

PROPOSED RESOLUTIONS TO THE ANNUAL GENERAL MEETING OF AUSTRIAN POST ON APRIL 19, 2018

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 2017 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 2017 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 233,969,024.30 reported in the annual financial statements as at December 31, 2017 as follows:

- | | | |
|------|---|--------------------|
| (i) | Distribution of a dividend of EUR 2.05 per dividend-bearing no-par value share i.e. a total dividend payment of | EUR 138,482,907.90 |
| (ii) | Carry forward of the remaining amount of to the new balance sheet. | EUR 95,486,116.40 |

The dividend will be paid on May 3, 2018.

Agenda item 3: Resolution on the discharge of the members of the Management Board for the 2017 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 2017 financial year.

Agenda item 4: Resolution on the discharge of the members of the Supervisory Board for the 2017 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 2017 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 2017 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 Chairman/Chairwoman 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 20, 2017).

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 2018 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 2018 financial year.

Agenda item 7: Elections to the Supervisory Board

The terms of office of the shareholder representatives Edith Hlawati (Chairwoman), Erich Hampel, Peter E. Kruse, Chris E. Muntwyler, Markus Pichler and Elisabeth Stadler expire at the end of the Annual General Meeting to be held on April 19, 2018.

In accordance with Section 9 (1) of the Articles of Association of Austrian Post, the Supervisory Board is comprised of a minimum of four and a maximum of ten members elected by the Annual General Meeting.

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. (This is complemented by four members delegated in accordance with the Austrian Labour Constitution Act.)

For this reason, a total of six 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 six 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 April 19, 2018.

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

Austrian Post 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

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 April 19, 2018 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, namely

1. Jochen Danninger, born on May 19, 1975
2. Huberta Gheneff, born on December 29, 1964
3. Edith Hlawati, born on June 8, 1957
4. Peter E. Kruse, born on July 2, 1950
5. Chris E. Muntwyler, born on October 9, 1952
6. Stefan Szyszkowitz, born on October 21, 1964

effective at the end of this Annual General Meeting for a term of office lasting until the Annual General Meeting resolving upon the discharge of the Supervisory Board members in the fourth financial year following this election, not including the current financial year. If the current balance sheet date of December 31st is maintained, the term of office of the Supervisory Board members which will be elected will thus expire at the end of the Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2022 financial year.

It is planned to vote separately at the upcoming Annual General Meeting for each vacant Supervisory Board position which needs to be filled.

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 his 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 gender and age and the internationality of its members in line with Section 87 Para. 2a AktG.

In the election, the Annual General Meeting is bound 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 April 12, 2018, 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 April 10, 2018. 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 119 AktG".

Agenda item 8: Resolution on an addition to the Articles of Association in the form of a new Section 25 ("Place of Jurisdiction").

The Management Board and Supervisory Board of Austrian Post propose that the Annual General Meeting adopt a resolution to add a new Section 25 to the Articles of Association as follows:

**“§ 25
Place of Jurisdiction”**

The sole place of jurisdiction for all disputes arising between shareholders on the one hand and the Company or its corporate bodies on the other hand, shall be the Company's domicile unless mandatory statutory provisions under Austrian law (especially rules of jurisdiction) require otherwise.”

Vienna, on March 14, 2018