PROPOSED RESOLUTIONS
TO THE ANNUAL GENERAL MEETING
OF ÖSTERREICHISCHE POST AG (AUSTRIAN POST) ON 9 April 2025

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 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.

As the presentation of the above mentioned documents is only for informational purpose for the benefit of the Annual General Meeting, there will be no resolution on this agenda item.
The annual financial statements for 2024 have already been approved by the Supervisory Board and thus adopted.

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

The Management Board and the Supervisory Board of Österreichische Post AG propose to use the balance sheet profit of EUR 308,334,299.51 shown in the adopted annual financial statements as of 31 December 2024 as follows:

(i)	Distribution of a dividend of EUR 1.83 per dividend-bearing non-par value share, i.e. a total dividend payment of	EUR 123,621,327.54
(ii)	Carry forward the remaining amount of	EUR 184,712,971.97

to the new balance sheet.

The dividend payment date is scheduled for 23 April 2025.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2024 financial year

The Management Board and the Supervisory Board of Österreichische Post AG propose that the members of the Management Board shall be granted a discharge for their work in the 2024 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year

The Management Board and the Supervisory Board of Austrian Post propose that the members of the Supervisory Board shall be granted a discharge for their work in the 2024 financial year.

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

The Management Board and the Supervisory Board of Österreichische Post AG propose, pursuant to Section 98 Austrian Stock Corporation Act (AktG) in conjunction with Article 14 of the Articles of Association of Österreichische Post AG, that the following remuneration is to be granted to the members of the Supervisory Board for the 2024 financial year:

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

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

(iii) A fixed attendance fee of EUR 800 is to be granted for each member of the Supervisory Board residing in Austria for each of the meetings of the Supervisory Board or committee meetings which the member attends. For international experts, the fee totals EUR 1,800 for each member and attended meeting. For participation in Supervisory Board meetings in a different way than being physically present (Article 12 Para. 5 and 6 Articles of Association), the attendance fee is EUR 800, in each case per member and meeting.

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

Agenda item 6: Resolution on the appointment of the auditor of the annual financial statements and of the consolidated financial statements and the auditor of the non-financial statement for the 2025 financial year

The Supervisory Board, upon recommendation of its Audit Committee, proposes to the Annual General Meeting to appoint BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, to serve as auditor of the financial statements and consolidated financial statements and, if required by law for the 2025 financial year, also as the auditor of the mandatory consolidated sustainability report for the 2025 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 at the time this resolution proposal was submitted.
In order to avoid a subsequent extraordinary General Meeting for the appointment of an auditor of the sustainability reporting for the 2025 financial year, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

Agenda item 7: Resolution on the Remuneration Report

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

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

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

At its meeting held on 6 March 2025, the Management Board and Supervisory Board of Österreichische Post AG have approved a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG and prepared a resolution on this for the Annual General Meeting pursuant to Section 108 Para. 1 AktG.

The Management Board and Supervisory Board propose to approve the Remuneration Report for the 2024 financial year, as was made available on the website entered into the Commercial Register.

Agenda item 8: Elections to the Supervisory Board

The terms of office of the Supervisory Board Members Peter E. Kruse, Huberta Gheneff and Christiane Wenckheim expire at the end of the upcoming Annual General Meeting to be held on 9 April 2025.

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

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

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

The Supervisory Board proposes to fill all of the three vacant Supervisory Board positions so that the Supervisory Board will once again consist of eight members elected by the Annual General Meeting after the election held at the Annual General Meeting on 9 April 2025.

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

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

Three of the shareholder representatives on the Supervisory Board are men and five are women, so that on the side of the shareholder representatives women have accounted for 62.5% of the Supervisory Board members up until now.

It should be noted that an objection was filed by the majority of the shareholder representatives on the Supervisory Board more than six weeks before the Annual General Meeting pursuant to Section 86 Para. 9 AktG. For this reason, there will be a separate fulfilment of the quota regulation pursuant to Section 86 Para. 7 AktG.

As three Supervisory Board members whose term of office extends beyond the Annual General Meeting to be held on 9 April 2025 are women, no woman will have to be elected in order to once again fulfil the minimum quota for shareholder representatives pursuant to Section 86 Para. 7 AktG.

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

1. Huberta Gheneff for a term of office lasting until the Annual General Meeting that decides on the discharge for the 2026 financial year,
2. Eric Malitzke for a term of office lasting until the Annual General Meeting that resolves on the discharge for the 2026 financial year and
3. Christiane Wenckheim for a term of office lasting until the Annual General Meeting that decides on the discharge for the 2027 financial year.

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

It is planned to vote separately on each vacant Supervisory Board position at the upcoming Annual General Meeting. The Company reserves the right to prioritise the proposed candidates for the individual positions.

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

1. all the facts and circumstances in connection with the stipulations contained in Section 87 Para. 2 AktG have been disclosed, and according to the assessment of the proposed candidate, no facts or circumstances exist that could give reason for concern in respect to any potential bias,
2. the proposed candidate has not been legally convicted of any criminal offense punishable by a court of law, especially none which calls his or her professional conduct into question pursuant to Section 87 Para. 2a (3) AktG, and
3. there are no impediments to appointment within the meaning of Article 86 Para. 2 and 4 AktG.

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

In the election, the Annual General Meeting is obliged to choose among the nominated candidates. Nominations for election to the Supervisory Board, together with the declarations prescribed by Section 87 Para. 2 AktG for each person so nominated, must be published on the Company’s website by 2 April 2025, failing which the person concerned is not allowed to be considered for election. This also applies to election nominations made by shareholders pursuant to Section 110 AktG, which the Company must receive in writing by no later than 31 March 2025.

Agenda item 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 5a "Authorised Capital".

The Annual General Meeting of Österreichische Post AG last approved a resolution on authorised capital on 17 June 2020, and authorised the Management Board, pursuant to Section 169 AktG, to increase the share capital by up to EUR 16,888,160 through the issuance of up to a further 3,377,632 new, ordinary bearer shares (non-par value shares) in exchange for cash and/or contributions in kind [Authorised Capital 2020]. This authorisation expires on 16 June 2025.

If opportunities for growth arise for Österreichische Post AG, the Company could make use of authorised capital imparting the requisite flexibility to acquire other companies or stakes in such.

In view of the fact that the existing approved capital expires on 16 June 2025, a new Authorised Capital 2025 is to be created. This capital is to have an unchanged volume of about 5 % but the same range of applications and a new term.

With this in mind, the Management Board and Supervisory Board propose the creation of a new authorised capital [Authorised Capital 2025], whereby the Annual General Meeting should pass the following resolution for this purpose:

a) the cancellation of the existing authorized capital in accordance with the resolution of the Annual General Meeting of 17 June 2020,

b) Authorisation of the Management Board

- aa) provided that the Supervisory Board so approve, the increasing of the share capital, in accordance with Section 169 AktG, from the current nominal amount of EUR 337,763,190 by a further EUR 16,888,160 through the issuance of up to a further 3,377,632 new, ordinary bearer shares (non-par value shares) in exchange for cash and/or contributions in kind. This can be undertaken in several tranches. The Management Board is also authorised to set the price and conditions of issuance and the other stipulations of the increase in capital to be performed. This requires the approval of the Supervisory Board. Such an issuance, in accordance with lit c (ii), can also contain a favourable issue price, as compared to the price prevailing on markets. When offering such, to be adhered to are the limits placed by Section 8a Para 1 AktG,

bb) should such apply, the new shares are to be offered for acquisition by shareholders, with this to adhere to the indirect right of subscription codified in Section 153 Para 6 AktG,

cc) provided that the Supervisory Board so approve, the shareholders' right of subscription is to be excluded in cases in which

(i) the increase in capital results from contributions in kind, meaning that the shares are to be issued for purposes of acquiring companies, operations, parts thereof, or stakes in one or more than one company located in or outside Austria, or

(ii) the shares are to be issued to employees, senior managers and members of the Management Board of the Company or of an affiliated company in conjunction with an employee participation programme or with a stock option programme and/or for purposes of issuance to a private foundation constituted to enable employee participation,

(iii) to exempt peak amounts from the subscription rights held by shareholders, or

(iv) to satisfy an over-allotment option held by a bank of issuance.

[Authorised Capital 2025]

The Supervisory Board is authorised to resolve upon amendments to the Articles of Association resulting from the issuance of shares from the authorised capital.

c) The corresponding amendment to “Section 5a Authorised Capital” of the Articles of Association is as follows:

“Section 5a

Authorised Capital

The Management Board is authorised until 8 April 2030 to undertake the following,

a) provided that the Supervisory Board so approve, the increasing of the share capital, in accordance with Section 169 AktG, from the current nominal amount of EUR 337,763,190 by a further EUR 16,888,160 through the issuance of up to a further 3,377,632 new, ordinary bearer shares (non-par value shares) in exchange for cash and/or contributions in kind. This can be undertaken in one or more tranches. The Management Board is also authorised to set the price and conditions of issuance and the other stipulations of increase in capital to be performed. This requires the approval of the Supervisory Board. Such an issuance, in accordance with lit c (ii), can also contain a favourable price of issuance, as compared to the price prevailing on markets. When offering such, to be adhered to are the limits placed by Section 8a Para 1 AktG,

b) should such apply, the new shares are to be offered for procurement by shareholders, with this to adhere to the indirect right of subscription codified in Section 153 Para 6 AktG,

c) provided that the Supervisory Board so approve, the shareholders' right of subscription is to be excluded in cases in which
   (i) the increase in capital results from contributions in kind (shares are issued for purposes of acquiring companies, operations, parts thereof, or stakes in one or more than one company located in or outside Austria), or
   (ii) the shares are to be issued to employees, senior managers and members of the Management Board of the Company or of one affiliated with it in conjunction with an employee participation program or with a stock option program and/or for purposes of issuance to a private foundation constituted to enable employee participation,
   (iii) to exempt peak amounts from the subscription rights held by shareholders, or
   (iv) to satisfy an over-allotment option held by a bank of issuance.

[Authorised Capital 2025]
The Supervisory Board is authorised to resolve upon amendments to the Articles of Association resulting from the issuance of shares from the authorised capital."

To be further noted is the report issued by the Management Board, in accordance with Section 170 Para 2 AktG in conjunction with Section 153 Para 4 sentence 2 AktG which apply to this item on the agenda.

Agenda item 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

The Annual General Meeting resolved on 17 June 2020 to authorise the Management Board's issuance, in accordance with Section 174 AktG, of convertible bonds amounting to 5 % of the share capital based at that time upon it. This authorisation expires on 16 June 2025.

The Management Board and Supervisory Board propose, in accordance with this item on the agenda, that the Management Board is to be once more authorised to issue financial instruments, as defined in Section 174 AktG. This authorisation is to exclude shareholders' subscription rights to such financial instruments, provided that the Supervisory Board so consent. In such cases, the Management Board is to issue a written report on this authorisation to exclude subscription rights, as stipulated by Section 153 Para 4 AktG in conjunction with Section 174 Para 4 AktG.

Convertible bonds as financial instruments in the sense of Section 174 AktG are a suitable means of actively managing the capital structure. Investors in convertible bonds are provided with a return on their investments. This bears with it a comparatively low rate of risk of failure to repay capital provided. Such bonds grant investors the right to acquire the Company's shares at some point in the future. The price for such may have been established at the time of the issuance of the convertible bonds, or at a formula for the setting of prices agreed upon. This acquisition provides investors with access to the Company's assets and earnings. These bonds' high levels of credit security and options to participate in stock rises (with this ensuing through the right to convert the bonds into shares) provide the Company with flexible and rapid access to attractive financing conditions, with these being in some cases below the levels prevailing for instruments of outside capital. A further factor to be considered is that convertible bonds are generally subscribed for only by institutional investors that have specialized in this form of investment. The issuance of a convertible bond thus enables the Company to reach other and, in some cases, new groups of investors. Other financial instruments meeting the stipulations of Section 174 AktG (income bonds or participation rights) provide the Management Board with the capability to flexibly and quickly avail itself of any cost-effective forms of financing. The dynamically changing capital markets make it highly sensible to be equipped with this flexibility.

Convertible bonds enable the optimisation of the Company's capital structure, the reduction of financing costs, the attainment of a high quote of conversion, the reaching of new groups of investors, and, based on these achievements, the further enhancement and improvement of the Company's position on markets and vis-à-vis competitors. Such moves serve the interests of the Company and its shareholders. This serving justifies the granting of the rights of exclusion of subscription.

Moreover, the right of exclusion of subscription is appropriate and requisite for another reason. This is because the inflow of outside or own capital expected to arise from the orientation towards specific target groups ensuing from these financial instruments, as defined in Section 174 AktG, will replace capital raising measures incurring greater costs. The former instruments also offer more advantageous financing conditions and allow for flexible and long-term planning of business operations, and thus the realisation of corporate objectives. These achievements, in turn, serve and ensure the interests of the Company and thus of all of its shareholders. The refraining from the exclusion of procurement rights would prevent the Company from comparatively quickly and flexibly responding to advantageous market conditions. It should also be noted that such an exclusion of subscription rights is customary for such financial instruments.

It is expected that the benefit accruing to the Company through the issuance of financial instruments, as defined by Section 174 AktG, and with this comprising the exclusion of subscription rights, will be shared by all shareholders, and that this benefit will be clearly greater than the (potential) loss of proportionate participation arising to those shareholders affected by it from the exclusion of subscription rights.

To summarize them, the resolution's key points are:

- an authorisation granted to the Management Board to issue financial instruments, as defined in Section 174 AktG, with these especially including convertible bonds, income bonds and participation rights whose total nominal amount comes to up to EUR 250,000,000,
- an authorisation granted to the Management Board to exclude shareholders' subscription rights, provided that the Supervisory Board so consent, and
- the imparting to the Company of a way, based on these forms of financing, to flexibly and rapidly respond to market conditions, so as to attain the best financing, with this applying to rates of interest and conversion quotes, and to thus optimally serve the interests of the Company and thus of its shareholders.

With this in mind, the Management Board and Supervisory Board propose that the Annual General Meeting should pass the following resolution:

1. The Management Board is authorised, upon its rendering of consent to such by the Supervisory Board, to issue until 8 April 2030 financial instruments, as defined by Section 174 AktG, with these especially including convertible bonds, income bonds and participating rights; with their total nominal amount of up to EUR 250,000,000. This authorisation comprises the rights of exchange of and subscription for up to 3,377,632 shares of the Company. This authorisation is also to be configured in a way permitting the shares to be reported as equity. This issuance is to be allowed to be undertaken in several tranches and in a variety of combinations, with this also incorporating the indirect rendering of a guarantee for the issuance of financial instruments by an affiliated company, and with this extending to the granting of rights of exchange of and/or subscription for the shares of the Company.
2. To satisfy rights of exchange and/or subscription, the Management Board is entitled to employ the conditional capital or treasury shares, or a combination of both.
3. The price and conditions of issuance of financial instruments are to be set by the Management Board. The Supervisory Board has to approve such. The setting of this price is to adhere to recognized financial and mathematical methods of calculation. These are to take into account the price of the Company's shares and are to feature a recognised procedure of price determination.
4. The Management Board is authorised to exclude shareholders' rights of procurement of financial instruments, as stipulated in Section 174 AktG, provided that the Supervisory Board so consent.

To be further noted is the report issued by the Management Board, in accordance with Section 174 Para 4 AktG in conjunction with Section 153 Para 4 and Section 159 Para 2 (3) AktG which apply to this item on the agenda.

Agenda item 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 5b "Conditional Capital".

The existing Conditional Capital 2020 is to be revoked and, at the same time, another conditional increase in the share capital of the Company pursuant to Section 159 Para. 2 (1) AktG with an unchanged scope of application, namely exclusively for issuance to creditors of financial instruments [Conditional Capital 2025] is to be resolved upon.

With this in mind, the Management Board and Supervisory Board propose the creation of a new conditional capital [Conditional Capital 2025], whereby the Annual General Meeting should pass the following resolution for this purpose:

a) The revocation of the Company's conditional increase in share capital approved by the Annual General Meeting held on 17 June 2020 on item 11 of the agenda [Conditional Capital 2020].

b) The Company's share capital, in accordance with Section 159 Para 2 (1) AktG, is to be increased by up to EUR 16,888,160 through the issuance of 3,377,632 non-par value bearer shares that are to be issued to creditors of financial instruments, as stipulated in Section 174 AktG, and as stipulated in the resolution passed by the Annual General Meeting convened on 9 April 2025, and featuring the availing of the authorisation granted at the Annual General Meeting to the Company or an affiliated company in the future, inasmuch as the creditors of the financial instruments make use of their rights of exchange or subscription rights to shares in the Company. The issue price and the relationship of exchange are to be determined upon the issuance to creditors of financial instruments. The price and relationship of exchange are to be calculated, as stipulated by Section 159 Para 2 (1) AktG, by using recognised financial and mathematical methods, and by taking into account the share prices of the Company's stock. In any case, the issue price may not be less than the share's proportionate amount of the share capital. The newly issued shares related to the conditional capital increase are entitled to dividends to the same extent as the Company's previously existing ones. The Management Board is authorised, provided that the Supervisory Board so consent, to establish the further conditions associated with the implementation of the conditional capital increase (with these conditions especially including the issue price and the point in time of dividend entitlement). The Supervisory Board is authorised to resolve upon amendments to the Articles of Association arising through the issuance of shares emanating from the conditional capital.

c) The corresponding amendment to "Section 5b Conditional Capital" of the Articles of Association is as follows:

“Section 5b
<u>Conditional Capital</u>

The Company's share capital, in accordance with § 159 Para 2 (1) AktG, is to be increased by up to EUR 16,888,160 through the issuance of 3,377,632 non-par value bearer shares that are to be issued in the future to creditors of financial instruments, as stipulated in the resolution passed by the Annual General Meeting convened on 9 April 2025, and featuring the exercising of this authorisation granted at the Annual General Meeting to the Company or to an affiliated company. The capital increase shall only be carried out if the creditors of financial instruments exercise their rights of exchange and/or subscription of shares of the Company. The issue price and the relationship of exchange are to be determined upon the issuance to creditors of financial instruments and calculated, as stipulated by Section 159 Para 2 (1) AktG, by using recognized financial and mathematical methods, and by taking into account the share price of the Company's stock. In any case, the issue price may not be less than the share's proportionate amount of the share capital. The newly issued shares related to the conditional capital increase are entitled to dividends to the same extent as the Company's previously existing ones. The Management Board is authorised, provided that the Supervisory Board so consent, to establish the further conditions associated with the implementation of the conditional capital increase (with these conditions especially including the issue price and the point in time of dividend entitlement). The Supervisory Board is authorised to resolve upon amendments to the Articles of Association arising through the issuance of shares emanating from the conditional capital.
[Conditional Capital 2025]“

To be further noted is the report issued by the Management Board, in accordance with Section 174 Para 4 AktG in conjunction with Section 153 Para 4 and Section 159 Para 2 AktG which apply to this item on the agenda.

Vienna, 6 March 2025

The Management Board   The Supervisory Board