



PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF ÖSTERREICHISCHE POST AG (AUSTRIAN POST) ON 15 APRIL 2021

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 2020 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 2020 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 233,264,912.15 reported in the adopted annual financial statements as of 31 December 2020 as follows:

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| (i) | Distribute a dividend of EUR 1.60 per dividend-bearing no-par value share i.e. a total dividend payment of | EUR 108,084,220.80 |
| (ii) | Carry forward the remaining amount of
to the new balance sheet. | EUR 125,180,691.35 |

The dividend will be paid on 29 April 2021.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2020 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 2020 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2020 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 2020 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 2020 financial year:

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|------|---|--------------|
| (i) | - for the Chairperson | EUR 30,000-- |
| | - for the Deputy Chairperson | EUR 25,000-- |
| | - for every other Supervisory Board member | EUR 20,000-- |
| (ii) | - for the Chairperson of a committee | EUR 14,000-- |
| | - for the Deputy Chairperson 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 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 17 June 2020).

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 2021 financial year

The Supervisory Board agrees with the recommendation of its Audit Committee and proposes the appointment of BDO Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, to serve as the auditor of the Company's financial statements and consolidated financial statements for the 2021 financial year.

In its recommendation to the Supervisory Board, the Audit Committee declared that it is free from undue influence by third parties, and that no clause of the type referred to in Article 16 Para. 6 of the EU Audit Regulation has been imposed on it.

For the above-mentioned auditing services, the Audit Committee recommended to the Supervisory Board to appoint BDO Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna pursuant to Regulation (EU) No 537/2014 (EU Audit Regulation) and declared a duly justified preference for BDO Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna. As an alternative, the second proposal, based on a lack of suitable alternative offers, was to renew the auditing mandate of the previous auditor KPMG Austria GmbH. However, KPMG Austria GmbH had already declared beforehand that it would not be at the disposal of the Company to carry out the audits for the 2021 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 understandable Remuneration Report for the members of the Management Board and the Supervisory Board.

This Remuneration Report must provide a comprehensive overview of the remuneration granted 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).

The Management Board and Supervisory Board are required to submit a proposed resolution on the Remuneration Report pursuant to Section 108 Para. 1 AktG.

This resolution on the Remuneration Report proposed by the Management Board and Supervisory Board and the Remuneration Report itself 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 11 March 2021, the Management Board and Supervisory Board of Österreichische Post AG have approved a Remuneration Report pursuant to Section 78c in connection with Section 98a AktG and prepared a resolution on this for the Annual General Meeting pursuant to Section 108 Para. 1 AktG.

The Remuneration Report will be made available on the website of Österreichische Post AG no later than on 25 March 2021 (21st day before the Annual General Meeting) on the website of Österreichische Post AG (post.at/ir) as entered into the Commercial Register.

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

Vienna, 11 March 2021

The Management Board

The Supervisory Board