



Remuneration Policy for the Supervisory Board Members of Österreichische Post AG (Austrian Post)

Introduction

The Supervisory Board is elected by the Annual General Meeting and is assigned the task of representing the interests of shareholders. The Supervisory Board monitors the work of the Management Board and makes decisions on issues of fundamental importance as well as the strategic direction of the Company. The Supervisory Board members receive remuneration for their work, the principles of which are laid down in the Remuneration Policy.

In line with the stipulations prescribed by corporate law, the Remuneration Policy is to be presented at the Annual General Meeting in June 2020 for the very first time. The policy is reviewed in regular intervals and must be presented again to the Annual General Meeting in cases of significant changes, but in any case, in every fourth financial year.

A detailed presentation of the implementation of the Remuneration Policy can be found in the annual Remuneration Report, which will be presented to the Annual General Meeting for its approval starting in the year 2021.

Principles and objectives

Positions on the Supervisory Board should be filled with individuals who provide the relevant qualifications, skills and personal competence promoting and safeguarding the supervision of a publicly listed logistics and postal services provider as well as the interests of shareholders. Ensuring a professional and personal balance in the composition of the Supervisory Board should be borne in mind. In this case, the diversity of the Supervisory Board with respect to the representation of both genders, a balanced age structure and the internationality of the members are to be taken into account.

The Remuneration Policy is oriented to legal regulations and the stipulations contained in the Austrian Corporate Governance Code. It is designed to take the responsibilities of the board members and the scope of their work as well as the economic situation of the Company into account. Moreover, the remuneration of the Supervisory Board should be designed in such a manner as to ensure a balanced and qualified composition of the board.

It is the responsibility of the Supervisory Board to monitor the work of the Management Board and ensure that the development of the Company is in line with the Group strategy. Against this backdrop, the composition and competence profile of the Supervisory Board is a key aspect in monitoring the strategic directions of the Company as effectively as possible.

Structure and remuneration of the Supervisory Board

The remuneration system and actual remuneration paid to the Supervisory Board of Österreichische Post AG are resolved upon by the Annual General Meeting.

The remuneration of the Supervisory Board is structured as a fixed remuneration. Variable and success-oriented remuneration components are not included, in light of the fact that the Supervisory Board does not have responsibility for the Company's business results. Any



responsibility for earnings would comprise a conflict of interest with its supervisory and monitoring functions.

Basic remuneration

The basic remuneration granted to Supervisory Board members elected by the Annual General Meeting is oriented to the remuneration structure of publicly listed Austrian companies and is aligned to the scope of the areas of responsibility and the particular responsibility assumed by the respective Supervisory Board member. The remuneration system provides for progressions in the basic remuneration aligned to the positions of Chair of the Supervisory Board, Deputy Chair and other Supervisory Board members.

If a Supervisory Board member begins or ends his or her term of office during the year, the basic remuneration is paid on a pro rata basis.

The employee representatives perform their duties on the Supervisory Board on an honorary basis and are compensated for their involvement in the Central Works Council in accordance with their respective employment contracts.

Committee remuneration

Membership on a Supervisory Board committee means a higher level of responsibility and a higher workload. For this reason, committee members receive an additional fixed remuneration for their work on a committee. Similar to the basic remuneration, committee remuneration provides for progressions in the remuneration paid aligned to the positions of Chair, Deputy Chair and other members of a committee. The committee remuneration is limited to one committee. Accordingly, committee members are only entitled to committee remuneration once, even in the case of membership in several committees.

The employee representatives perform their duties on the Supervisory Board on an honorary basis. Accordingly, they are not granted remuneration for their work on committees.

Attendance fees

All Supervisory Board members are granted attendance fees for each meeting they attend, in which case the amount is oriented to their residency in Austria or abroad.

Travel expenses

The Company assumes the travel costs incurred by Supervisory Board members in connection with their function on the Supervisory Board.

Insurance

All members of the Supervisory Board of Österreichische Post AG are insured within the framework of Directors and Officers Liability Insurance. The insurance covers judicial and extrajudicial protection against unfounded claims for damages as well as the settlement of such claims which may be considered as legally justified.



Other remuneration-related arrangements

No contractual relationships under valid employment laws exist between Supervisory Board members serving as shareholder representatives and the Company. For this reason, no information can be provided on the duration of contracts, relevant periods of notice as well as the main features of contracts such as supplementary pension systems and early retirement schemes. Employee representatives are subject to the respective provisions contained in their employment contracts.

Terms of office and premature departure

In principle, Supervisory Board members elected by the Annual General Meeting are entrusted to perform their designated tasks for a maximum period of five years.

The premature departure of a Supervisory Board member serving as a shareholder representative is possible either in the case of resignation from the position of Supervisory Board member or removal by the Annual General Meeting. There is no entitlement for claims against the Company after leaving the Supervisory Board.

Employee representatives can be appointed to or dismissed from the Supervisory Board by the Works Council at any time.

Conflicts of interest

The Remuneration Policy and the specific remuneration granted to the Supervisory Board are resolved upon by the Annual General Meeting. This approach prevents any conflict of interest with respect to specifying the Remuneration Policy.

Deviation from the remuneration policy

Under extraordinary circumstances, the Supervisory Board is authorised to deviate from the Remuneration Policy. Extraordinary circumstances are considered to be situations in which deviations from the Remuneration Policy are considered to be necessary for the long-term development of the Company or as a means to safeguard profitability. The Supervisory Board is entitled to deviate from every component of the Remuneration Policy within the context of the existing remuneration logic and for the duration of these extraordinary circumstances. If necessary, it is also authorised to grant other remuneration components above and beyond those contained in the Remuneration Policy.

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Edith Hlawati m.p.
Chair of the Supervisory Board