

Österreichische Post Aktiengesellschaft (Austrian Post)
Vienna, FN 180219 d (Commercial Register Number FN 180219 d)
ISIN AT0000APOST4

INVITATION

We would like to hereby invite our shareholders to the

Annual General Meeting
of
Austrian Post

to be held on April 15, 2015 at 10:00 a.m.
in Hall F, Wiener Stadthalle, Vogelweidplatz 14, 1150 Vienna.

The documents and information for the Annual General Meeting are available on the Website of the Company at www.post.at/ir.

I. AGENDA

1. Submission of the adopted annual financial statements, including the management report and the corporate governance report, as well as the consolidated financial statements and the Group management report, the proposal for appropriation of the balance sheet profit along with the report of the Supervisory Board for the 2014 financial year.
2. Resolution on the appropriation of the balance sheet profit, as shown in the annual financial statements as at December 31, 2014.
3. Resolution on the discharge of the members of the Management Board for the 2014 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2014 financial year.
5. Resolution on the remuneration of the Supervisory Board members for the 2014 financial year.
6. Appointment of the auditor of the annual financial statements and of the consolidated financial statements for the 2015 financial year.
7. Elections to the Supervisory Board
8. Resolution on amendments to the Articles of Association in
 - a) Section 2 “Objects of the business”,
 - b) Section 9 “Composition of the Supervisory Board”,
 - c) Section 11 “Supervisory Board Meetings – Agenda, Convocation” and Section 12 “Supervisory Board – Quorum, Procedure”

9. Resolution on
 - a) the creation of additional authorised capital [Authorised Capital 2015]
 - 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 kindand
 - b) revising and making an addition to the Articles of Association on the basis of a new Section 5 “a) Authorised Capital”

10. 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 decrease the share capital by redeeming these treasury shares with no further resolution of the Annual General Meeting.

11. Resolution on the authorization 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.

12. Resolution on
 - a) the conditional increase of the Company’s share capital [Conditional Capital 2015] and
 - i) for issuing to creditors of financial instruments pursuant to Section 159 Para 2 (1) AktG and
 - ii) for granting stock options to employees and senior executives of the Company or an associated company pursuant to Section 159 Para 2 (3) AktG
 - b) to revise and make an addition to the Articles of Association on the basis of a new Section 5 b) “Conditional Capital”

II. RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights in the course of the Annual General Meeting depend on the shares held at the end of day on **April 5, 2015** (record date).

Participation in the Annual General Meeting is limited to persons who are in possession of shares on the record date, and supply proof of such to the Company. The safe custody receipt (deposit

confirmation) pursuant to Article 10a Austrian Stock Corporation Act (AktG) shall suffice as proof of shareholding on the record date. This confirmation of holdings must be received by the Company no later than **April 10, 2015** at one of the following addresses:

By fax: +43 (0) 1 8900 500 – 75

By e-mail: anmeldung.post@hauptversammlung.at

By mail: c/o HV-Veranstaltungsservice GmbH
Re: Post HV
Köppel 60, 8242 St. Lorenzen/Wechsel, Austria

By SWIFT GIBAATWGGMS (Message Type MT598, the text must include the following: ISIN AT0000APOST4)

III. DEPOSIT CONFIRMATION PURSUANT TO SECTION 10a AKTG

Safe custody receipts are to be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

- Information on the issuer: name/company and address or code commonly used in business transactions between banks (BIC),
- Information on the shareholder: name/company, address, date of birth for natural persons, register and registration number for legal persons
- Information on the shares: number of shares held by the shareholder, ISIN AT0000APOST4
- Securities custody account number or another designation,
- Date or period of time to which the safe custody receipt refers to.

The safe custody receipt as evidence of the shareholding as the basis for participating in the Annual General Meeting must refer to the above-mentioned record date of **April 5, 2015**.

The safe custody receipt will be accepted in German or in English.

IV. VOTING BY MAIL

Every shareholder is entitled to take part in the upcoming Annual General Meeting by voting by mail, pursuant to Article 19 of the Articles of Association and Article 127 AktG.

Submission of votes must be done in written form by using the form (ballot) made available by the Company for this purpose. The documents required for absentee voting (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 – 30401 at the following times: Monday-Thursday 9 a.m. – 4 p.m. and Friday 9 a.m. – 1 p.m. The texts of the form and the instruction sheet will also be available for downloading on the Company's Website at www.post.at/ir no later than **March 25, 2014**.

In any case, the shareholder must include the following information on the ballot form: name (corporate name) and place of residence (headquarters) of the shareholder and the number of shares. Ballots are only considered to be valid if signed by the shareholder.

The filled-out ballot form with the original signature of the shareholder must be received by **April 10, 2015** at the latest by the notary public Rupert Brix at his postal address Seilerstätte 28, 1010

Vienna. Mr. Brix is serving as the authorised recipient of ballots on behalf of Austrian Post for purposes of absentee voting by mail.

Shareholders should note that the votes submitted per absentee ballot by mail are to be considered as invalid if the content of the respective resolution voted upon by the Annual General Meeting is different than that stipulated on the absentee ballot form.

If necessary, the Company will make a new form (ballot) available on the Website of the Company at www.post.at/ir for downloading in cases in which the company receives admissible motions from shareholders involving additions to the agenda pursuant to Article 109 AktG no later than **March 25, 2015** and/or admissible motions involving resolutions pertaining to items on the agenda pursuant to Article 110 AktG by no later than **April 3, 2015**.

A ballot submitted by mail can be revoked using the form (revocation) placed on the Website by the company for this purpose. The revocation is to be considered as legally valid if it is received by the notary public Rupert Brix by fax at +43 (0) 1 512 46 11 – 28 no later than the end of day on **April 14, 2015**.

A shareholder who attends the Annual General Meeting personally and who has already voted on a resolution by mail is only to be permitted to exercise his voting rights at the Annual General Meeting if he has rescinded his right to vote by mail in a timely manner, i.e. no later than **April 14, 2015** as described above. The failure to revoke the absentee ballot precludes the shareholder from exercising his shareholder rights at the Annual General Meeting. In this case, the shareholder is only allowed to participate as a guest, without the right to speak or pose question, to make proposals and in particular will not have the right to exercise his voting rights or the right of objection.

A shareholder whose participation in voting takes the form of absentee voting by mail is entitled to use the ballot to declare on a precautionary basis his objection to the resolution to be considered at the Annual General Meeting. There are no other ways of raising objections.

It is expressly pointed out that the pre-requisite for being entitled to voting by mail is limited to shareholders who are in possession of shares on the record date, and supply proof of such to the Company, i.e. the Company has received a safe custody receipt pursuant to Article 10a AktG no later than **April 10, 2015** at one of the aforementioned addresses. Shareholders who want to take part in the Annual General Meeting by using the opportunity of absentee voting by mail must ensure the timely issuance and transmission of a safe custody receipt pursuant to Article 10a AktG as described above – similar to the procedure required of shareholders who want to personally attend.

V. PARTICIPATION BY PROXY

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative who will attend the meeting on behalf of the shareholder, and who is vested with the same rights as the shareholder whom he/she represents.

Proxy must be conferred on a specific person (natural or legal) in text form. It is also possible to appoint several proxy holders.

The appointment of a proxy holder must be received by the Company no later than **April 14, 2015** at 4:00 p.m., exclusively at one of the following addresses:

By fax: +43 (0) 1 8900 500 – 75

By e-mail: anmeldung.post@hauptversammlung.at, in which case the proxy must be attached to the e-mail in text form, for example as a PDF file.

By mail: c/o HV-Veranstaltungsservice GmbH
Re: Post HV
Köppel 60, 8242 St. Lorenzen/Wechsel, Austria

Only on the day of the Annual General Meeting:

Personally – when registering for the Annual General Meeting at the designated meeting place.

The aforementioned requirements for appointing a proxy holder shall apply analogously for the revocation of the proxy.

A form for the appointment (or revocation) of a proxy holder will be sent to shareholders upon request, or can be downloaded from the Company's Website at www.post.at/ir.

An additional service is available for shareholders. A representative of the Austrian Shareholder Association IVA, Feldmühlgasse 22/4, 1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders. To authorize Michael Knap to serve as the proxy, a special proxy form is available for downloading on the Website of the Company at www.post.at/ir, which must be received by the Company only at one of the above-mentioned addresses (fax, e-mail, mail). In addition, it is possible for the shareholder to directly contact Mr. Michael Knap by phone at +43 (0) 1 8763343 – 30, +43 (0) 664 2138740, by fax at +43 (0) 1 8763343 – 39 or by E-mail at michael.knap@iva.or.at.

The shareholder is required to precisely instruct Mr. Michael Knap how he (or a by Mr. Michael Knap designated authorized sub-representative) is to exercise the shareholder's voting rights. Mr. Michael Knap will exercise the voting rights of the shareholder exclusively on the basis of the instructions submitted by the shareholder. The proxy is to be considered invalid if no precise instructions are contained in it. Please note that the proxy does not accept any instructions to speak at the Annual General Meeting, to voice objections to any resolutions, to pose questions or to make proposals at the Annual General Meeting.

VI. NOTE REFERRING TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 and 119 AKTG

Shareholders whose total shareholding equals **5% or more of the Company's share capital** may request in writing that **additional items be put on the agenda** of this Annual General Documents for the Annual General Meeting and that these be made public, provided that these shareholders held the shares for at least three months prior to making the request. In addition, such a request shall only be considered if it is received by the Company in written form no later than **March 25, 2015** at the address Austrian Post, Attn: Investor Relations, Haidingergasse 1, 1030 Vienna. The safe custody receipt in accordance with Article 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right. This confirmation must confirm that the shareholder (5% of the share capital) requesting an addition to the agenda has been a holder of the shares for at least three months prior to submitting such a request. In addition, the safe custody receipt must not be more than seven (7) days old at the time it is submitted to the Company. In respect to any other requirements related to the safe custody receipt, reference is made to the detailed information on the right to participate.

Shareholders whose aggregate shareholding equals **1% or more of the Company's share capital may propose draft resolutions** in writing in respect to each item on the agenda for this Annual General Meeting, accompanied by a statement explaining the reasons for such a proposal, and may request that these proposals are made available on the Company's Website. Shareholder requests of this kind will only be considered if they are sent in written form and received by the Company no later than **April 3, 2015**, either per mail at the address Austrian Post, Attn: Investor Relations, Haidingergasse 1, 1030 Vienna, or by fax to +43 (0) 57767- 30409. With respect to a **proposal for the election of a Member of the Supervisory Board**, the declaration of the candidate is to be included instead of a statement explaining the reasons for this proposal. The safe custody receipt in accordance with Article 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right, provided that this confirmation is not more than seven (7) days old at the time it is submitted to the Company. In respect to any other requirements related to the safe custody receipt, reference is made to the detailed information on the right to participate.

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information on matters concerning the Company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda.

Further information on the rights of shareholders pursuant to Articles 109, 110, 118 and 119 AktG are available no later than **March 25, 2015** on the Website of the Company at www.post.at/ir.

VII. DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available on the Website of the Company at www.post.at/ir no later than **March 25, 2015**:

- Annual Financial Statements including Management Report,
- Corporate Governance Report,
- Consolidated Financial Statements 2014 including Group Management Report,
- Proposal for the Appropriation of the Balance Sheet Profit,
- Report of the Supervisory Board for the 2014 Financial Year,
- Draft resolutions concerning items 2-7 on the agenda,
- Annual Report 2014 of Austrian Post,
- Declarations of the candidates to be elected to the Supervisory Board under item 7 of the agenda, pursuant to Article 87 Para 2 AktG,
- Comparison of the previous and proposed new versions of the Articles of Association,
- Report of the Management Board pursuant to Article 170 Para 2 AktG in conjunction with Section 153 Para 4 (2) AktG on item 9 of the agenda – exclusion of subscription rights or exclusion of rights of repurchase, buy back of treasury shares,
- Report of the Management Board pursuant to Article 65 Para 1b AktG in conjunction with Section 170 Para 2 AktG and Section 153 Para 4 (2) AktG on item 10 of the agenda – exclusion of subscription rights,
- Report of the Management Board pursuant to Section 174 Para 4 AktG in conjunction with Section 153 Para 4 AktG and Section 159 Para 2 (3) AktG on items 11 and 12 of the agenda – exclusion of subscription rights, conditional capital,
- Documents relating to absentee voting (ballot form, revocation, instruction sheet),
- Proxy authorisation form,
- Revocation of proxy form,
- Complete text of this Invitation to the Annual General Meeting.

VIII. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The share capital of the Company amounts to EUR 337,763,190 and is divided into a total of 67,552,638 non-par value shares. Each share is entitled to one vote. At the time of the convocation of the Annual General Meeting the Company does not hold any treasury shares, either directly or indirectly. The total number of shares entitled to participate in and vote at the Annual General Meeting therefore amounts to 67,552,638 shares.

IX. PARTIAL BROADCAST OF THE ANNUAL GENERAL MEETING ON THE INTERNET

All shareholders and interested public can follow the speech held by the Chairman of the Management Board and Chief Executive Officer of Austrian Post at the Annual General Meeting, which will broadcast live on the Internet on April 15, 2015 at about 10 a.m. at www.post-at/ir. There will not any broadcast of images or sound from other parts of the Annual General Meeting.

To ensure a smooth admission procedure, shareholders are requested to arrive in good time before the Annual General Meeting starts, and to identify themselves at the registration desk by presenting their deposit confirmation as proof of their shareholdings or else valid photo-bearing identification (driver's license, passport, ID card). Admission to collect voting cards will begin at 8:30 a.m.

Vienna, March 2015

The Management Board