PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF ÖSTERREICHISCHE POST AG ON 17 JUNE 2020

Agenda item 1: Presentation of the annual financial statements including the Management Report and Corporate Governance Report as well as the Group Management Report, the Proposal on the Appropriation of the Balance Sheet Profit, and the Report of the Supervisory Board for the 2019 financial year

There will be no resolution on this item on the agenda in light of the fact that the presentation of the above-mentioned documents is only for information purposes for the benefit of the Annual General Meeting.
The annual financial statements for 2019 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 Supervisory Board of Österreichische Post AG propose to use the balance sheet profit of EUR 261,524,332.71 reported in the annual financial statements as at 31 December 2019 as follows:

(i)	Distribution of a dividend of EUR 2.08 per dividend-bearing non-par value share i.e. a total dividend payment of	EUR 140,509,487.04
(ii)	Carry forward of the remaining amount of	EUR 121,014,845.67

to the new balance sheet.

The dividend will be paid on 1 July 2020.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2019 financial year

The Management Board and Supervisory Board of Österreichische Post AG propose that the members of the Management Board shall be granted a discharge for their work in the 2019 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2019 financial year

The Management Board and Supervisory Board of Österreichische Post AG propose that the members of the Supervisory Board shall be granted a discharge for their work in the 2019 financial year.

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

The Management Board and 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 2019 financial year:

(i)	- for the Chair	EUR 30,000--
	- for the Deputy Chair	EUR 25,000--
	- for every other Supervisory Board member	EUR 20,000--
(ii)	- for the Chair of a committee	EUR 14,000--
	- for the Deputy Chair of the Audit Committee	EUR 12,000--
	- for every other committee member	EUR 10,000--

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 600 is to be granted for each member of the Supervisory Board resident 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 1,600 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 600, in each case per member and meeting.

The remuneration listed above is unchanged compared to the remuneration granted for the previous year (resolution of the Annual General Meeting held on 11 April 2019).

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 for the 2020 financial year

The Supervisory Board proposes the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as the auditor of the Company’s financial statements and consolidated financial statements for the 2020 financial year.

Agenda item 7: Elections to the Supervisory Board

The terms of office of the Supervisory Board members Mag. Edeltraud Stiftinger and Dr. Herta Stockbauer expire at the end of the upcoming Annual General Meeting to be held on 17 June 2020.

The Supervisory Board member Mag. Jochen Danninger declared his intention to resign from his position as a Supervisory Board member effective 27 February 2020, and has left the Supervisory Board of the Company.

In accordance with Article 9 (1) of the Articles of Association of Österreichische Post AG, 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 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 17 June 2020.

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

Österreichische Post AG 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

Four of the shareholder representatives on the Supervisory Board are men and four are women, so that women have accounted for 50% 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.

In light of the fact that two Supervisory Board members whose term of office extends beyond the Annual General Meeting to be held on 17 June 2020 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. Felicia Kölliker, for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2021 financial year,
2. Maximilian Schnödl, for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2022 financial year, and
3. Sigrid Stagl, for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2021 financial year.

In case this election proposal is approved, 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 at the upcoming Annual General Meeting for each vacant Supervisory Board position which needs to be filled. 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 punished by a court of law, especially none which call his professional conduct into question pursuant to Section 87 Para. 2a (3) AktG, and
3. that no obstacles exist which would prevent the election to the Supervisory Board in accordance with Section 87 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 both genders and 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 9 June 2020, 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 5 June 2020. With respect to the particulars and the prerequisites for taking such election nominations into consideration, reference is made to the "Information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG/Information on the right of shareholders to propose motions at the Annual General Meeting pursuant to Section 110 AktG".

Agenda item 8: Resolution on the Remuneration Policy

In accordance with Section 78a in conjunction with Section 98a AktG, the Supervisory Board of publicly listed companies has to define a Remuneration Policy for the members of the Management Board and the Supervisory Board.

The Remuneration Policy must be presented at the Annual General Meeting at least in every fourth financial year (as well as in cases of significant changes) for its approval. In the case of Österreichische Post AG, this will take place at the Annual General Meeting scheduled for 17 June 2020 for the very first time.

The vote on the Remuneration Policy to take place at the Annual General Meeting is only to be considered as a recommendation. The resolution passed by the Annual General Meeting is not contestable (Section 78b Para 1 AktG).

The Supervisory Board is required to submit a proposed resolution on the Remuneration Policy pursuant to Section 108 Para 1 AktG.

This resolution proposed by the Supervisory Board and the Remuneration Policy must be made available on the website entered into the Commercial Register no later than on the 21st day before the Annual General Meeting, in accordance with Section 108 Para. 4 (4) AktG.

At its meeting held of 17 February 2020, the Remuneration Committee of Österreichische Post AG prepared the Remuneration Policy and made a proposal on the Remuneration Policy to the Supervisory Board of Österreichische Post AG.

At its meeting convened on 11 March 2020, the Supervisory Board of Österreichische Post AG discussed the principles underlying remuneration for the members of the Management Board and Supervisory Board pursuant to Section 78a in conjunction with Section 98a AktG and stipulated the Remuneration Policy.

The Remuneration Policy will be made available on the website of Österreichische Post AG no later than on 27 May 2020 (21st day before the Annual General Meeting) on the website of Österreichische Post AG (post.at/ir).

The Supervisory Board proposes to approve the Remuneration Policy as was made available on the website entered into the Commercial Register.

Agenda item 9: Resolution on

a) the creation of new additional authorised capital [Authorised Capital 2020]
   - **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

b) 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 15 April 2015, and authorised the Management Board, pursuant to Section 169 AktG, to increase the share capital by up to EUR 33,776,320 through the issuance of up to a further 6,755,264 new, ordinary bearer shares (non-par value shares) in exchange for cash and/or contributions in kind [Authorised Capital 2015]. This authorisation expired on 14 April 2020.

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 expired on 14 April 2020, a new Authorised Capital 2020 is to be created. This capital is to have a reduced 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 2020], whereby the Annual General Meeting should pass the following resolution for this purpose:

a) 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 2020]

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

b) 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 16 June 2025 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 2020]

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

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 15 April 2015 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 expired on 14 April 2020.

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 16 June 2025 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 2015] resolved by the Annual General Meeting on 15 April 2015 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 2020] and

b) an amendment to the Articles of Association, Section 5b "Conditional Capital".

The existing Conditional Capital 2015 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 a reduced scope of application, namely exclusively for issuance to creditors of financial instruments [Conditional Capital 2020] is to be resolved upon.

The Conditional Capital 2015 also served the purpose of enabling employees to participate in the profits of the Company and for servicing subscription rights from any stock options granted to employees and senior executives.

The purpose of this Conditional Capital is no longer required, in light of the fact that any required shares or stock options can be made available through other instruments, if necessary.

With this in mind, the Management Board and Supervisory Board propose the creation of a new conditional capital [Conditional Capital 2020], 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 15 April 2015 on item 12 of the agenda [Conditional Capital 2015].
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 17 June 2020, 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 17 June 2020, 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 2020]"

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, 13 May 2020

The Management Board | The Supervisory Board