



PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF ÖSTERREICHISCHE POST AG (AUSTRIAN POST) ON APRIL 11, 2019

Agenda item 1: Presentation of the Annual Financial Statements including the Management Report, Corporate Governance Report, Consolidated Financial Statements, Group Management Report and the Report of the Supervisory Board for the 2018 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 2018 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 Austrian Post propose to use the balance sheet profit of EUR 250,151,834.16 reported in the adopted Annual Financial Statements as at December 31, 2018 as follows:

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|------|--|--------------------|
| (i) | Distribution of a dividend of EUR 2.08 per dividend-bearing no-par value share
i.e. a total dividend payment of | EUR 140,509,487.04 |
| (ii) | Carry forward of the remaining amount of
to the new balance sheet | EUR 109,642,347.12 |

Dividend payment day is on April 25, 2019.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2018 financial year

The Management Board and Supervisory Board of Austrian Post propose that the members of the Management Board shall be granted a discharge for their work in the 2018 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2018 financial year

The Management Board and Supervisory Board of Austrian Post propose that the members of the Supervisory Board shall be granted a discharge for their work in the 2018 financial year.

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

The Management Board and Supervisory Board of Austrian Post propose, pursuant to Section 98 Austrian Stock Corporation Act (AktG) along with Section 14 of the Articles of Association of Austrian Post, that the following remuneration is to be granted to the members of the Supervisory Board for the 2018 financial year:

(i)	- for the Chairwoman	EUR 30,000
	- for the Deputy Chairwoman	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 Chairwoman 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 (Section 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 April 19, 2018).

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 2019 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 2019 financial year.

Agenda item 7: Renewed 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,
- d) whilst revoking the corresponding authorisation granted to the Management Board to acquire the Company's own shares in accordance with the resolution on item 8 of the agenda passed by the Annual General Meeting on April 20, 2017.

The Annual General Meeting held on April 20, 2017 passed a resolution on item 8 of the agenda granting authorisation to the Management Board to acquire the company's own shares pursuant to Section 65 AktG.

This authorisation expires on October 19, 2019.

For this reason, the Management Board and Supervisory Board of Austrian Post proposes that the Annual General Meeting scheduled for April 11, 2019 pass the following resolution on item 7 of the agenda for the purpose of extending the corresponding resolutions of the Annual General Meeting held on April 20, 2017:

- a) In accordance with Section 65 Para 1 (4) and (8) as well as Para 1a and 1b AktG, the Management Board is authorised to acquire non-par value bearer or registered shares of the company, with this to amount to up to 10% of the company's share capital, with this authorisation to be for a period of 30 months, thus up until October 10, 2021, and with this to be performed on or outside exchanges, and with these to be offered for purchase in such cases to individual shareholders or to a single shareholder, with this especially to be Österreichische Beteiligungs AG, and with this to be at a lowest equivalent value of EUR 20 (twenty euros) per share, and with this to be at a highest equivalent value of EUR 60 (sixty euros) per share.

The trading in treasury shares is excluded as the objective of the acquisition. The authorisation can be exercised in two or more partial amounts and for the purposes of realising one or more than one objective of the company. This realisation may also be undertaken by a subsidiary (Section 228 Para 3 Austrian Commercial Code) or by a third party acting on a paid commission basis on behalf of the company. The undertaking of the acquisition by the Management Board may especially be performed in cases in which the shares are to be offered 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 programme, with a stock option programme and/or for purposes of being issued to a private foundation, whose primary purpose is to hold and administer shares for one or more of the above-mentioned persons (for example an employee participation foundation pursuant to Section 4d Para. 4 Income Tax Act).

- b) The Management Board of Austrian Post can resolve to make this acquisition on an exchange. In such cases, the Supervisory Board has to be informed on an ex post facto basis of this resolution. An acquisition not made via an exchange requires the prior approval of the Supervisory Board. In a case of an acquisition not made on the exchange, this acquisition can be undertaken in a way excluding the proportionate right of sale (converse exclusion of right of procurement).
- c) The Management Board is authorised for a term of five years, with this starting upon the passing of the resolution, with this according to Section 65 Para 1b AktG, with this requiring approval by the Supervisory Board, and with this not demanding the Annual General Meeting's passing of a resolution, to pass a resolution stipulating that treasury shares are to be sold or used in a way other than their sale via an exchange or via the making of a public offer, with this to appropriately heed the rules established for the exclusion of subscription rights held by shareholders, with this especially applying to shares to be offered 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 programme or with a stock option programme and/or issued to a private foundation constituted for purposes of employee participation (for example an employee participation foundation pursuant to Section 4d Para. 4 Income Tax Act). The Management Board is also authorised to establish the conditions of sale. The authorisation can be exercised in two or more partial amounts and for the purposes of

realising one or more than one objective of the company. This realisation may also be undertaken by a subsidiary (Section 228 Para 3 Austrian Commercial Code) or by a third party acting on a paid commission basis on behalf of the company.

- d) The Management Board is also authorised, should the Supervisory Board so consent and should such be required, to reduce the share capital. This is to be undertaken through the withdrawal of treasury shares and does not require the Annual General Meeting's passing a resolution, in accordance with Section 65 Para 1 (8) last sentence and in connection with Section 122 AktG. The Supervisory Board is authorised to resolve alterations in the Articles of Association arising from the withdrawal of shares.
- e) This resolution includes revoking the corresponding authorisation granted to the Management Board to acquire the company's own shares in accordance with the resolution on item 8 of the agenda passed by the Annual General Meeting on April 20, 2017.

The Report of the Management Board compiled in accordance with Section 65 Para 1b AktG in connection with Section 170 Para 2 AktG and Section 153 Para 4 S 2 AktG, on this item on the agenda, should also be noted.

Vienna, March 13, 2019

The Management Board

The Supervisory Board