



INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AKTG)

Additions to the agenda pursuant to Section 109 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 the next Annual General Meeting, and that these be made public. Every item on the agenda must include a proposed resolution and a detailed explanation of the reasons for the proposal. Shareholders making such a request must have held the shares for at least three months prior to making the request. Such a request shall only be considered if it is received by the company in written form no later than **March 21, 2019** (12 p.m. midnight, CEST, local Vienna time).

Shareholder requests of this kind must be sent exclusively to the following address:

Österreichische Post AG Attn: Investor Relations Rochusplatz 1 1030 Vienna, Austria
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The wording of the item on the agenda and the proposed resolution must be presented in German.

A deposit confirmation in the form of a safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status at the basis for exercising this shareholder right.

Draft resolutions proposed by shareholders pursuant to Section 110 AktG

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 the next Annual General Meeting and request that these be made available on the company's website accompanied by the name of the respective shareholder, a statement explaining the reasons for such a proposal, and any related comments by the Management Board or the Supervisory Board. It must be pointed out that every draft resolution must be accompanied by an explanation of the reasons for this proposal. Shareholder requests of this kind will only be considered if they are received by the company in writing no later than **April 2, 2019** (12 p.m. midnight, CEST, local Vienna time).

The following must be noted with respect to shareholders adding an item on the agenda pursuant to Section 109 AktG with respect to "Elections to the Supervisory Board":

In the case of a **proposal for the election of a Supervisory Board member**, the declaration in accordance with Section 87 Para. 2 AktG of the proposed individual is to be submitted instead of the statement explaining the reason for the proposal.

The safe custody receipt submitted as the required proof of shareholder status as the basis for exercising shareholder rights pursuant to Section 10a AktG must not be more than seven days old on the date of submission to the company. With respect to the other requirements relating to the safe custody receipt, reference is made to the information on the pre-requisites for participating in the Annual General Meeting (point III of the Invitation).

Such proposals by shareholders must be sent exclusively to:

Österreichische Post AG
Attn: Investor Relations
Rochusplatz 1
1030 Vienna, Austria
or
by fax to +43 (0) 1 400220906
or
by e-mail to investor@post.at, in which case the shareholder request must be attached to the e-mail in text form, for example as a PDF file.

Every proposed resolution must be submitted additionally in German.
A deposit confirmation in the form of a safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status at the basis for exercising this shareholder right.

Safe custody receipt (deposit confirmation) pursuant to Section 10a AktG

The safe custody receipt is 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 include 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 in the legal person's country of origin
- 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 must be issued in German or in English and in written form. The safe custody receipt must be sent exclusively via one of the following communication channels and addresses:

- (i) for transmitting the safe custody receipt in text form, which is sufficient pursuant to Section 18 Para. 2 Articles of Association
By fax +43 (0) 1 8900 500 - 75
By e-mail anmeldung.post@hauptversammlung.at
(please send the deposit confirmation as a PDF file)
- (ii) for transmitting the safe custody receipt in written form
By post or courier Österreichische Post Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
Re: Post HV
8242 St. Lorenzen/Wechsel, Köppel 60, Austria
By SWIFT GIBAATWGGMS
(Message Type MT598 or MT599, the text must include the following: ISIN AT0000APOST4)

The safe custody receipt submitted as the required proof of shareholder status as the basis for exercising shareholder rights pursuant to Section 109 AktG (additions to

the agenda) and Section 110 AktG (draft resolutions proposed by shareholders) must not be more than seven days old on the date of submission to the company.

The safe custody receipt submitted as required proof of shareholder status as the basis for exercising shareholder rights pursuant to Section 109 AktG (additions to the agenda) must confirm that the shareholder submitting the requests has held the shares for an uninterrupted period of at least three months on the date of request.

In the case of several shareholders who only reach the participation threshold together, the safe custody receipts submitted as proof of shareholder status must have the same reference date.

Information on the right to obtain information pursuant to Section 118 AktG

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. This obligation to provide information also covers the company's legal and business relations with subsidiaries and associated companies. If the consolidated financial statements of a parent company (Section 244 Austrian Commercial Code) and the Group Management Report are presented at the Annual General Meeting, this right to obtain information also extends to the status of the Group and companies included in the Consolidated Financial Statements.

The information provided must comply with the principles of conscientious and faithful reporting. The provision of information is to take place at the Annual General Meeting.

The company may refuse to supply such information if,

1. according to sound business judgment, it could potentially cause material damage to the company or to any of its subsidiaries, or
2. providing such information would comprise a criminal offense.

Every shareholder participating in the Annual General Meeting has the right to obtain information. This right may not only be exercised by the shareholder himself, but by his legal representative or authorised proxy.

Generally, the request for information on the part of shareholders at the Annual General Meeting is to be submitted verbally but may also be submitted in written form.

Any questions that require longer preparation should, in the interest of holding an efficient meeting, be submitted in written form to the Management Board in due time prior to the Annual General Meeting. Questions may be submitted by e-mail to investor@post.at or by fax to +43 (0) 1 400220906 Attn.: Investor Relations.

Information on the right of shareholders to propose motions at the Annual General Meeting pursuant to Section 119 AktG

Every shareholder, regardless of the extent of shareholding, is entitled to bring forward motions in respect to each item on the agenda at the Annual General Meeting. The pre-requisite for exercising this right is the proof of being entitled to participate in the Annual General Meeting as stipulated in the invitation. The right to propose motions extends not only to the shareholder himself but to his legal representative or authorised proxy participating in the Annual General Meeting.

The following must be noted with respect to shareholders adding an item on the agenda pursuant to Section 109 AktG with respect to "Elections to the Supervisory Board":

In the case of a **shareholder request for the election of a Supervisory Board member**, this request requires the previous transmission of a proposed resolution pursuant to Section 110 AktG. Persons can only be nominated for election to the Supervisory Board by shareholders whose aggregate shareholding equals 1% of the share capital. Such proposals must be received by the company in the manner described above no later than on **April 2, 2019**.

Pursuant to Section 87 Para. 2 AktG, each nomination shall be accompanied by the candidate's declaration of his or her professional qualifications, professional or comparable roles as well as all circumstances which could give rise for concerns regarding partiality. Proposals for the election of Supervisory Board members including the candidate's declaration pursuant to Section 87 Para. 2 AktG of each proposed candidate must be made available on the company's website no later than **April 4, 2019**, otherwise the person concerned will not be allowed to stand for election.

Information pursuant to Section 110 Para. 2 (2) in connection with Section 86 Para. 7 and 9 AktG

The company provides the following information in the case of any submission of a proposal for election to the Supervisory Board by a shareholder pursuant to Section 110 AktG:

Pursuant to Section 9 Para. 1 Articles of Association of Austrian Post, the Supervisory Board consists of at least four and a maximum of ten members elected by the Annual General Meeting.

The minimum required quota pursuant to Section 86 Para. 7 AktG is applicable to Austrian Post.

It should be mentioned that the **majority of shareholder representatives on the Supervisory Board filed an objection pursuant to Section 86 Para. 9 AktG** six weeks before the Annual General Meeting. For this reason, there will be a **separate fulfilment** of the minimum required quota pursuant to Section 86 Para. 7 AktG with respect to the election at the Annual General Meeting held on April 11, 2019.

The Supervisory Board of Austrian Post currently consists of eight members (shareholder representatives) elected by the Annual General Meeting and four members designated by the Works Council pursuant to Section 110 Labour Constitution Act. The shareholder representatives are comprised of four men and four women, whereas the employee representatives include three men and one woman.

Pursuant to Section 86 Para. 7 AktG, at least 30% of the eight shareholder representatives must be women and at least 30% must be men. More specifically, at least two women and at least two men must serve on the Supervisory Board.

For this reason, in the event that a proposal is submitted by shareholders for election to the Supervisory Board pursuant to Section 110 AktG, one man or one woman can be proposed, which would in any case fulfil the requirement stipulated in Section 86 Para. 7 AktG with respect to the minimum required quota for shareholder representatives.

Information on data privacy for shareholders

Austrian Post processes the **personal data** of shareholders (in particular the information pursuant to Section 10a Para. 2 AktG i.e. name, address, date of birth, number of the securities custody account, number of shares held by the shareholder, type of share if applicable, number of the voting card as well as the name and date of birth of the designated proxy, if applicable) on the basis of legally valid data privacy regulations, especially the **EU's General Data Protection Regulation (GDPR)** as well as the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is absolutely necessary for the exercise of the shareholder rights in accordance with the Austrian Stock Corporation Act. The legal foundation for data processing is thus **Article 6 Para. 1 c) GDPR**.

Austrian Post is the **responsible body** for processing data. Austrian Post uses external **service companies** such as notaries public, lawyers, banks and IT service providers for the purpose of holding the Annual General Meeting. They only receive the personal data from Austrian Post which is required to carry out the contracted service, and exclusively process the data in accordance with the instructions provided by Austrian Post. If legally required, Austrian Post has concluded a **data privacy agreement** with these service companies.

Moreover, Austrian Post is also legally obliged to submit personal shareholder data (especially the list of participants) to the **Commercial Register** as part of the notarial record (Section 120 AktG).

Please note that photos will be taken during the Annual General Meeting.

Further information on data privacy is contained in the "Austrian Post Privacy Policy" on the Website of Austrian Post at [post.at](https://www.post.at).