



## **PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF ÖSTERREICHISCHE POST AG (AUSTRIAN POST) ON 15 April 2026**

**Agenda item 1: Presentation of the Annual Financial Statements including the Management Report and Corporate Governance Report, the Consolidated Financial Statements, the Consolidated Management Report including the consolidated Non-Financial Statement, the Proposal for the Appropriation of Profits, and the report prepared by the Supervisory Board for the 2025 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 2025 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 320,467,382.48 shown in the adopted annual financial statements as of 31 December 2025 as follows:

- |  |                    |
|--|--------------------|
| (i) Distribution of a dividend of EUR 1.83 per dividend-bearing non-par value share,<br>i.e. a total dividend payment of | EUR 123,621,327.54 |
| (ii) Carry forward the remaining amount of<br>to the new balance sheet.  | EUR 196,846,054.94 |

The dividend payment date is scheduled for 29 April 2026.

### **Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2025 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 2025 financial year.

### **Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2025 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 2025 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 2025 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, as well as the auditor for the consolidated sustainability reporting, for the 2026 financial year**

The Supervisory Board, on the recommendation of its Audit Committee, proposes that the Annual General Meeting appoint BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as the auditor of the annual financial statements and consolidated financial statements and as the auditor for the consolidated sustainability reporting for the 2026 financial year.

## **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 10 March 2026, 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 2025 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 Felica Kölliker, Maria Zesch, Stefan Fürnsinn and Bernhard Spalt expire at the end of the upcoming Annual General Meeting to be held on 15 April 2026.

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 four 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 four 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 15 April 2026.

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 extend beyond the Annual General Meeting to be held on 15 April 2026 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. Stephan Fürnsinn for a term of office lasting until the Annual General Meeting that decides on the discharge for the 2028 financial year,
2. Heinrich Schaller for a term of office lasting until the Annual General Meeting that resolves on the discharge for the 2029 financial year,
3. Bernhard Spalt for a term of office lasting until the Annual General Meeting that resolves on the discharge for the 2028 financial year and
4. Maria Zesch 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 four men and four women.

Accordingly, the share of women serving as shareholder representatives on the Supervisory Board will amount to 50%.

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 8 April 2026, 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 3 April 2026.

**Agenda item 9: Resolution to grant authorisation to the Management Board**

- a) to acquire own shares (treasury shares) pursuant to Section 65 Para. 1 (4) and (8), Para. 1a and 1b AktG, both via the stock exchange and off-exchange, to a maximum of 10% of the share capital, also with the exclusion of pro rata shareholders' rights of repurchase which may accompany such an acquisition (reverse exclusion of subscription rights),
- b) pursuant to Section 65 Para. 1b AktG, to resolve on a type of disposal or use of own shares other than via the stock exchange or through a public offering, applying mutatis mutandis the rules on the exclusion of shareholders' subscription rights

**c) to reduce the share capital by retiring such own shares with no further resolution required of the Annual General Meeting.**

Most recently, the Management Board of the Company was authorised to acquire treasury shares in accordance with Section 65 AktG by resolution of the Annual General Meeting on 18 April 2024 under the eleventh item on the agenda.

This authorisation to purchase expires on 31 October 2026.

The Management Board and the Supervisory Board of Österreichische Post Aktiengesellschaft therefore propose that the Annual General Meeting on 15 April 2026 adopt the following resolution on the ninth item on the agenda:

- a) The Management Board is authorised pursuant to Section 65 Para. 1 (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 2026 to 30 April 2029, both via the stock exchange and off-exchange, 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 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).
- 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-exchange acquisitions require the prior approval of the Supervisory Board. In the event of an off-exchange acquisition, this may 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

offering, applying mutatis mutandis the provisions on the exclusion of shareholders' subscription rights, 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 Management Board is also authorised, with the approval of the Supervisory Board, to reduce the share capital if necessary by retiring such treasury shares without a further resolution of the Annual General Meeting in accordance with Section 65 Para. 1 (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 retirement of shares.

Please also refer to the report of the Management 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, 10 March 2026

The Management Board

The Supervisory Board