



PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF AUSTRIAN POST AG ON 18 April 2024

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 for the 2023 financial year

As the presentation of the aforementioned documents only serves to inform the Annual General Meeting, there will be no resolution on this agenda item.
The 2023 annual financial statements have already been approved by the Supervisory Board and thus adopted.

Agenda item 2: Resolution on the appropriation of net retained profits

The Management Board and the Supervisory Board of Österreichische Post Aktiengesellschaft propose that the net retained profits of EUR 304,693,298.82 reported in the adopted annual financial statements as at 31 December 2023 be appropriated as follows

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| (i) Distribution of a dividend of EUR 1.78 per dividend-bearing share,
i.e. the total amount of the dividend is | EUR 120,243,695.64 |
| (ii) Carry forward of the remaining amount of
to new account. | EUR 184,449,603.18 |

The dividend payment date is 2 May 2024.

Agenda item 3: Resolution on the discharge of the members of the Executive Board for the 2023 financial year

The Management Board and the Supervisory Board of Österreichische Post Aktiengesellschaft propose that the actions of the members of the Management Board in the 2023 financial year be approved.

Agenda item 4: Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2023 financial year

The Management Board and the Supervisory Board of Österreichische Post Aktiengesellschaft propose that the actions of the members of the Supervisory Board in the 2023 financial year be approved.

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

The Management Board and the Supervisory Board of Österreichische Post Aktiengesellschaft propose that the remuneration for the members of the Supervisory Board for the 2023 financial year be set as follows in accordance with Section 98 AktG in conjunction with Section 14 of the Articles of Association:

(i)	- for the Chairwoman	EUR 36,000
	- for the deputy chairperson	EUR 30,000
	- for each additional member of the Supervisory Board	EUR 24,000
(ii)	- for the chairperson of a committee	EUR 17,000
	- for the deputy chairperson of the examination board	
	Audit Committee	EUR 14,000
	- for each additional member of the committee	EUR 12,000

The committee remuneration is limited to one committee mandate and is therefore only payable once, even if the member sits on several committees.

- (iii) and for Supervisory Board and committee meetings, an attendance fee of EUR 800 per member and meeting attended for each member resident in Austria and an attendance fee of EUR 1,800 per member and meeting attended for each international expert. For participation in meetings of the Supervisory Board by means other than physical attendance (Article 12 Para. 5 and 6 of the Articles of Association), the attendance fee shall in any case amount to EUR 800 per member and meeting.

If members of the Supervisory Board or a committee have not belonged to the body for the entire financial year, the remuneration is paid on a pro rata basis (calculated on a daily basis).

Agenda item 6: Election of the auditor and group auditor as well as the auditor of the sustainability report for the 2024 financial year

On the recommendation of its Audit Committee, the Supervisory Board proposes to the Annual General Meeting that BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed as the auditor of the annual and consolidated financial statements and, if required by law for the 2024 financial year, also as the auditor of the mandatory consolidated sustainability report for the 2024 financial year.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD for short) obliges listed companies to have their sustainability report externally audited. This EU Directive had not yet been transposed into national law by the Austrian legislator on the day this proposal for a resolution was submitted.

In order to avoid a subsequent Extraordinary General Meeting to appoint an auditor of the sustainability report for the 2024 financial year, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

Agenda item 7: Resolution on the remuneration report

The Management Board and Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG.

This remuneration report must provide a comprehensive overview of the remuneration granted or owed to current and former members of the Executive Board and Supervisory Board in the course of the last financial year as part of the remuneration policy (Section 78a in conjunction with Section 98a AktG), including all benefits in any form.

The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote is of a recommendatory nature (Section 78d Para. 1 AktG). The resolution cannot be contested (Section 78d Para. 1 AktG).

At the meeting on 12 March 2024, the Management Board and Supervisory Board of Österreichische Post Aktiengesellschaft adopted a remuneration report in accordance with Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 Para. 1 AktG.

The Executive Board and Supervisory Board propose that the remuneration report for the 2023 financial year, as published on the website entered in the commercial register, be approved.

Agenda item 8: Resolution on the remuneration policy

The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with Section 78a in conjunction with Section 98a AktG (remuneration policy).

A remuneration policy was presented and approved for the first time at the Annual General Meeting on 17 June 2020.

The remuneration policy must be submitted to the Annual General Meeting for a vote at least every fourth financial year (as well as in the event of any significant change).

The vote at the Annual General Meeting on the remuneration policy is of a recommendatory nature. The resolution cannot be contested (Section 78b Para. 1 AktG).

The Remuneration Committee of Österreichische Post Aktiengesellschaft prepared the new remuneration policy at its meeting on 26 February 2024 and submitted a proposal for the new remuneration policy to the Supervisory Board of Österreichische Post Aktiengesellschaft.

At its meeting on 12 March 2024, the Supervisory Board of Österreichische Post Aktiengesellschaft discussed the principles for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a AktG and established the new remuneration policy.

This remuneration policy will be made available on the website of Österreichische Post Aktiengesellschaft (post.at/investor) entered in the commercial register no later than 28 March 2024 (21st day before the AGM).

The Supervisory Board proposes that the new remuneration policy, as published on the website entered in the commercial register, be adopted.

Agenda item 9: Elections to the Supervisory Board

The mandates of Supervisory Board members Felicia Kölliker, and Sigrid Stagl will expire at the end of the upcoming Annual General Meeting on 18 April 2024.

In accordance with Section 9 Para. 1 of the Articles of Association of Österreichische Post Aktiengesellschaft, the Supervisory Board consists of a minimum of four and a maximum of ten members elected by the Annual General Meeting. (In addition, there are the members delegated in accordance with the Labour Constitution Act).

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

Two members would now have to be elected at the upcoming Annual General Meeting in order to restore the previous number of eight.

The Supervisory Board proposes that both mandates be filled so that, following the election at the Annual General Meeting on 18 April 2024, the Supervisory Board will once again consist of eight members elected by the Annual General Meeting.

The following election proposal of the Supervisory Board was submitted on the basis of the requirements of Section 87 Para 2a AktG and the Corporate Governance Code.

Österreichische Post Aktiengesellschaft is subject to the scope of application of Section 86 Para. 7 AktG and must fulfil the minimum shareholding requirement pursuant to Section 86 Para. 7 AktG.

To date, the Supervisory Board has consisted of three men and five women on the shareholder representatives' side. The proportion of women on the Supervisory Board on the shareholder representatives' side has therefore totalled 62.5% to date.

The majority of the shareholder representatives on the Supervisory Board raised an objection pursuant to Section 86 Para.9 AktG more than six weeks before the Annual General Meeting, so that the minimum shareholding requirement pursuant to Section 86 Para. 7 AktG is therefore fulfilled separately.

As three Supervisory Board members elected by the Annual General Meeting whose term of office extends beyond the Annual General Meeting on 18 April 2024 are women, no women would have to be elected in order to comply with the minimum quota requirement for shareholder representatives pursuant to Section 86 Para. 7 AktG.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board with effect from the end of this Annual General Meeting:

Candidate 1: Felicia Kölliker until the end of the Annual General Meeting that resolves on the discharge for the 2025 financial year, and

Candidate 2: Maria Zesch until the end of the Annual General Meeting that resolves on the discharge for the 2025 financial year.

If this election proposal is accepted by the Annual General Meeting, the Supervisory Board will comprise 3 men and 5 women on the shareholder representatives' side; the proportion of women on the Supervisory Board on the shareholder representatives' side will then be 62.5%.

It is planned to hold a separate vote on each vacant position at the upcoming Annual General Meeting. We reserve the right to rank the persons proposed for the individual positions.

The proposed persons have submitted declarations pursuant to Section 87 Para. 2 AktG, which are also available on the company's website together with their CVs, and in particular have declared that

1. all circumstances in connection with Section 87 Para. 2 AktG have been disclosed and, in the judgement of the nominees, there are no circumstances that could give rise to concerns of bias,
2. the nominees have not been convicted of any offence punishable by law, in particular of any offence that would call into question their professional reliability pursuant to Section 87 Para. 2a sentence 3 AktG, and
3. there are no obstacles to appointment within the meaning of Section 86 Para. 2 and 4 AktG.

When submitting this proposal in accordance with Section 87 Para. 2a AktG, the Supervisory Board paid attention to the professional and personal qualifications of the members as well as to the balanced composition of the Supervisory Board and took appropriate account of aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

The Annual General Meeting is bound by election proposals in the following manner. Proposals for the election of Supervisory Board members, including the declarations pursuant to Section 87 Para. 2 AktG for each person proposed, must be made available on the company's website by 11 April 2024 at the latest, otherwise the person concerned may not be included in the vote. This also applies to election proposals from shareholders pursuant to Section 110 AktG, which must be received by the company in text form by 9 April 2024 at the latest.

Agenda item 10: Resolution on the amendment of the Articles of Association in Section 14 Para. 1 "Supervisory Board - Remuneration" and on the amendment of the Articles of Association by inserting a new provision Section 20a "Virtual/hybrid Annual General Meeting"

The Executive Board and the Supervisory Board propose that the Articles of Association be amended in such a way that the second sentence of Section 14 "Supervisory Board – Remuneration" in Para. 1 be deleted and a new provision entitled Section 20a "Virtual/hybrid Annual General Meeting" be inserted after Section 20.

The above provisions should now read as follows:

**"Section 14
Supervisory Board - Remuneration**

- (1) The members of the Supervisory Board elected by the Annual General Meeting shall be entitled to appropriate remuneration for their activities, which shall be determined annually by the Annual General Meeting."

**"Section 20a
Virtual/hybrid Annual General Meeting**

- (1) An Annual General Meeting may be held without the physical presence of the participants in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Articles of Association (virtual Annual General Meeting). The Management Board decides, with the approval of the Supervisory Board, on the form in which the Annual General Meeting is to be held, i.e. whether it is to be held (i) with the physical presence of the participants or (ii) without the physical presence of the participants (virtual Annual General Meeting), namely as a moderated virtual meeting or (iii) as an Annual General Meeting in which the individual participants can choose between physical and virtual participation (hybrid Annual General Meeting). If the Annual General Meeting is convened by the Supervisory Board, it is up to the Supervisory Board to decide on the form in which it is held in the aforementioned sense.
- (2) Insofar as organisational and technical specifications for a virtual or hybrid general meeting do not result from the provisions of the VirtGesG as amended or from the Articles of Association, they shall be made by the Management Board or the Supervisory Board as the convening body.
- (3) In all other respects, the Executive Board or the Supervisory Board as the convening body is authorised to make all decisions that are necessary to hold a virtual Annual General Meeting or a hybrid Annual General Meeting.
- (4) The notice convening the virtual or hybrid Annual General Meeting or corresponding information made available on the company's website from the 21st day before the Annual General Meeting must state the organisational and technical requirements for participation in the virtual or hybrid Annual General Meeting.
- (5) The organisation of a moderated virtual meeting is permitted in accordance with Section 3 VirtGesG and the provisions of the Articles of Association. The virtual Annual General Meeting is broadcast visually and acoustically for the participants in real time. The virtual Annual General Meeting may also be broadcast to the public (Section 3 Para. 2 VirtGesG).
- (6) During the moderated virtual Annual General Meeting, shareholders have the opportunity to speak by means of electronic communication in accordance with the applicable statutory provisions; this applies equally in the case of a (moderated) hybrid Annual General Meeting with regard to those shareholders who have opted to participate virtually. If a shareholder is given the floor by the Chairman, they must be

given the opportunity to speak via video communication. The chairman decides on the order of the speeches and also on the time until which speeches may be made or until which questions may be asked.

- (7) In addition, the company provides shareholders with an electronic communication channel, e.g. email, in accordance with the applicable statutory provisions, which they can use to submit questions and proposed resolutions to the company no later than the third working day before the moderated virtual Annual General Meeting; this applies equally in the case of a (moderated) hybrid Annual General Meeting with regard to those shareholders who have opted to participate virtually. The questions and proposed resolutions submitted in this way must be read out at the virtual Annual General Meeting or brought to the attention of the shareholders in another suitable manner, e.g. on the company's website.
- (8) For all votes in the moderated virtual Annual General Meeting, shareholders may exercise their voting rights by means of electronic communication in accordance with the applicable statutory provisions and, if necessary, raise objections in this way; this applies equally in the case of a (moderated) hybrid Annual General Meeting with regard to those shareholders who have opted for virtual participation. The company may - depending on the technical possibilities - either (i) set up and announce a special e-mail address to which the exercise of voting rights or the objection can be sent to the company, or (ii) offer the use of special voting software or a corresponding function on the company's website (AGM Internet portal) for the purpose of exercising voting rights or raising objections. The Management Board is authorised to provide for shareholders to be able to cast their votes electronically - for example by email - up to a point in time to be determined prior to the Annual General Meeting. The shareholders concerned may revoke their votes until the vote in the virtual Annual General Meeting and, if necessary, vote again. Otherwise, Section 126 AktG applies accordingly. If the Annual General Meeting is convened by the Supervisory Board, the decision in the aforementioned sense is left to the Supervisory Board.
- (9) In the case of a virtual or hybrid Annual General Meeting, the company shall make at least two special proxies available to shareholders at its own expense. These are suitable persons who are independent of the company and who can be authorised by the shareholders to propose resolutions, cast votes and, if necessary, raise an objection at the virtual Annual General Meeting.
- (10) The provisions of the Articles of Association pursuant to Section 20a Para. 1 to 9 shall apply until the end of the 2028 financial year."

Justification:

In addition to their entitlement to remuneration, Supervisory Board members are required by law to be reimbursed for necessary and useful expenses incurred by the respective Supervisory Board member in the exercise of their office. The entitlement to reimbursement of expenses already follows from Section 1014 ABGB and therefore does not require a provision in the Articles of Association or a resolution by the Annual General Meeting. The second sentence in Section 14 Para. 1 can therefore be omitted.

To ensure that meetings of shareholders or board members can be held without the physical presence of participants and resolutions can also be passed in other ways during the COVID-19 pandemic, Section 1 COVID-19-GesG created a temporary legal basis for "virtual meetings", which were regulated in more detail in the COVID-19-GesV. These legal options expired on 30 June 2023. With the entry into force of the Virtual Shareholders' Meetings Act (VirtGesG) on 14 July 2023, a permanent legal basis for virtual meetings has now been established. This also enables listed stock corporations to hold general meetings without the physical presence of participants in order to effectively pass resolutions even under exceptional circumstances.

The Articles of Association are to be supplemented by a new provision entitled Section 20a, which contains the regulations for the holding of virtual or hybrid Annual General Meetings in accordance with the provisions of the VirtGesG.

VirtGesG's wide range of options for organising the Annual General Meeting gives a broad national and international shareholder base the opportunity to participate in the Annual General Meeting virtually and exercise their rights digitally; this helps to increase the diversification of the Annual General Meeting. In addition, a virtual Annual General Meeting can significantly reduce CO2 emissions as there is no need to travel. Paper consumption is also significantly lower with a virtual Annual General Meeting.

Agenda item 11: 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 Executive Board of the company was authorised to acquire treasury shares in accordance with Section 65 AktG by resolution of the Annual General Meeting on 21 April 2022 under the ninth item on the agenda.

This authorisation to purchase expires on 31 October 2024.

The Management Board and the Supervisory Board of Österreichische Post Aktiengesellschaft therefore propose that the Annual General Meeting on 18 April 2024 adopt the following resolution on the 11th item on the agenda:

- a) The Executive Board is authorised pursuant to Section 65 Para. 1 no. 4 and 8 as well as Para. 1a and 1b AktG to acquire no-par value bearer or registered shares of the company amounting to up to 10% of the company's share capital during a period of validity from 1 November 2024 to 31 October 2026, both via the stock exchange and over the counter, and also only from individual shareholders or a single shareholder,**

in particular Österreichische Beteiligungs AG, at the lowest equivalent value of EUR 10 (ten euros) per share. The company is authorised to acquire no-par value bearer or registered shares in the amount of up to 10% of the company's share capital during a period of validity from 1 November 2024 to 31 October 2026, both on and off the stock exchange and only from individual shareholders or a single shareholder, in particular Österreichische Beteiligungs AG, at a minimum equivalent value of EUR 10.00 (ten euros) per share and a maximum equivalent value of EUR 60.00 (sixty euros) per share.

Trading in treasury shares is excluded as a purpose of the acquisition. The authorisation may be exercised in full or in part or in several partial amounts and in pursuit of one or more purposes by the company, by a subsidiary (Section 228 Para. 3 UGB) or by third parties for the account of the company. The shares may be acquired by the Management Board in particular if the shares are to be transferred to employees, senior executives and/or members of the Management Board of the company or a company affiliated with the company as part of a employee share ownership programme or a share option programme and/or a private foundation whose primary purpose is to hold and manage the shares for one or more of the aforementioned persons (such as an employee share ownership foundation pursuant to Section 4d Para. 4 EStG).

- b) The Management Board of Österreichische Post Aktiengesellschaft may decide to acquire shares via the stock exchange, but the Supervisory Board must be informed of this decision afterwards. Off-market acquisitions are subject to the prior approval of the Supervisory Board. In the event of an off-market acquisition, this can also be carried out with the exclusion of the right to sell shares on a pro rata basis (reverse exclusion of subscription rights).
- c) The Management Board is authorised for a period of five years from the date of the resolution pursuant to Section 65 Para. 1b AktG, with the approval of the Supervisory Board and without a new resolution by the Annual General Meeting, to sell or use treasury shares in a manner other than via the stock exchange or through a public offer, applying the provisions on the exclusion of shareholders' subscription rights mutatis mutandis, in particular if the shares are sold to employees, senior executives and/or members of the Management Board of the company or of a company affiliated with the company as part of an employee share ownership programme or a share option programme and/or a private foundation whose primary purpose is to hold and manage the shares for one or more of the aforementioned persons (such as an employee share ownership foundation pursuant to Section 4d Para. 4 EStG), and to determine the conditions of sale. The authorisation may be exercised in full or in part or in several partial amounts and in pursuit of one or more purposes by the company, by a subsidiary (Section 228 Para. 3 UGB) or by third parties for the account of the company.
- d) The Executive Board is also authorised, with the approval of the Supervisory Board, to reduce the share capital if necessary by withdrawing these treasury shares without a further resolution by the Annual General Meeting in accordance with Section 65 Para. 1 no. 8 last sentence in conjunction with Section 122 AktG. The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the redemption of shares.

Please also refer to the report of the Executive Board pursuant to Section 65 Para. 1b AktG in conjunction with Section 170 Para. 2 AktG and Section 153 Para. 4 sentence 2 AktG on this agenda item.

Vienna, 12 March 2024

The Management Board

The Supervisory Board