to Section 102 Para. 3 (2) AktG), provided that the person chairing the meeting has granted permission for them to speak."

Moreover, the proposal is made to add new paragraphs 5 to 8, to Section 20 "General Shareholders' Meeting – Voting Rights, Resolutions" to read as follows:

"(5) Furthermore, the Management Board is authorised, contingent upon the approval of the Supervisory Board, to enable shareholders to cast their votes from anywhere in the world by electronic means of communication during the course of the Annual General

Meeting (remote voting pursuant to Section 126 AktG). In this case, the Management Board has to regulate the manner in which shareholders will be able to raise objections.

- (6) Separate registration can be required for remote participation (Section 18 Para. 4 Articles of Association) and remote voting (Section 20 Para. 5 Articles of Association) and can specify an earlier point in time for the registration deadline deviating from the deadline stipulated pursuant to Section 10a AktG.
- (7) The votes submitted within the context of remote voting (Section 20 Para. 5 Articles of Association) are considered to be invalid if the contents of the resolution voted upon in the Annual General Meeting differ from the contents stipulated on the ballot form or the input mask.
- (8) Resolutions proposed by shareholders pursuant to Section 110 AktG are only put to a vote if the proposal is repeated at the Annual General Meeting. Instead of the requirements mentioned in the aforementioned sentence, in the case of resolutions proposed by shareholders who participate in the Annual General Meeting within the context of remote voting (Article 20 Para. 5 Articles of Association), votes are submitted by electronic means before the Annual General Meeting or via an electronic connection established by the shareholder proposing the resolution to enable the shareholders to cast votes by electronic means."

Vienna, 10 March 2022

The Management Board

The Supervisory Board