

Remuneration Report for the members of the Management Board and the Supervisory Board of Österreichische Post AG (Austrian Post) for the financial year 2022

Dear shareholders!

Österreichische Post AG (Austrian Post) has been publicly traded on the Vienna Stock Exchange since May 2006. The Company fulfils all principles of responsible business management in line with good corporate governance, which is oriented to the sustainable creation of value and transparency towards shareholders and other stakeholders.

With this Remuneration Report, we implement the requirements of Sections 78c and 98a AktG and provide a comprehensive overview of the remuneration awarded or due to the Management Board members and Supervisory Board in 2022. The Remuneration Report was prepared by the Management Board and the Supervisory Board and is to be submitted to the Annual General Meeting on 20 April 2023.

The Remuneration Report of Österreichische Post describes in detail and in a comprehensible manner the remuneration logic and accounting for the year 2022. On the one hand, we want to explain the main features of the remuneration policy of Österreichische Post approved by the Annual General Meeting 2020, in particular the three-pillar model with one fixed and two variable salary components, and on the other hand, we will present the remuneration for the financial year 2022.

In addition to the legal requirements, we are guided by the requirements of the Austrian Corporate Governance Code. Furthermore, we take into account the trends of the capital market regarding remuneration, because as a listed company we feel obliged to all shareholders and stakeholders and want to be open and transparent. It has always been our concern to create a performance-oriented bonus system with a high proportion of variable remuneration components. This report provides our investors with transparency and accountability for the remuneration of the Management Board and Supervisory Board.

Edith Hlawati m.p.
Chair of the Supervisory Board

Georg Pölzl m.p.
Chairman of the Management Board

1. Introduction

This Remuneration Report describes the basic features of the remuneration systems for the members of the Management Board and Supervisory Board of Österreichische Post and provides information on the remuneration awarded and due to the members of the Management Board as well as the remuneration of the Supervisory Board in the 2022 financial year. It takes into account the requirements set out in Sections 78c and 98a AktG and is based on Statement 37 of the Austrian Financial Reporting and Auditing Committee ("AFRAC Statement").

The Remuneration Report was reviewed by the Remuneration Committee of Österreichische Post and approved by the Supervisory Board at its meeting held on 14 March 2023. In accordance with corporate law requirements, the Remuneration Report will be presented for resolution at the Annual General Meeting on 20 April 2023.

Economic development in the past financial year

The past financial year was characterised by challenging geopolitical and economic conditions for Österreichische Post. The disruption of the international value chain caused an increase in consumption, which, due to the war in Ukraine and the related energy shortages, led to an inflation in Europe not seen for decades. Österreichische Post, like all companies, is required to work on both revenues and expenses in order to maintain the stability of its business.

Against this backdrop, the year 2022 was satisfactory with a 0.1% increase in Group revenue to EUR 2,522.0m. After a subdued first half of the year compared to the previous year, a positive trend was recorded in the second half. The Mail Division posted a slight revenue decline of 0.5%, to EUR 1,218.0m, while the Parcel & Logistics Division posted a 2.5% decline, to EUR 1,214.6m. The Retail & Bank Division developed positively, with revenue up 64.0% to EUR 122.5m in 2022.

The Mail Division accounted for 47.7% of Österreichische Post's revenue in the 2022 financial year. The revenue decline of 0.5% resulted from the structural decrease in addressed letter mail volumes due to electronic substitution and lower international letter mail volumes. This was counteracted by positive special effects for classic letters as well as adjustments to the price structure in the currently restrained advertising business.

The Parcel & Logistics Division generated 47.5% of Group revenue in the reporting period. Particularly in the parcel business in Türkiye, the current market situation (inflation and currency effects) led to a decline compared to the successful business performance in 2021.

The Retail & Bank Division achieved a 4.8% share of revenues in the 2022 financial year with revenues of EUR 122.5m (+64.0%). The strong increase is mainly due to the acquisition of the retail business of ING in Austria at the end of 2021.

The key earnings figures showed the following picture in the 2022 financial year, with a significant improvement in the fourth quarter. The operating earnings (EBIT) of EUR 188.4m decreased by 8.0% compared to the previous year. The EBIT margin was 7.5%. Earnings before interest, taxes, depreciation and amortisation (EBITDA) of EUR 372.7m were 0.6% above the previous year's figure of EUR 370.4m, corresponding to an EBITDA margin of 14.8%.

Earnings per share in 2022 amounted to EUR 1.86 after EUR 2.25 in the previous year. Based on the good result, the strong cash flow and the solid balance sheet, a dividend of EUR 1.75 per share will therefore be proposed to the Annual General Meeting on 20 April 2023. This continues to be based on maintaining a predictable dividend policy. Since its IPO in 2006, Österreichische Post has pursued the goal of distributing a dividend of 75% of the Group net profit.

2. Basic features of the Remuneration Policy for the Management Board

The current remuneration system for the Management Board members has been in effect since the 2020 financial year. It was presented at the Annual General Meeting held on 17 June 2020 and approved with a majority of 99.95% of the votes cast.

The remuneration system for the Management Board is designed to create incentives for the Management Board members to actively pursue the Group strategy and ensure a sustainable positive development of the Company. These efforts are promoted through the design of the remuneration components and in particular through the setting of criteria for variable remuneration in line with the Company's integrated corporate and sustainability strategy.

The following principles apply to the remuneration of the Management Board:

- Implementation of the Group strategy: The design of the performance targets must be in line with the Group's business strategy. The targets thus take into account the strategy, the business model and the positioning of the company.
- Linkage of remuneration and performance: The variable performance-based component should have a disproportionate share of the total remuneration.
- Variable remuneration aims at sustainability of performance and shareholder interests: A significant portion of the variable remuneration should take into account long-term performance and reflect the development of the Post share as well as non-financial indicators and components.

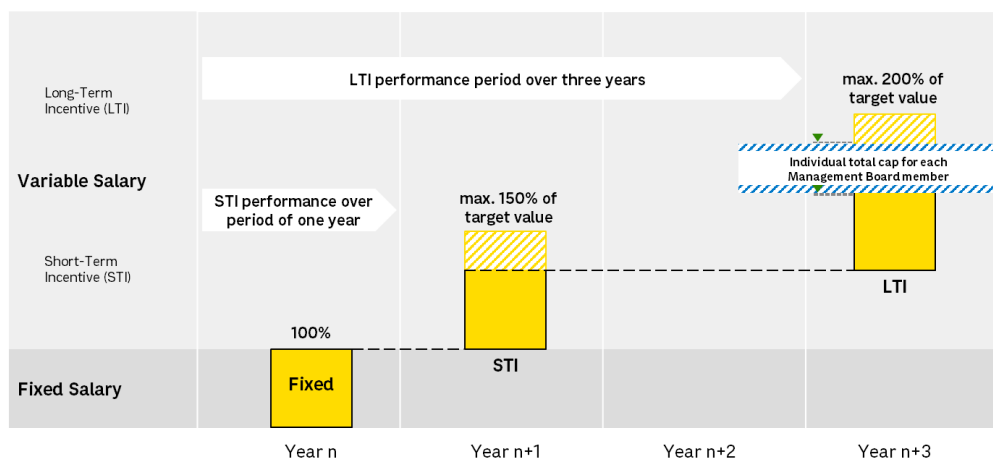
Structure of the remuneration for the Management Board

The remuneration of the Management Board is based on a three-pillar model with fixed and variable salary components. The variable remuneration is divided into two components and consists of an annual bonus (Short-Term Incentive, STI) and a long-term variable remuneration (Long-Term Incentive, LTI). These variable components are linked to performance and dependent on the achievement of financial and non-financial performance criteria derived from the strategic goals and operational management of the company.

The majority of the remuneration of the Management Board members is made up of the variable, performance-based remuneration components, the amount of which is determined by the performance of the Management Board members and the success of the company. At the beginning of each financial year, the remuneration committee sets target values for all performance criteria of the variable remuneration, the degree of achievement of which determines the amount of the actual payment.

When setting the target values and the lower and upper thresholds, the Remuneration Committee ensures that they are adequate and ambitious. If the targets are not met, the variable compensation can drop to zero. If the targets are significantly exceeded, the achievement of the targets is limited because threshold values are set. In addition to these caps set for the variable remuneration components, upper limits are defined in terms of amount for the total remuneration of each member of the Management Board (individual total caps).

Remuneration system for Management Board members of Österreichische Post



Fixed remuneration

The fixed basic salary is based on the salary structure of publicly listed Austrian companies and comparable international publicly listed companies and takes into account the range of the duties and responsibilities of the respective Management Board member as well as the duration of the term of office on the Management Board. Furthermore, the basic salary takes into account a benchmark covering the 20 ATX companies in Austria, the 60 medium-sized comparable MDAX companies in Germany as well as a further 16 European logistics companies.

In addition to the fixed basic salary, the fixed remuneration also includes benefits in kind, various types of insurance coverage and pension fund contributions.

Short-Term Incentive (STI) Programme

The STI is designed to reward performance in the past financial year in line with the short-term development of the company. At the beginning of each financial year, target values are defined for the two key financial performance indicators of Österreichische Post, namely "revenue" and "EBIT" (earnings before interest and tax). After the financial year has come to a close, the Remuneration Committee of the Supervisory Board determines the specific target achievement value for the two indicators of revenue and EBIT on the basis of the audited consolidated annual financial statements.

The financial targets can vary in their degree of achievement between 0% and 150%, whereby lower limits are defined for the two indicators revenue and EBIT at a target achievement of 50%.

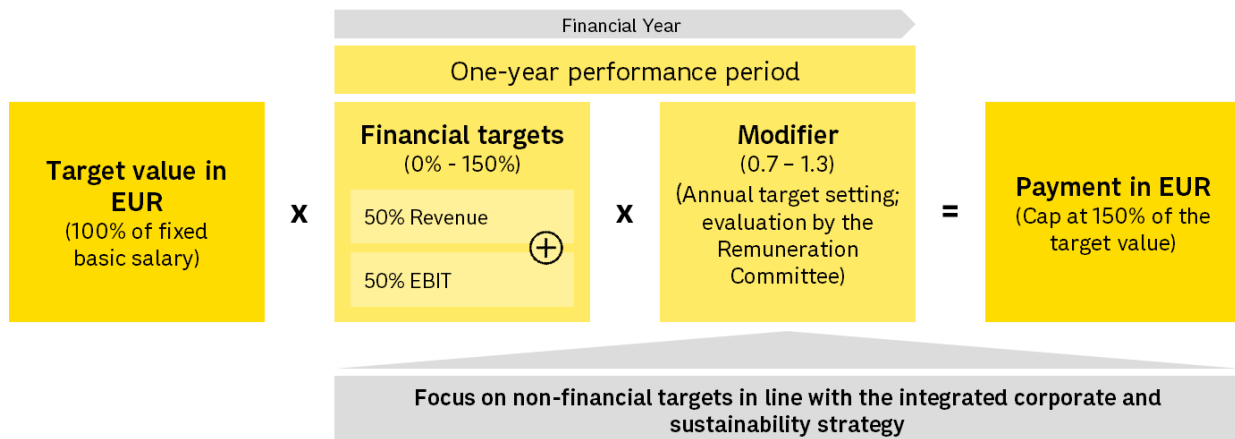
A modifier is to be applied to the financial target achievement, which can influence the level of target achievement by a maximum of +/- 30%. The actual amount of the bandwidth is defined for each financial year as part of the definition of the target criteria. The modifier establishes the direct reference to strategic initiatives as well as to the sustainability strategy and the ESG indicators. The Remuneration Committee annually defines focal points on the aspects of Economy & Customers, Environment & Climate and People & Social Impact, which are derived from Österreichische Post's current subject areas.

The assessment of the implementation of the focal points specified in the STI modifier results from the assessment by the Remuneration Committee, which is summarised and documented in a report. The modifier is 1.0 for 100% target achievement and shall be set differently if the performance in the described aspects exceeds or falls short of expectations.

The STI payout amount is calculated using the contractually defined target value, which corresponds to around 100% of the fixed basic salary. The specific STI payout amount is derived from the percentage calculated taking into account the target achievement of the financial parameters and the determination of the modifier. The STI pays out a maximum of 150% of the target value.

The following chart provides an overview of the STI.

Description of the Short-Term Incentive Programme of Österreichische Post



Long-Term Incentive (LTI) Programme

The LTI is intended to reward the long-term sustainable performance of the Management Board members and also to ensure alignment with the interests of the shareholders in a positive development of the share price. The methodology of this programme strengthens this objective through a required personal investment of the Management Board members in shares of the Company, through the long level of retention and the positive share price relation from the start to the end of the programme after three years.

The starting point for the LTI are Performance Share Units (PSU), which are calculated via the contractually defined target value divided by the start reference share price. The target value is set individually for each Management Board member and ranges from approximately 75% to 125% of the fixed basic salary, depending on the Management Board position.

The incentive in the form of the final number of PSUs is calculated by multiplying the number of PSUs at the beginning of the programme by the degree of target achievement (possible in the range from 0% to 200%). The final reference share price after the three-year performance period and the dividends paid out are used to determine the payout amount, whereby the LTI payout amount is in any case capped at 200% of the contractually defined target value.

The target criteria used for the LTI, each weighted at 1/3, are the following key performance indicators for the capital market: Earnings per share as net earnings and basis for the dividend policy, free cash flow as basis for the ability to pay dividends and since 2019 the total shareholder return (TSR) of the company relative to the TSR of the companies listed in the EURO STOXX Total Market Industrial Transportation.

The 100% target values as well as the threshold and maximum values for the criteria are determined by the Remuneration Committee of the Supervisory Board at the beginning of the programme and take into account the medium-term planning and, if applicable, special effects and the historical development of performance indicators as well as capital market forecasts. The maximum target achievement for the three performance indicators is set at 200% of the target value. If the level of achievement is below 50%, the target achievement of the indicator is considered to be zero.

After the end of the three-year performance period, the auditor confirms the achievement of the targets following the approval of the consolidated results of Österreichische Post. Based on this target achievement, the degree of target achievement and the LTI payout amount are determined by the Remuneration Committee of the Supervisory Board. For the LTI, the maximum amount to be paid out is limited to 200% of the defined target value.

The following chart provides an overview of the LTI. This system applies to all current programmes since 2019.

Description of the Long-Term Incentive Programme of Österreichische Post



3. Remuneration of the Management Board 2022

The following chapter describes the concrete application of the remuneration system for the members of the Management Board of Österreichische Post in the 2022 financial year. It contains detailed information on the total remuneration of the Management Board, the target setting and target achievement of the variable remuneration, as well as information on the remuneration of the individual Management Board members for the 2022 financial year.

In the following, both the remuneration awarded and the remuneration due to the Management Board members are presented. The **remuneration due** includes the amounts actually paid to the Management Board member within a specified period which are to be assigned to the current period under review. On the other hand, it also includes entitlements definitively acquired in this period, even if payment takes place in a later period. The **remuneration awarded** relates to provisions allocated in a financial year as well as other accrued remuneration components made on the basis of legal or contractual obligations which must be economically allocated in this reporting period although the final specification and payment will take place in subsequent periods. With the exception of the information presented in chapter 3.4 "Remuneration awarded from current LTI programmes", all tables include remuneration components due, i.e. amounts actually received or entitlements definitively acquired. This allows for a good comparability of the annual remunerations.

The only members of the Management Board of Österreichische Post in the 2022 financial year were Georg Pölzl, Walter Oblin and Peter Umundum. In the following section, the type and amount of the individual remuneration components for every Management Board member will be presented along with a subsequent synopsis.

3.1 Fixed remuneration

The fixed remuneration of the Management Board members 2022 consisted of the fixed basic salary, benefits in kind, various insurance policies and pension fund contributions.

Benefits in kind include the provision of a car for official and private purposes, including driver, as well as the reimbursement of the costs of a telephone connection/mobile phone intended for business and private purposes.

The benefits of an accident insurance policy are also listed, which provides additional insurance cover in the event of death and disability in the service and non-service sectors. Furthermore, there is the possibility of participating in a management group health insurance.

All members of the Management Board are entitled to contributions made by the Company to a voluntary pension fund concluded with APK Pensionskasse AG. The pension fund contributions are set at 10% of the fixed basic salary.

Fixed remuneration

EUR	Georg Pölzl	Walter Oblin	Peter Umundum
Fixed basic salary	700,000	520,000	470,000
Benefits in kind	12,162	11,694	12,894
Group health insurance	3,152	-	1,259
Accident insurance	3,523	2,902	2,781
Pension fund contribution	71,750	53,300	48,175
TOTAL FIXED REMUNERATION	790,587	587,897	535,109

In addition to the above-mentioned insurance policies, the members of the Management Board of Österreichische Post are also insured within the context of a Directors and Officers Liability Insurance (D&O). The insurance provides judicial and extrajudicial protection against unfounded claims for damages as well as the settlement of claims considered to be legally justified.

3.2 Short-term variable remuneration 2022 (STI 2022)

This chapter describes the entitlements acquired in 2022 based on the STI agreement concluded at the beginning of 2022. The evaluation of the relevant performance criteria has been carried out by the Remuneration Committee at the beginning of the year 2023 on the basis of the audited annual and consolidated annual financial statements. The payment of the entitlements will be made at a later date. The amounts paid out in 2022 from the STI agreement 2021 are also shown in the general overview.

In accordance with the Remuneration Policy approved by the 2020 Annual General Meeting, the financial criteria "revenue" and "EBIT" (each weighted at 50%) and also non-financial criteria in the form of a modifier of a maximum of +/-30% are used for the assessment of the short-term variable remuneration. For 2022, the Remuneration Committee has set the modifier as a multiplier in the range of 0.8 to 1.2.

Weighting of the criteria

Area	Criteria	Weighting
Financial targets	Revenue	50%
	EBIT (before special effects)	50%
Modifier	A value between 0.8 and 1.2 is defined at the discretion of the Remuneration Committee on the basis of a pre-defined catalogue.	+/-20% multiplier ¹

¹ For the STI 2022, a multiplier of +/-20% was set within the given framework of the Remuneration Policy

The following table shows the values set by the Remuneration Committee at the beginning of 2022 for the financial target criteria "revenue" and "EBIT" at 50%, 100% and 150% target achievement. The target criteria are based on the plan values for 2022 approved by the Supervisory Board and take into account the currency development of the Turkish lira by considering the plan/actual ratio of the exchange rate.

After the submission of the annual and consolidated annual financial statements and confirmation by the auditor, the Remuneration Committee evaluated the level of target achievement. Österreichische Post generated revenue of EUR 2,522.0m and reported EBIT of EUR 188.4m. Both financial criteria show an overachievement of the target. The average target achievement for the financial criteria is 128.3%.

Target achievement of the criteria

EUR m	50% target	100% target	150% target	Actual value	Target achievement	Weighted target achievement
Revenue	2,414	2,494	2,574	2,522	117.5%	58.8%
EBIT	135	165	195	188	139.0%	69.5%
ACHIEVEMENT OF FINANCIAL TARGETS						128.3%

In addition to the financial criteria "revenue" and "EBIT", the modifier significantly determines the overall target achievement of the Short-Term Incentive. For the 2022 financial year, a catalogue of criteria was defined by the Remuneration Committee, which takes into account the strategic priorities and in particular the ESG indicators. More than 50% of the indicators follow the objectives of the topics defined in Österreichische Post's "Sustainability Master Plan". The modifier was defined in a range of 0.8 to 1.2 in 2022, as well as associated target achievement indicators. Thus, the overall degree of target achievement can be influenced by +/-20%. The criteria defined for the modifier and their target achievement are described below.

- Delivery quality in the core business: In addition to the profitability of its services, Österreichische Post primarily focuses on service quality. The defined target for the delivery quality of letters was slightly underachieved in the past financial year with an "E+1" delivery rate of 94.6%. The "E+1" delivery rate for parcels was 96.3%, which is above the set target.
- bank99: After the takeover of ING in Austria, a significant customer ramp-up and an improvement in results were defined as targets for bank99. The planned number of customers of bank99 was increased to over 250,000, which means that the target was exceeded. Earnings from business activities was EUR -29.7m, slightly below the target.
- Shöpping: The goal for the past financial year was to improve the trading revenue and earnings of Österreichische Post's online marketplace. Despite a significant increase in trading revenue of about 35%, the ambitious 100% target could not be achieved, but is still within the target range of the modifier.
- Cyber security: In order to be prepared in the event of a cyber-attack, an adequate crisis organisation must be established at Österreichische Post. With the implementation of the contents defined in the target formulation, the set target was exceeded.
- Post APP: The Post APP contributes significantly to meeting the current needs of our customers. The defined target for the number of "monthly active users" was exceeded in the past financial year with a value of over 280,000 users.
- Increase in Österreichische Post's e-vehicle fleet: Österreichische Post sets an example for electromobility with the country's largest electric vehicle fleet. With an e-vehicle fleet of over 3,000 vehicles, the target value was achieved.
- Increase in photovoltaic systems at Österreichische Post: The expansion of photovoltaic systems at the distribution centres and delivery bases is a key focus of our sustainability strategy. Starting from the previous year's value of 3.0 MWp, the installed capacity was increased to 4.3 MWp. The annual target for 2022 was thus exceeded.
- New freight company concept: In line with sustainability efforts, ESG measures are also to be defined for Österreichische Post's freight companies. The operation of e-vehicles is also to be promoted with a new freight company concept. The contents of the target definition have been fully implemented.
- ESG measures for Aras Kargo: In implementation of Österreichische Post's integrated Strategy, the sustainability strategy is to be extended to the entire Group. Accordingly, the largest subsidiary Aras Kargo has developed an ESG roadmap for the implementation of the relevant sustainability goals.
- Diversity is a key sustainability issue at Österreichische Post. As part of a cross-company project, the share of women in management positions is to be steadily increased. With a female quota in management positions of 36.0% (average figure for December), the target set was clearly exceeded.
- Customer satisfaction is a major concern for Österreichische Post. The customer satisfaction index, which is determined within the scope of a regular survey, averages 72, and in one quarter 73, thus showing an improvement over the baseline value.
- Employee satisfaction: In addition to customer satisfaction, employee satisfaction is also a major concern of Österreichische Post. With the aim of improving employee satisfaction, a catalogue of concrete measures, including implementation and time schedules, was drawn up for all business areas in the past financial year. With an implementation rate of more than 80%, the set target was exceeded.

At the beginning of 2023, the Remuneration Committee reviewed the target achievement of the modifier (range 0.8 to 1.2). Based on the available documentation and due to the fact that the performance in the described criteria was met overall, a modifier of 1.1 was determined. This results in an overall target achievement for the Short-Term Incentive 2022 of 141.09%.

The individual, contractually defined target amount multiplied by the percentage of total target achievement (financial targets and modifier) results in the acquired entitlements for the past financial year 2022 and the subsequent amounts that will be paid out in the following year.

Short-Term Incentive 2022

EUR		Georg Pözl	Walter Oblin	Peter Umundum
Target value ¹		700,000	520,000	470,000
Overall target achievement	141.09%			
STI 2022²		987,630	733,668	663,123

¹ Fixed basic salary 2022

² Payment in 2023

3.3 Long-term variable remuneration 2020–2022 (LTI 2020–2022)

The long-term share-based remuneration component relevant for the past financial year, the Long-Term Incentive, is presented below. The entitlements acquired in the past financial year arose from the Long-Term Incentive Programme 2020–2022, whose three-year performance period ended on 31 December 2022. The parameters of the LTI 2020–2022 were set by the Remuneration Committee at the beginning of the term and reviewed with regard to their target achievement once the annual and consolidated financial statements for 2022 were available. The entitlements will be paid out in 2023.

A prerequisite for participation in the LTI is a one-time personal investment by each Management Board member in relation to the basic salary: 80% for the CEO, 70% for the Deputy CEO and 60% for other Management Board members. The personal investment must be retained uninterrupted until the end of the year following the expiration of the performance period. The required shares of the LTI Programme 2020–2022 must be held until the end of 2023 and are shown in the table below.

Personal investment

	Required number of shares	Equivalent value in EUR ¹
Georg Pözl	16,904	560,030
Walter Oblin	10,459	346,507
Peter Umundum	8,111	268,717

¹ On the basis of the average share price Q4 2019

The performance criteria underlying the LTI Programme 2019–2021 (earnings per share, free cash flow and total shareholder return) should optimally take account of the long-term increase in the Company's value. They reflect the Company's ability to invest and pay dividends as well as its overall business development and are essential for the long-term management of Österreichische Post.

The weighting of the criteria and the setting of the annual interim targets are shown in the table below.

Weighting of the criteria

Criteria	Weighting	Annual target achievement weighting during the three-year performance period
Earnings per share	1/3	20%/20%/60%
Free cash flow	1/3	20%/20%/60%
Relative total shareholder return	1/3	20%/20%/60%

The 100% target values as well as the threshold and maximum values for the criteria were determined by the Remuneration Committee of the Supervisory Board at the beginning of 2020. They take into account the medium-term planning, special effects if applicable and the historical development of the performance indicators as well as market forecasts of the capital market.

Indicator 1 "Earnings per share" (target range between 0% and 200% is possible):

In the years 2020 to 2022, the range of the target value was between 0.70 EUR/share (0% target) and 2.21 EUR/share (200% target). Adjusted for special effects, the actual values in this three-year period were between 1.65 EUR/share and 2.25 EUR/share.

Indicator 2 "Operating free cash flow" (target range between 0% and 200% is possible):

In the years 2020 to 2022, the range of the target value was between EUR 49.0m (0% target) and EUR 168.4m (200% target). Adjusted for special effects, the actual values in this three-year period were between EUR 125.7m and EUR 217.9m.

Indicator 3 "Relative total shareholder return":

The total shareholder return of each year is ranked with the total shareholder return of the companies listed in the EURO STOXX Total Market Industrial Transportation, and the relative positioning of Österreichische Post is determined on the basis of the percentile achieved (percentile rank). In the years 2020 to 2022, the range of the target value was between the 25th percentile (0% target) and 75th percentile (200% target). The actual values in these three years were between the 39th percentile and the 83rd percentile.

After the submission of the annual and consolidated annual financial reports and confirmation by the auditor, the Remuneration Committee evaluated the target achievement of the individual LTI criteria. Based on the actual values, which were adjusted for selected special effects to ensure comparability of target and actual values, the target achievement is shown below. The overall target achievement is made up of the partial target achievements of each indicator per year and amounts to 157.2% for the three-year period of the LTI programme that expired in 2022.

Target achievement of the criteria

Target achievement in %	2020	2021	2022
Earnings per share	12.4%	13.3%	26.3%
Free cash flow	13.3%	13.3%	40.0%
Total shareholder return (relative to the index)	13.3%	9.6%	15.6%
ANNUAL TARGET ACHIEVEMENT	39.0%	36.3%	81.8%
OVERALL TARGET ACHIEVEMENT			157.2%

The bonus granted for the overall target achievement is based on performance share units (PSU, bonus shares) as a mathematical value. Based on the number of PSUs at the beginning of the programme, which is calculated by multiplying the contractually defined target value by the reference share price Q4 2019, the final number of PSUs is calculated by multiplying by the degree of target achievement. The model calculated values of the LTI are based on the determined target achievement of 157.2% and make use of the share price relevant for the payout in Q4 2022 (plus dividends paid out during the three-year performance period).

The performance share units can be paid out in the form of Österreichische Post shares or in cash. For the LTI Programme 2020–2022, the decision on the form of payment was at the discretion of the Remuneration Committee of the Supervisory Board, which has decided on the payment variant in cash.

Long-Term Incentive 2020–2022 (model calculated value)

EUR		Georg Pözl	Walter Oblin	Peter Umundum
Target value ¹		857,500	436,800	344,750
Share price Q4 2019	33.13			
Bonus shares at the beginning (number)		25,883	13,184	10,406
Total target achievement	157.2%			
Bonus shares at the end (number)		40,678	20,720	16,354
Share price Q4 2022	30.18			
Total accumulated dividends paid ²	5.58			
LTI 2020–2022 MODEL CALCULATED VALUE		1,454,645	740,947	584,819

¹ Specified in the agreement on LTI 2020-2022

² Dividends in the individual years: EUR 2.08/share paid in 2020; EUR 1.60/share paid in 2021; EUR 1.90/share paid in 2022

As stipulated in the Remuneration Policy for the Management Board, the employment contracts of the Management Board members define upper limits for the total remuneration of a financial year. These upper limits – hereinafter referred to as "salary caps" – are to be taken into account when determining the amount to be paid out for the LTI in that any exceeding of the upper limit leads to a reduction in the amount to be paid out for the LTI.

The salary cap for the 2020 financial year is to be applied when assessing the relevant maximum amounts for the payment of the LTI programme expiring in 2022. This is comprised of (i) the 2020 fixed basic salary, (ii) the 2020 STI bonus (paid in 2021) and (iii) the 2020–2022 LTI bonus (paid in 2023).

The following table shows the maximum possible entitlements of the Management Board members after application of the "salary cap" and the amounts actually paid out for the LTI 2020–2022 on the basis of the contractually defined upper limits. The LTI entitlements actually acquired are thus 22% to 26% below the calculated value, depending on the Management Board member.

Long-Term Incentive 2020–2022 (entitlement)

EUR	Georg Pözl	Walter Oblin	Peter Umundum
Upper limit "Salary Cap" 2020	2,765,000	1,713,000	1,477,000
Fixed basic salary 2020	700,000	495,000	447,857
STI 2020 ¹	933,100	659,835	596,993
LTI 2020-2022 ENTITLEMENT ACCORDING TO "SALARY CAP"²	1,131,900	558,165	432,150

¹ Payment in 2021

² Payment in 2023

3.4 Remuneration awarded from current LTI programmes

Since the introduction of the share-based remuneration programme in 2010, a new three-year LTI tranche has begun each financial year. All three Management Board members were participating in LTI tranches 11 (2020–2022), 12 (2021–2023) and 13 (2022–2024) as of 31 December 2022.

The expected number of Performance Share Units (calculated amount) assigned to the individual tranches as of 31 December 2022 is as follows:

Bonus shares

Number	Georg Pölzl	Walter Oblin	Peter Umundum
Tranche 11 (LTI 2020–2022)	25,883	13,184	10,406
Tranche 12 (LTI 2021–2023)	29,857	15,209	12,479
Tranche 13 (LTI 2022–2024)	23,026	11,729	9,718

As already explained, the performance share units can be paid out in the form of Österreichische Post shares or in cash. The decision on the form of payment is at the discretion of the Supervisory Board's Remuneration Committee. According to past business practice, payment in cash is to be expected, which is why it is accounted for as cash-settled share-based payments.

For the expected cash payments, provisions are allocated for the expected future total costs of all existing and ongoing LTI programmes at the balance sheet date based on fair values.

Carrying amount of provisions

EUR	Georg Pölzl	Walter Oblin	Peter Umundum
Tranche 11 (LTI 2020–2022)	1,131,900	558,165	432,150
Tranche 12 (LTI 2021–2023)	651,976	300,615	238,125
Tranche 13 (LTI 2022–2024)	350,859	149,362	120,484

The total costs reported for the share-based remuneration of the Management Board members in the 2022 financial year is assigned to the individual tranches as follows:

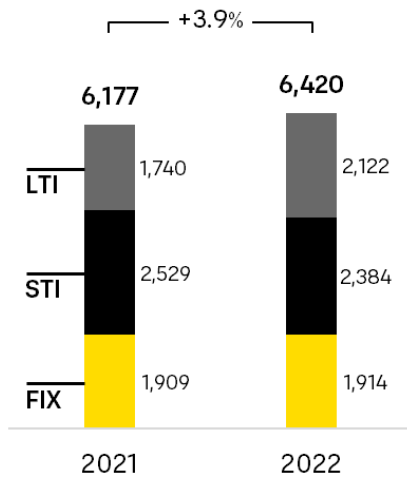
Total cost

EUR	Georg Pölzl	Walter Oblin	Peter Umundum
Tranche 11 (LTI 2020–2022)	377,300	186,055	144,050
Tranche 12 (LTI 2021–2023)	315,939	145,674	115,629
Tranche 13 (LTI 2022–2024)	350,859	149,362	120,484

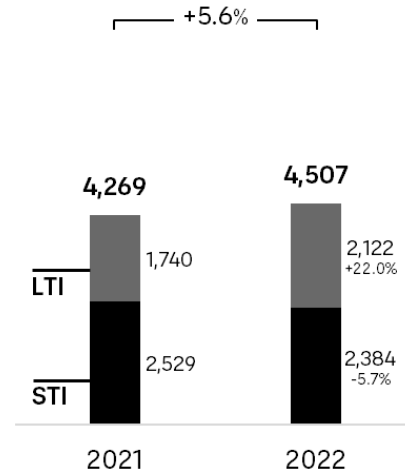
3.5 Overview of the total remuneration of the Management Board

The following explanations and tables below provide an overview of the remuneration of the Management Board. The entitlements arising in the 2022 financial year for the Members of the Management Board of Österreichische Post amount to approximately EUR 6.4m (2021: EUR 6.2m). Of this amount, approximately EUR 1.9m is accounted for by non-performance-related fixed components (2021: EUR 1.9m). The performance-related variable components are made up as follows: short-term variable remuneration EUR 2.4m (2021: EUR 2.5m) and long-term variable remuneration EUR 2.1m (2021: EUR 1.7m).

Total remuneration (EUR k)



Variable remuneration (EUR k)

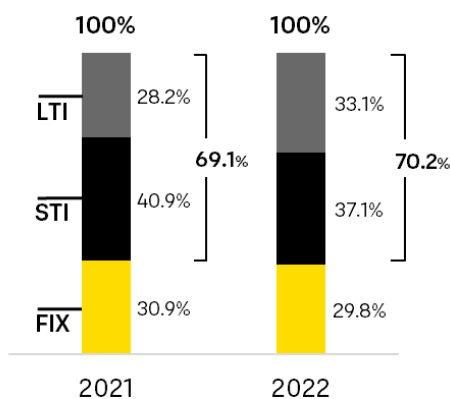


On balance, the total remuneration of the Management Board thus shows an increase of 3.9% compared to the previous year. The fixed basic salary increased by 0.3% due to contractually stipulated adjustments. The variable remuneration components show an increase in acquired entitlements of 5.6%. While the STI bonus decreased by 5.7% compared to the previous year, the entitlements from the LTI 2020-2022 increased by 22.0% compared to last year's tranche.

As described on page 11, upper limits are defined in terms of amount for the total remuneration of a financial year, which are to be taken into account when determining the amount to be paid out for the LTI. The increase in variable remuneration compared to the previous year is mainly due to a contractually agreed adjustment of the upper limits in 2019. Before limiting the individual entitlements of each Management Board member by the annual caps, the variable remuneration would have fallen by 11% compared to the previous year.

The total remuneration of the Management Board in 2022 shows an almost stable development in its structural distribution of remuneration elements compared to the previous year. The share of fixed salary components decreased slightly from 31% to 30% compared to the previous year. The variable remuneration components, STI and LTI, increased slightly from 69% to 70%. With an increase in the long-term incentive from 28% to 33%, the share of the short-term incentive fell slightly from 41% to 37%.

Distribution of remuneration components (%)



In summary, the following table shows the total entitlements acquired by the Management Board in 2022¹. In addition to the remuneration of the individual Management Board members, the relative share of fixed and variable remuneration components is also shown.

Total remuneration in 2022

EUR	Georg Pölzl	Walter Oblin	Peter Umundum	Total
Fixed remuneration in 2022	790,587	587,897	535,109	1,913,593
Variable remuneration				
STI 2022 ¹	987,630	733,668	663,123	2,384,421
LTI 2020-2022 ¹	1,131,900	558,165	432,150	2,122,215
Total variable remuneration	2,119,530	1,291,833	1,095,273	4,506,636
TOTAL	2,910,117	1,879,730	1,630,381	6,420,228
Relative share of fixed remuneration (%)	27.2	31.3	32.8	
Relative share of variable remuneration (%)				
STI 2022	33.9	39.0	40.7	
LTI 2020-2022	38.9	29.7	26.5	

¹ Payment in 2023

In comparison, the table below shows the total acquired entitlements of the Management Board in 2021, of which the fixed basic salary was paid in 2021 and the variable components in 2022.

Total remuneration in 2021

EUR	Georg Pölzl	Walter Oblin	Peter Umundum	Total
Fixed remuneration in 2021	790,474	587,897	530,340	1,908,711
Variable remuneration				
STI 2021 ¹	1,050,000	780,000	698,571	2,528,571
LTI 2019-2021 ¹	968,914	426,995	344,096	1,740,005
Total variable remuneration	2,018,914	1,206,995	1,042,667	4,268,577
TOTAL	2,809,388	1,794,892	1,573,007	6,177,287

¹ Payment in 2022

Pursuant to Section 78c Austrian Stock Corporation Act (AktG), the annual change in total remuneration of the Management Board, the business success of the Company and the average salaries of other employees of the Company on a full-time equivalent basis should be illustrated in a comparative presentation.

Looking at the period since the current Remuneration Report guidelines came into force (2019 to 2022), the total remuneration of the Management Board has decreased slightly, the performance indicators have increased in revenue and EBITDA and decreased in EBIT. Employee remuneration has increased by 9% to 19%, depending on the employee group.

EBITDA (earnings before interest, tax, depreciation and amortisation) and EBIT (earnings before interest and tax) are the most important key figures used by Österreichische Post to measure its operating success. Expressed as a percentage of

¹ The presentation deviates from the mandatory disclosures supplied in the notes to the consolidated financial statements in line with the Austrian Commercial Code and IFRS (payments to active and former Management Board members) due to different reporting regulations. For this reason, it is only comparable to a limited extent.

revenue, they illustrate the profitability of revenue and show how successfully the operating business is managed. EBITDA increased by 0.6%, to EUR 372.7m. EBIT 2022 of EUR 188.4m decreased by 8.0% compared to the previous year.

As a comparative figure for the salaries earned by other employees, the salaries/wages and bonuses for employees of Österreichische Post AG who were continuously employed throughout the financial year are used on a full-time equivalent basis.

Annual change					
Total	2019	2020	2021	2022	2022
Change (%)		vs 2019	vs 2020	vs 2021	vs 2019
Total remuneration (EUR)					
Georg Pözl	2,774,126	2,456,089	2,809,388	2,910,117	
		-11.5%	14.4%	3.6%	4.9%
Walter Oblin	1,918,902	1,666,542	1,794,892	1,879,730	
		-13.2%	7.7%	4.7%	-2.0%
Peter Umundum	1,764,898	1,487,483	1,573,007	1,630,381	
		-15.7%	5.7%	3.6%	-7.6%
Total	6,457,927	5,610,114	6,177,287	6,420,228	
		-13.1%	10.1%	3.9%	-0.6%
Economic performance indicators (EUR m)					
Revenue	2,022	2,192 ¹	2,520	2,522	
		8.4%	14.9%	0.1%	24.8%
EBITDA	319	303	370	373	
		-5.0%	22.3%	0.6%	17.0%
EBIT	201	161	205	188	
		-19.9%	27.5%	-8.0%	-6.1%
Remuneration paid to other employees on a full-time equivalent basis (EUR)					
Civil servants	53,144	54,772	55,507	57,937	
		3.1%	1.3%	4.4%	9.0%
Salaried employees - General Service Regulation/Special contract	44,500	46,138	46,579	49,119	
		3.7%	1.0%	5.5%	10.4%
Salaried employees - New collective labour agreement	35,364	37,299	38,489	41,947	
		5.5%	3.2%	9.0%	18.6%

¹ The presentation of financial services in the consolidated income statement was adjusted. The income from financial services is reported under revenue, the expenses for financial services are reported separately (previously reported on a net basis in revenue of income and expenses from financial services).

4. Remuneration of the Supervisory Board 2022

The Remuneration Policy for the Supervisory Board of Österreichische Post stipulates a fixed remuneration that is independent of performance. Variable remuneration components are not provided for, as the Supervisory Board has no responsibility for the earnings of Österreichische Post. The remuneration for Supervisory Board members consists of an annual basic remuneration and a committee remuneration as well as attendance fees paid for each Supervisory Board meeting attended. Furthermore, every Supervisory Board member is entitled to be reimbursed for appropriate cash expenditures, especially relevant travel costs. The remuneration system provides for different levels of remuneration, depending upon the individual's position as the chair, deputy chair or member of the Supervisory Board.

The amount of remuneration paid to Supervisory Board members is resolved upon by the Annual General Meeting for the particular previous financial year. The table below shows the remuneration determined by the Annual General Meeting on 21 April 2022 for the 2021 financial year and the proposal to the Annual General Meeting on 20 April 2023 regarding the remuneration for the 2022 financial year.

Remuneration of the Supervisory Board

EUR	2021	2022
Chair	30,000	36,000
Deputy Chairperson	25,000	30,000
For every other Supervisory Board member	20,000	24,000
Committee Chair	14,000	17,000
Deputy Chair of the Audit Committee	12,000	14,000
For every other committee member	10,000	12,000
Attendance fee	600	800
Attendance fee for international expert ¹	1,600	1,800

¹ For participation in meetings of the Supervisory Board in a form other than physical presence, the attendance fee shall in any case be EUR 600 or EUR 800 per member and meeting.

Committee remuneration is limited to membership on one committee and is thus paid only once even if a member of the Supervisory Board belongs to several committees. If members of the Supervisory Board or a committee have not belonged to the body for the entire financial year, the remuneration shall be paid on a pro rata (daily) basis.

In the past financial year, the following change occurred in the composition of the Supervisory Board: Maximilian Schnödl resigned his mandate for private reasons at the end of the Annual General Meeting on 21 April 2022. Carola Wahl was proposed by Österreichische Beteiligungs AG (ÖBAG) for election as a member of the Supervisory Board. After review of the proposed resolution by the Nomination Committee and approval by the Supervisory Board, Carola Wahl was elected to the Supervisory Board by the 2022 Annual General Meeting, and Felicia Kölliker and Sigrid Stagl were re-elected at the same time.

Andreas Schieder was designated to the Supervisory Board by the Central Works Council of Österreichische Post as successor to Manfred Wiedner as of 1 April, in accordance with Section 110 of the Austrian Labour Constitution Act (ArbVG). Andreas Rindler succeeded Helmut Köstinger on the Supervisory Board as of 1 November 2022.

The shareholder representatives of the Supervisory Board hold the following positions on the committees:

- Nomination Committee: Edith Hlawati (Chair), Chris E. Muntwyler
- Remuneration Committee: Edith Hlawati (Chair), Chris E. Muntwyler, Carola Wahl
- Audit Committee: Stefan Szyszkowitz (Chair, financial expert), Carola Wahl (Deputy Chair), Huberta Gheneff, Peter E. Kruse
- Parcel & Logistics Committee: Peter E. Kruse (Chair), Chris E. Muntwyler
- Banking Committee: Carola Wahl (Chair), Felicia Kölliker

With the exception of one meeting, all members of the Supervisory Board were present at both the plenary and the committee meetings. The employee representatives perform their duties on the Supervisory Board on an honorary basis and are compensated for their involvement in the Central Works Council in accordance with their respective employment contracts. As a result, they only receive attendance fees.

The Management Board and the Supervisory Board will propose to the Annual General Meeting on 20 April 2023 to adjust the Supervisory Board remuneration for the year 2022 as shown above. This is the first increase in Supervisory Board remuneration, which was approved in 2016 and has remained unchanged for seven years. Providing the approval of the 2023 Annual General Meeting, the Supervisory Board members will be entitled to the following remuneration for their work in the 2022 financial year.

Remuneration of the Supervisory Board in 2022

EUR

Name	Basic remuneration ¹	Committee remuneration ¹	Attendance fees	Total
Edith Hlawati (Chair)	36,000	17,000	8,000	61,000
Maximilian Schnödl (Deputy Chair) ²	9,123	5,170	5,600	19,893
Huberta Gheneff	24,000	12,000	7,200	43,200
Felicia Kölliker	24,000	12,000	15,200	51,200
Peter E. Kruse	24,000	17,000	22,400	63,400
Chris E. Muntwyler	24,000	12,000	17,000	53,000
Sigrid Stagl	24,000	-	4,000	28,000
Stefan Szyszkowitz	24,000	16,096	7,200	47,296
Carola Wahl ³	20,959	11,877	8,800	41,636
Maria Klima	-	-	4,000	4,000
Richard Köhler	-	-	5,600	5,600
Helmut Köstinger ⁴	-	-	11,200	11,200
Andreas Rindler ⁵	-	-	1,600	1,600
Andreas Schieder ⁶	-	-	4,800	4,800
Manfred Wiedner ⁷	-	-	1,600	1,600
TOTAL	210,082	103,143	124,200	437,425

¹ Payment in 2023, subject to the approval of the Annual General Meeting 2023

² Retired as of 21 April 2022 - therefore pro-rata share of remuneration; remuneration until 31 January 2022 will be transferred to Österreichische Beteiligungs AG (ÖBAG)

³ Since 21 April 2022 - therefore pro-rata share of remuneration; remuneration until 31 October 2022 will be transferred to Österreichische Beteiligungs AG (ÖBAG)

⁴ Retired at the close of 31 October 2022.

⁵ Designated by the Central Works Council as of 1 November 2022

⁶ Designated by the Central Works Council as of 1 April 2022

⁷ Retired at the close of 31 April 2022

The following table shows the comparative values for the 2021 financial year.

Remuneration of the Supervisory Board in 2021

EUR

Name	Basic remuneration	Committee remuneration	Attendance fees	Total
Edith Hlawati (Chair)	30,000	14,000	6,000	50,000
Maximilian Schnödl (Deputy Chair) ¹	25,000	14,000	11,400	50,400
Huberta Gheneff	20,000	10,000	6,600	36,600
Felicia Kölliker	20,000	10,000	13,200	43,200
Peter E. Kruse	20,000	14,000	18,400	52,400
Chris E. Muntwyler	20,000	10,000	10,600	40,600
Sigrid Stagl	20,000	-	4,200	24,200
Stefan Szyszkowitz	20,000	12,000	6,000	38,000
Maria Klima	-	-	4,200	4,200
Richard Köhler ²	-	-	600	600
Helmut Köstinger	-	-	12,000	12,000
Martin Palensky ³	-	-	3,600	3,600
Manfred Wiedner	-	-	6,600	6,600
TOTAL	175,000	84,000	103,400	362,400

¹Supervisory Board remuneration and attendance fees are transferred to ÖBAG

² Designated by the Central Works Council as of 1 September 2021

³ Retired at the close of 31 August 2021

14 March 2023

Edith Hlawati m.p.
Chair of the Supervisory Board

Georg Pölzl m.p.
Chairman of the Management Board