



Österreichische Post Aktiengesellschaft (Austrian Post)

Vienna, FN 180219 d (Commercial Register Number FN 180219 d)

ISIN AT0000APOST4

INVITATION

We hereby invite our shareholders to the
Annual General Meeting
of **Österreichische Post Aktiengesellschaft**
on **Wednesday, 9 April 2025, at 10:00 a.m. (CEST)**
in Aula der Wissenschaften, Wollzeile 27a, 1010 Vienna.

I. AGENDA

1. Presentation of the Annual Financial Statements including the Management Report and Corporate Governance Report, the Consolidated Financial Statements including the Group Management Report with the Non-Financial Statement, the Proposal for the Appropriation of Profits, and the report prepared by the Supervisory Board for the 2024 financial year
2. Resolution on the appropriation of the balance sheet profit
3. Resolution on the discharge of the members of the Management Board for the 2024 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year
5. Resolution on the remuneration of the members of the Supervisory Board
6. Resolution on the appointment of the auditor of the annual financial statements and of the consolidated financial statements and the auditor of the non-financial statement for the 2025 financial year
7. Resolution on the Remuneration Report
8. Elections to the Supervisory Board
9. Resolution on
 - a) the cancellation of the existing authorized capital in accordance with the resolution of the Annual General Meeting of 17 June 2020,
 - b) the creation of new additional authorised capital [Authorised Capital 2025]
 - i. while protecting the statutory subscription rights of shareholders, also within the meaning of indirect subscription rights pursuant to Section 153 Para 6 Austrian Stock Corporation Act (AktG),

- ii. with the authorisation to exclude shareholder subscription rights,
 - iii. with the possibility to issue new shares against contributions in kind, and
 - c) an amendment to the Articles of Association, Section 5 a "Authorised Capital".
10. Resolution on the authorisation for the Management Board to issue financial instruments within the meaning of Section 174 AktG, in particular convertible bonds, income bonds, participation rights, which can also convey subscription and/or conversion rights for the acquisition of shares of the Company, together with the authorisation to exclude shareholder subscription rights with respect to these financial instruments.
11. Resolution on
- a) the revocation of the conditional increase of the Company's share capital [Conditional Capital 2020] resolved by the Annual General Meeting on 17 June 2020 and the simultaneous replacement by the new conditional increase in the Company's share capital pursuant to Section 159 Para 2 (1) AktG for issuing to creditors of financial instruments [Conditional Capital 2025] and
 - b) an amendment to the Articles of Association, Section 5 b "Conditional Capital".

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE

In particular, the following documents will be available on the Company's website as entered into the Commercial Register at post.at/investor no later than **19 March 2025**:

- Invitation
- Proposed resolutions
- Forms
 - Proxy authorisation
 - Proxy and instructions to independent proxy of IVA
 - Revocation of proxy
- Presentation of (Consolidated) Annual Financial Statements
 - Consolidated Financial Statements including Group Management Report 2024 with Non-Financial Statement

- Annual Financial Statements including Management Report 2024
- Annual Report 2024
- Annual Financial Report 2024
- Corporate Governance Report 2024
- Report of the Supervisory Board for the 2024 financial year
- Documents on resolutions on agenda items
 - Agenda item 2 Appropriation of the Balance Sheet Profit
 - Agenda item 7 Remuneration Report 2024
 - Agenda item 8 Curricula vitae and statements of the candidates
 - Agenda item 9 Authorised Capital – Report of the Management Board
 - Agenda item 10 and 11 Conditional Capital – Report of the Management Board
- Postal vote
 - Ballot
 - Revocation of Votes
 - Information on Absentee Voting
 - Questions and Answers on Absentee Voting

III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise the voting right and other shareholders' rights to be asserted in the context of the Annual General Meeting is based on the shareholding at the end of day on **30 March 2025 (12:00 midnight, CEST)** (record date).

Only persons who are shareholders on the record date and can prove this to the Company shall be entitled to attend the Annual General Meeting. For the proof of shareholding on the record date, a safe custody receipt pursuant to Section 10a AktG must be received by the Company no later than **4 April 2025 (12:00 midnight, CEST)** exclusively by one of the following communication channels and addresses:

(i)	for the transmission of the deposit certificate in text form, which is sufficient pursuant to Section 18 Para. 2 of the Articles of Association
By e-mail	anmeldung.post@hauptversammlung.at (Please send deposit certificate in PDF format)
By fax	+43 (0) 1 8900 500 - 50
(ii)	for the transmission of the deposit certificate in written form
By post or courier	Österreichische Post Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH Keyword: Post HV 8242 St. Lorenzen/Wechsel, Köppel 60
By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, please indicate ISIN AT0000APOST4 in the text)

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

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

Deposit certificate pursuant to Section 10a AktG

The deposit certificate is to be issued by the depositary bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall contain the following information (Section 10a Para. 2 AktG):

- Information on the issuer: name/company and address or a code commonly used in business transactions between credit institutions (SWIFT code),
- Information on the shareholder: name/company, address, date of birth for natural persons, if applicable register and registration number for legal persons,
- Custody account number, securities account number or other designation,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000APOST4 (international securities identification number),
- Date or period of time to which the deposit certificate refers to.

The deposit certificate as evidence of the shareholding and as basis for participating at the Annual General Meeting must refer to the end of the record date of **30 March 2025** (12:00 midnight, CEST).

The deposit certificate will be accepted in German or in English.

Proof of identity

Shareholders and their proxies are requested to present a valid official photo ID for identification purposes at the registration.

If you come to the Annual General Meeting as a proxy, please take the proxy authorisation with you in addition to your official photo ID. If the original of the proxy authorisation has already been sent to the Company, you can facilitate admission by presenting a copy of the proxy authorisation.

Österreichische Post Aktiengesellschaft reserves the right to establish the identity of persons appearing at the meeting. If it is not possible to establish the identity, admission may be refused.

IV. POSTAL VOTE

Every shareholder is entitled to participate in the upcoming Annual General Meeting on the basis of voting by mail in accordance with Section 19 of the Articles of Association and Section 127 AktG.

The submission of votes must be done in written form by using the form (ballot) provided by the Company. The documents for the postal vote (ballot form, revocation form, instruction sheet, return envelope) will be sent upon request. Please request these materials from the Investor Relations Department by calling +43 (0) 57767 – 30400 at the following times: Monday – Thursday 9:00 a.m. – 4:00 p.m. and Friday 9:00 a.m. – 1:00 p.m. The texts of the forms and the instruction sheet will be available on the website at **post.at/investor** under the menu item “Annual General Meeting” no later than **19 March 2025**.

The shareholder must provide the following information on the form (ballot) in any case: name (company) and place of residence (registered office) of the

shareholder and the number of shares. Ballots are only considered to be valid if signed by the shareholder.

The completed form (ballot) with the original signature must be received by the notary public Mr. Rupert Brix at his P.O. Box 29, 8230 Hartberg, Austria, as the authorised delivery agent of Österreichische Post Aktiengesellschaft for the purpose of postal voting, no later than **4 April 2025**.

It is expressly pointed out that the prerequisite for postal voting is the proof of share ownership on the record date (**30 March 2025**), i.e., the Company receives a deposit certificate pursuant to Section 10a AktG at one of the above addresses no later than **4 April 2025**. Shareholders who want to take part in the Annual General Meeting by way of postal voting must ensure the timely issuance and transmission of a deposit certificate pursuant to Section 10a AktG as described above.

Shareholders are advised that votes submitted per absentee ballot by mail are void if the resolution at the Annual General Meeting is passed with a different content than that provided for in the form (ballot).

If necessary, the Company will provide a new form (ballot) on the Company's website at **post.at/investor** if admissible motions by shareholders to supplement the agenda within the meaning of Section 109 AktG are received no later than **19 March 2025** and/or admissible motions for resolutions by shareholders on the agenda items within the meaning of Section 110 AktG are received no later than **31 March 2025**.

In case a vote has already been cast by mail, this vote may be revoked using the form (revocation) provided by the Company for this purpose on its website. For the revocation to be legally effective, it shall be sufficient if the revocation is received by notary Mr. Rupert Brix by fax at +43 (0) 1 512 46 11 – 28 no later than the end of the day on **8 April 2025**.

If a shareholder appears at the Annual General Meeting who has already cast his/her vote by way of voting by mail, he/she may only exercise his/her voting right at the Annual General Meeting if he/she has revoked his/her vote in due time, i.e., no later than **8 April 2025** as described in more detail above. Otherwise, the shareholder may participate in the Annual General Meeting as

a guest without the right to exercise the shareholders' rights, i.e., this shareholder has no right to speak or ask questions, no right to propose motions and in particular, no right to vote or to object.

A shareholder who has participated in the voting by mail may at the same time declare an objection to a resolution to be adopted at the Annual General Meeting as a precautionary measure on the voting form. There is no further possibility to object to the resolution.

V. AUTHORIZATION TO A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED

Each shareholder who is entitled to participate in the Annual General Meeting and who has proved this to the Company in accordance with the provisions of this convening notice, section III, has the right to appoint a proxy to participate in the Annual General Meeting on behalf of the shareholder and who has the same rights as the shareholder whom he/she represents.

The proxy authorisation must be granted to a specific person (a natural person or a legal entity) in text form (Section 13 Para. 2 AktG), whereby several persons may also be authorised.

The granting of a proxy is possible both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of proxy authorisation:

By post or courier	Österreichische Post Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen/Wechsel, Köppel 60
By e-mail	anmeldung.post@hauptversammlung.at (Proxy authorisations please in PDF format)
By fax	+43 (0) 1 8900 500 - 50

Proxies must be received at one of the before mentioned addresses no later than **8 April 2025** (4:00 p.m., CEST), unless they are handed over at the

entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking the proxy are available on the Company's website at **post.at/investor**. In the interest of smooth processing, we ask for using only the forms provided.

Details on the authorisation, in particular on the text form and the content of the proxy, can be found in the proxy form provided to the shareholders.

If the shareholder has granted a proxy to his/her depository bank (Section 10a AktG), it shall be sufficient if, in addition to the deposit receipt, the depository bank submits a declaration to the Company by the means provided for its transmission to the Company that it has been granted a proxy.

Shareholders may exercise their rights in person at the Annual General Meeting even after granting a proxy. Appearance in person is deemed to be a revocation of a previously granted proxy.

The above provisions on the granting of proxy shall apply mutatis mutandis to the revocation of proxy.

Independent proxy

As a special service, a representative of the Interessenverband für Anleger (IVA), Feldmühlgasse 22/4, 1130 Vienna, will be available to shareholders as an independent proxy to exercise their voting rights at the Annual General Meeting in accordance with their instructions. IVA intends that Mr. Michael Knap will represent these shareholders at the Annual General Meeting. For authorisation of Mr. Michael Knap, a special proxy form will be available on the Company's website at **post.at/investor** from **19 March 2025** at the latest, which must be received by the Company exclusively at one of the above-mentioned addresses (e-mail, post, fax) for transmission of proxies. Furthermore, it is possible to contact Mr. Michael Knap of the IVA directly via +43 (0) 664 2138740 or by e-mail at **knap.post@hauptversammlung.at**.

The shareholder shall give instructions to Mr. Michael Knap on how (or, if applicable, a sub-proxy authorised by Mr. Michael Knap) to exercise the voting

right. Mr. Michael Knap shall exercise the voting right exclusively on the basis of the instructions given by the shareholder. Without explicit instructions, the full power is invalid. Please note that the proxy will not accept any instructions to speak, to raise objections against resolutions of the Annual General Meeting or to ask questions or to propose motions.

VI. NOTES ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG

1. Additions to the agenda by shareholders pursuant to Section 109 AktG

Shareholders whose total shareholdings equals **5 % of the Company's share capital** and who have been holders of these shares for at least three months prior to the submission of the request, may request in writing to place **additional items** on the **agenda** of this Annual General Meeting and announce these, provided that this request is made in writing by post or courier no later than **19 March 2025** (12:00 midnight, CEST) to the Company exclusively at the address **Österreichische Post Aktiengesellschaft, Attn: Investor Relations, 1030 Vienna, Rochusplatz 1**, or, if by e-mail, with a qualified electronic signature to the e-mail address **investor@post.at** or by SWIFT to the address GIBAATWGGMS. "Written" means handwritten signature or corporate signature by each applicant or, if sent by e-mail, by qualified electronic signature or, if sent by SWIFT, by Message Type MT598 or Type MT599, whereby ISIN AT0000APOST4 must be indicated in the text.

Each agenda item so requested must be accompanied by a proposal for a resolution and the reasons therefor. The agenda item and the proposed resolution, but not its justification, must in any case also be in German. The shareholder status shall be proven by the submission of a deposit certificate pursuant to Section 10a AktG, which confirms that the shareholders submitting the motion have been holders of the shares for at least three months prior to the submission of the motion and which may not be older than seven days at the time of submission to the Company. In the case of several shareholders who only together reach the required shareholding of 5 % of the share capital, the deposit certificates for all shareholders must refer to the same point in time (day, time). With regard to the other requirements for the safe custody receipt, reference is made to the explanations on the right to participate (Section III.).

2. Proposals for resolutions by shareholders on the agenda pursuant to Section 110 AktG

Shareholders whose total shareholdings amount to **1 % of the share capital** may submit **proposals for resolutions** on any item on the agenda in text form, together with a statement of reasons, and may request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be attached and any comments by the Management Board or the Supervisory Board, be made available on the Company's website as entered in the commercial register, provided that this request is made in text form no later than **31 March 2025 (12:00 midnight, CEST)**, either to **Österreichische Post Aktiengesellschaft, Attn: Investor Relations, 1030 Vienna, Rochusplatz 1**, or by e-mail to **investor@post.at**, whereby the request is to be attached to the e-mail in text form within the meaning of Section 13 Para. 2 AktG, for example as a PDF file. If text form within the meaning of Section 13 Para. 2 AktG is prescribed for declarations, the declaration must be made in a document or in another manner suitable for permanent reproduction in written characters, the person of the declarant must be named and the conclusion of the declaration must be made recognizable by reproduction of the name signature or otherwise. The proposed resolution, but not its justification, must in any case be written in German.

In the case of a **proposal for the election of a Supervisory Board member**, the statement of the proposed person pursuant to Section 87 Para. 2 AktG shall replace the statement of reasons.

The shareholder status shall be proven by the presentation of a deposit certificate pursuant to Section 10a AktG, which shall not be older than seven days at the time of presentation to the Company. In the case of several shareholders who only together reach the required shareholding of 1 % of the share capital, the deposit certificates for all shareholders must refer to the same point in time (day, time).

With regard to the other requirements for the deposit certificate, reference is made to the explanations on the eligibility to participate (Section III.).

3. Information pursuant to Section 110 Para. 2 (2) in conjunction with Section 86 Para. 7 and 9 AktG

With regard to agenda item 8 "Elections to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders pursuant to Section 110 AktG, the Company provides the following information:

Section 86 Para. 7 AktG is applicable to Österreichische Post Aktiengesellschaft.

Following the last election by the Annual General Meeting, the Supervisory Board of Österreichische Post AG consists of **eight** members elected by the Annual General Meeting (**shareholder representatives**) and four members delegated by the Works Council in accordance with Section 110 of the Austrian Labour Constitution Act (ArbVG). Of the eight shareholder representatives, **three** are **men** and **five** are **women**. Of the four **employee representatives**, **three** are **men** and **one** is a **woman**.

It is announced that the majority of the shareholders' representatives on the Supervisory Board raised an objection pursuant to Section 86 Para. 9 AktG more than six weeks before the Annual General Meeting and that the minimum quota requirement pursuant to Section 86 Para. 7 AktG will therefore be **met separately**.

Pursuant to Section 9 Para. 1 of the Articles of Association of Österreichische Post Aktiengesellschaft, the Supervisory Board consists of at least four and at most ten members elected by the Annual General Meeting and the members delegated by the Company's employee representatives pursuant to Section 110 Para. 1 Austrian Labour Constitution Act (ArbVG).

Should shareholders submit a proposal for election to agenda item 8 "Elections to the Supervisory Board", they must take into account that after the elections to the Supervisory Board on 9 April 2025, **at least two women** must be **members of the Supervisory Board on the side of the shareholder representatives**.

4. Shareholders' right to information pursuant to Section 118 AktG

Each shareholder shall, upon request, be provided with information at the Annual General Meeting on the affairs of the Company to the extent that such information is necessary for the proper evaluation of an item on the agenda. The duty to provide information shall also extend to the legal relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements.

The information may be refused insofar as, according to reasonable business judgement, it is likely to cause significant disadvantage to the Company or an affiliated company, or its provision would be punishable by law.

Requests for information must generally be made orally at the Annual General Meeting but may also be made in writing.

Questions requiring longer preparation should be submitted to the Management Board in text form in proper time before the Annual General Meeting in order to ensure the economy of the meeting. The questions may be sent to the Company by e-mail to **investor@post.at**.

5. Motions proposed by shareholders at the Annual General Meeting pursuant to Section 119 AktG

Every shareholder is entitled – irrespective of a specific shareholding – to submit motions on any item on the agenda at the Annual General Meeting. If there are several motions on one item of the agenda, the Chair of the Supervisory Board shall determine the order of voting in accordance with Section 119 Para. 3 AktG.

However, a **shareholder proposal for the election of a Supervisory Board member** requires the timely submission of a resolution proposal pursuant to Section 110 AktG: persons for election to the Supervisory Board (item 8 on the agenda) may only be proposed by shareholders whose shares together amount to 1 % of the share capital. Such nominations must be received by the Company no later than **31 March 2025** in the manner set out above (Section VI. Para. 2). Each nomination must be accompanied by a declaration pursuant to Section 87 Para. 2 AktG of the nominee's professional qualifications, professional or comparable functions and any circumstances that could give rise to concerns of partiality.

Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be considered in the vote.

Further information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG will be available on the Company's website [post.at/investor](https://www.post.at/investor) from **19 March 2025** at the latest.

6. Information for shareholders on data processing

Österreichische Post AG processes **personal data** of shareholders in accordance with Section 10a Para. 2 AktG, i.e., name, address, date of birth, number of the securities account, number of shares held by the shareholder, class of shares, if applicable, number of the voting card and, if applicable, name and date of birth of the proxy, and on the basis of the applicable data protection provisions, in particular the **European Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of personal data of shareholders is mandatory for the participation of shareholders and their representatives in the Annual General Meeting in accordance with the Austrian Stock Corporation Act (AktG). The legal basis for the processing is therefore **Article 6 Para. 1 c) GDPR**.

Österreichische Post Aktiengesellschaft is the **responsible institution** for the processing of data. For the purpose of organising the Annual General Meeting, Österreichische Post Aktiengesellschaft uses external **service providers**, such as notaries, lawyers, banks and IT service providers. These service providers only receive personal data from Österreichische Post Aktiengesellschaft that is necessary for the performance of the commissioned service and process the data exclusively in accordance with the instructions of Österreichische Post Aktiengesellschaft. To the extent legally necessary, Österreichische Post Aktiengesellschaft has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the Management Board and the Supervisory Board, the notary public and all other persons with a legal

right to participate may inspect the legally required **list of participants** (Section 117 AktG) and thereby also view the personal data listed therein (including name, place of residence, shareholding). Österreichische Post Aktiengesellschaft is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial record for the **Commercial Register** (Section 120 AktG).

Further information on data privacy is contained in the Data Protection Policy on the Website of Österreichische Post Aktiengesellschaft at post.at/en/i/c/data-protection-business.

General information on the use of data at Österreichische Post Aktiengesellschaft can be found on our website at post.at/en/i/c/data-protection.

If you have any concerns regarding data protection, you can contact us at any time by using the contact form at datenschutzanfrage.post.at, by writing to Postkundenservice attn. Datenschutzbeauftragte, Bahnsteggasse 17–23, 1210 Vienna, or by sending an e-mail to team-datenschutz@post.at. All contact options are listed under point 8 of the privacy policy. Upon request, we will send you by mail a printed copy of the currently valid version of the document referred to in this letter and available online.

VII. FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the share capital of the Company amounts to EUR 337,763,190.00 and is divided into 67,552,638 bearer shares. Each share grants one vote. Accordingly, the total number of voting rights at the time of the convening of the Annual General Meeting amounts to 67,552,638 voting rights. At the time of convening the Annual General Meeting, the Company neither directly nor indirectly holds treasury shares.

There are not several classes of shares.

2. Partial transmission of the Annual General Meeting on the internet

Taking cost and environmental considerations into account, the physical Annual General Meeting is designed to be as lean and efficient as possible.

All shareholders of the Company as well as the interested public will have the opportunity to follow the presentation of the Management Board at the Annual General Meeting on **9 April 2025** live on the internet at **post.at/investor** from approx. 10:00 a.m. (CEST). There will be no further video or audio transmission of the Annual General Meeting.

In addition, all shareholders may exercise their voting rights by postal vote or through a proxy, appointed by the Company.

Admission to collect voting cards is from 08:30 a.m. (CEST).

Vienna, March 2025

The Management Board