



PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF ÖSTERREICHISCHE POST AG (AUSTRIAN POST) ON 20 April 2023

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 for the Appropriation of Profits, the Non-Financial Report and the Report prepared by the Supervisory Board on the 2022 financial year.

As the presentation of the above mentioned documents is only for informational purpose for the benefit of the Annual General Meeting, there will be no resolution on this agenda item.

The annual financial statements for 2022 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 the Supervisory Board of Österreichische Post AG propose to use the balance sheet profit of EUR 301,022,305.97 shown in the adopted annual financial statements as of 31 December 2022 as follows:

- (i) Distribution of a dividend of EUR 1.75 per dividend-bearing non-par value share,
i.e. a total dividend payment of EUR 118,217,116.50
- (ii) Carry forward the remaining amount of EUR 182,805,189.47
to the new balance sheet.

The dividend payment date is scheduled for 4 May 2023.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the financial year 2022

The Management Board and the Supervisory Board of Österreichische Post AG propose that the members of the Management Board shall be granted a discharge for their work in the 2022 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the financial year 2022

The Management Board and the Supervisory Board of Austrian Post propose that the members of the Supervisory Board shall be granted a discharge for their work in the 2022 financial year.

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

The Management Board and the Supervisory Board of Österreichische Post AG propose, pursuant to Section 98 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 2022 financial year:

(i)	- for the Chair	EUR 36,000
	- for the Deputy Chairperson	EUR 30,000
	- for every other Supervisory Board member	EUR 24,000
(ii)	- for the Chair of a Committee	EUR 17,000
	- for the Deputy Chair of the Audit Committee	EUR 14,000
	- for every other committee member	EUR 12,000

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 800 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 1,800 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 800, in each case per member and meeting.

This is the first increase in Supervisory Board remuneration, which was decided in 2016 and has remained unchanged for seven years.

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: Election of the auditor and group auditor for the financial year 2023

The Supervisory Board, upon recommendation of its Audit Committee, proposes to the Annual General Meeting to appoint BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, to serve as auditor of the financial statements and consolidated financial statements for the 2023 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

The Management Board and the Supervisory Board of a publicly listed company is required to prepare a clear and comprehensible Remuneration Report for the remuneration of the members of the Management Board and the members of the Supervisory Board pursuant to Section 78c in conjunction with Section 98a AktG.

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 14 March 2023, 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 2022 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 Edith Hlawati, Chris E. Muntwyler, Peter E. Kruse, Huberta Gheneff and Stefan Szyszkowitz will expire at the end of the upcoming Annual General Meeting on 20 April 2023. Peter E. Kruse, Huberta Gheneff and Stefan Szyszkowitz will expire.

Supervisory Board member Carola Wahl, MBA has declared that she will resign from her position as a member of the Supervisory Board at the end of the upcoming Annual General Meeting on 20 April 2023.

In accordance with Article 9 Para. 1 of the Articles of Association of Österreichische Post Aktiengesellschaft, 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.

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

For this reason, a total of six 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 six 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 20 April 2023.

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.

Österreichische Post Aktiengesellschaft is subject to 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.

The Supervisory Board has so far been composed of three men and five women on the side of the shareholder representatives. The proportion of women on the Supervisory Board on the side of the shareholder representatives has therefore so far been 62.5%.

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.

As two Supervisory Board members whose term of office extends beyond the Annual General Meeting to be held on 20 April 2023 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. Stefan Fürnsinn for a term of office lasting until the Annual General Meeting that resolves on the discharge for the 2025 financial year,
2. Huberta Gheneff for a term of office lasting until the Annual General Meeting that decides on the discharge for the 2024 financial year,
3. Peter E. Kruse for a term of office lasting until the Annual General Meeting that resolves on the discharge for the 2024 financial year,
4. Bernhard Spalt for a term of office lasting until the Annual General Meeting that decides on the discharge for the financial year 2025,
5. Elisabeth Stadler for a term of office lasting until the Annual General Meeting that resolves on the discharge for the 2026 financial year and
6. Christiane Wenckheim for a term of office lasting until the Annual General Meeting that decides on the discharge for the financial year 2024.

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 on each vacancy at the upcoming Annual General Meeting. The company reserves the right to rank the proposed persons 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. there are no impediments to appointment within the meaning of Article 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 30 March 2023, 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 2023.

Agenda item 9: Resolution on the amendment of Article 3 "Publications" of the Articles of Association

The Management Board and the Supervisory Board propose to amend the Articles of Association in Article 3 "Publications" so that this provision now reads as follows:

Article 3 Publications

Publications of the company shall be made in the "Amtsblatt zur Wiener Zeitung" or in the electronic announcement and information platform of the Federal Government (EVI), to the extent and as long as required by the AktG. In all other respects, publications of the company shall be made in accordance with the applicable legal provisions. All publications shall also be made available on the company's website.

Justification:

Currently, certain publications of listed public limited companies must be announced in the "Amtsblatt zur Wiener Zeitung", such as the Invitation of the Annual General Meeting.

As could be gathered from the media, the federal government is planning to replace the "Amtsblatt zur Wiener Zeitung" as a publication organ by an electronic announcement and information platform of the Federal Government (EVI).

The upcoming Annual General Meeting on 20 April 2023 shall be taken as an opportunity, to amend Article 3 of the Articles of Association on the publications of the company accordingly.

Vienna, 23. March 2023

The Management Board

The Supervisory Board