

## **EANS-General Meeting: Österreichische Post AG / Invitation to the General Meeting**

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Österreichische Post Aktiengesellschaft (Austrian Post)  
Vienna, FN 180.219 d (Commercial Register Number FN 180.219 d)

### INVITATION

to the  
Annual General Meeting  
of  
Austrian Post  
to be held on  
April 22, 2010 at 10:00 a.m.  
in Hall F, Wiener Stadthalle, Vogelweidplatz 14, 1150 Vienna

### AGENDA

1. Submission of the adopted annual financial statements for the 2009 financial year, including the management report and the corporate governance report, as well as the consolidated financial statements and the Group management report for the 2009 financial year, and the report of the Supervisory Board for the 2009 financial year.
2. Resolution on the disposition of the balance sheet profit, as shown in the annual financial statements as at December 31, 2009.
3. Resolution on the discharge of the members of the Management Board for the 2009 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2009 financial year.
5. Resolution on the remuneration of the Supervisory Board members for the 2009 financial year.
6. Appointment of the auditor of the annual financial statements and of the consolidated financial statements for the 2010 financial year.
7. Elections to the Supervisory Board
8. Resolution on amendments to be made to the Articles of Association, particularly to comply with changes in legal requirements as stipulated in the Austrian Stock Corporation Amendment Act 2009 in Sections 4, 9, 13, 17, 18, 19, 20, 21, 22, 23, and 24.

### RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights in the course of the Annual General Meeting depend on the shares held at the end of April 12, 2010 (record date).

Participation in the Annual General Meeting is limited to persons who are in possession of shares on the record date, and supply proof of such to the Company. The custody account confirmation (deposit certificates) pursuant to Section 10a Austrian Stock Corporation Act (AktG) shall suffice as proof of shareholding on the record date. This confirmation of holdings must be received by the Company no later than April 19, 2010 at one of the following addresses:

By mail: Austrian Post, Attn: Investor Relations, Postgasse 8, 1010 Vienna or  
By fax: Austrian Post, 050100-916383 (from Austria), +43-50100-916383 (from abroad)

The custody account confirmation may not be transmitted by SWIFT (Section 262

Para. 20 AktG).

Deposit certificates are 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 contain the following information:

Information on the issuer: name/company and address or code commonly used in business transactions between banks (SWIFT Code),

Information on the shareholder: name/company, address, date of birth for natural persons, register and registration number for legal persons,

Information on the shares: number of shares held by the shareholder,

Custody account number or otherwise another description,

Date or period of time to which the custody account confirmation refers to.

The custody account confirmation as proof of the shareholdings must refer to the above-mentioned record date of April 12, 2010, serving as the deadline for submission of proof.

The custody account confirmation will be accepted in German or in English.

In the case of bearer shares which are not deposited in a securities deposit account, written confirmation by an Austrian public notary shall suffice as proof of shareholding, which must be received by the Company exclusively at one of the aforementioned addresses.

Notice of the intention to attend the Annual General Meeting or submission of a custody account confirmation does in no way block shareholder actions with regard to their shares. Shareholders may dispose freely of their shares after having given notice of their intention to participate in the Annual General Meeting or having submitted a custody account confirmation.

#### PARTICIPATION BY PROXY

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative who will attend the meeting on behalf of the shareholder, and who is vested with the same rights as the shareholder whom he/she represents. The stipulations contained in Section 10a Para. 3 AktG apply analogously to submitting this declaration.

Proxy must be conferred on a specific person (natural or legal) in text form. It is also possible to appoint several proxy holders.

The appointment of a proxy holder must be received by the Company no later than April 20, 2010 at 4:00 p.m., exclusively at one of the following addresses:

By mail: Austrian Post, Attn: Compliance & Corporate Governance, Postgasse 8, 1010 Vienna or

By fax: Austrian Post, 050100-916383 (from Austria), +43-50100-916383 (from abroad)

Only on the day of the Annual General Meeting:

Personally - when registering for the Annual General Meeting at the designated meeting place.

The aforementioned requirements for appointing a proxy holder shall apply analogously for the revocation of the proxy.

A form for the appointment (or revocation) of a proxy holder will be sent to shareholders upon request, or can be downloaded from the Company's Website at [www.post.at/ir](http://www.post.at/ir) (Investor Relations/Annual General Meeting).

If a shareholder has appointed his/her depositary bank, the bank only needs to submit notification of its appointment as the proxy holder in addition to the custody account confirmation.

It is important to note that the Company, the members of the Management Board and Supervisory Board will not exercise proxy voting rights assigned to them by shareholders exercising their shareholder rights at the Annual General Meeting.

NOTE REFERRING TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110 AND

#### 118 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, provided that these shareholders held the shares for at least three months prior to making the request. In addition, such a request shall only be considered if it is received by the Company in written form no later than April 1, 2010 at the address Austrian Post, Attn: Investor Relations, Postgasse 8, 1010 Vienna. For bearer shares held in a securities deposit account, custody account confirmation (deposit certificates) in accordance with Section 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right. This confirmation must confirm that the shareholder (5% of the share capital) requesting an addition to the agenda has been a holder of the shares for at least three months prior to submitting such a request. In addition, the custody account confirmation must not be more than seven (7) days old at the time it is submitted to the Company. In respect to any other requirements related to the custody account confirmation, reference is made to the detailed information on the right to participate.

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, accompanied by a statement explaining the reasons for such a proposal, and may request that these proposals are made available on the Company's Website. Shareholder requests of this kind will only be considered if they are sent in written form and received by the Company no later than April 13, 2010, either per mail at the address Austrian Post, Attn: Investor Relations, Postgasse 8, 1010 Vienna, or by fax to +43 (0) 57767-30409. For bearer shares held in a securities deposit account, custody account confirmation (deposit certificates) in accordance with Section 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right, provided that this confirmation is not more than seven (7) days old at the time it is submitted to the Company. In respect to any other requirements related to the custody account confirmation, reference is made to the detailed information on the right to participate.

In the case of bearer shares which are not deposited in a securities deposit account, written confirmation by an Austrian public notary shall suffice as proof of shareholding, to which the requirements stated above shall apply analogously.

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.

Further information on the rights of shareholders pursuant to Sections 109, 110 und 118 AktG are available effective immediately on the Website of the Company at [www.post.at/ir](http://www.post.at/ir).

#### DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available for inspection by shareholders at the Company's headquarters at Postgasse 8 (Investor Relations), 1010 Vienna, or at Raiffeisen Centrobank, Tegetthofstraße 1, 1010 Vienna, as of April 1, 2010:

- Financial Statements including Management Report,
- Corporate Governance Report,
- Consolidated Financial Statements and Group Management Report,
- Proposal for the Disposition of the Balance Sheet Profit,
- Report of the Supervisory Board for the 2009 Financial Year,
- Draft resolutions concerning items 2-8 on the agenda,
- Statements by the candidates to be elected to the Supervisory Board under item 7 of the agenda, in compliance with Section 87 Para. 2 AktG,
- Annual Report 2009 of Austrian Post.

These documents as well as the complete text of this invitation and the forms for appointing or revoking a proxy holder will also be available for downloading from the Company's Website no later than April 1, 2010 at [www.post.at/ir](http://www.post.at/ir) (Investor Relations/Annual General Meeting) and at the Annual General Meeting.

Upon request, every shareholder will be promptly sent a copy of these documents free of charge.

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

In accordance with Section 106 fig. 9 of the Austrian Stock Corporation Act, Austrian Post informs shareholders that a total of 67,552,638 no-par value bearer shares are in circulation, each of which is entitled to one vote.

To ensure a smooth admission procedure, shareholders are requested to arrive in good time before the Annual General Meeting starts, and to identify themselves at the registration desk by presenting their custody account confirmation as proof of their shareholdings or else valid photo-bearing identification (driver's license, passport, ID card). Admission to collect voting cards will begin at 8:30 a.m.

It is important to note that the speech held by the Chairman of the Management Board and Chief Executive Officer of Austrian Post will be broadcast on the Internet.

Vienna, March 2010 The Management Board

This information is also available in German.  
In case of doubt, the German version takes precedence.

Further inquiry note:

Austrian Post  
Head of Investor Relations  
Mr. Harald Hagenauer  
Tel.: +43 (0) 57767 - 30400

issuer: Österreichische Post AG  
Postgasse 8  
A-1010 Wien  
phone: +43 (0)57767-0  
mail: investor@post.at  
WWW: www.post.at  
sector: Transport  
ISIN: AT0000APOST4  
indexes: ATX Prime, ATX  
stockmarkets: stock market: Wien  
language: English



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