

## 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)  
ISIN AT0000APOST4

### INVITATION

We would like to hereby invite our shareholders to the Annual General Meeting of Austrian Post to be held on April 17, 2012 at 10:00 a.m. in Hall F, Wiener Stadthalle, Vogelweidplatz 14, 1150 Vienna.

The documents and information for the Annual General Meeting are available on the Website of the Company at [www.post.at/ir](http://www.post.at/ir).

### I. AGENDA

1. Submission of the adopted annual financial statements, including the management report and the corporate governance report, as well as the consolidated financial statements and the Group management report along with the report of the Supervisory Board for the 2011 financial year.
2. Resolution on the appropriation of the balance sheet profit, as shown in the annual financial statements as at December 31, 2011.
3. Resolution on the discharge of the members of the Management Board for the 2011 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2011 financial year.
5. Resolution on the remuneration of the Supervisory Board members for the 2011 financial year.
6. Appointment of the auditor of the annual financial statements and of the consolidated financial statements for the 2012 financial year.
7. Resolution on amendments to the Articles of Associations i.e. Section 2 "Objects of the Company", Section 4 "Share Capital and Shares", Section 5 "Authorised and Conditional Capital", Section 18 "General Shareholders' Meeting - Participation" and Section 21 "General Shareholders' Meeting - The Chair, Recording and Transmission".

### II. 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 day on April 7, 2012 (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 12, 2012 at one of the following addresses:

By fax: +43 (0) 1 8900 500 - 75

By E-mail: [anmeldung.post@hauptversammlung.at](mailto:anmeldung.post@hauptversammlung.at)

By SWIFT: GIBAATWGGMS (Message type MT599; you must include a reference to ISIN AT0000APOST4 in the text)

By mail:

c/o HV-Veranstaltungsservice GmbH

Re: Post HV

Waldgasse 9, 2443 Stotzing

### III. CUSTODY ACCOUNT CONFIRMATION PURSUANT TO SECTION 10a 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,  
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 7, 2012, serving as the deadline for submission of proof.

The custody account confirmation will be accepted in German or in English. Inasmuch as only interim certificates have been issued, the entry in the share register is decisive, and no separate additional proof by the shareholder is required.

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.

#### IV. ABSENTEE VOTING BY MAIL

Every shareholder is entitled to take part in the upcoming Annual General Meeting by voting on the resolutions contained in the agenda by mail, pursuant to Section 19 of the Articles of Association and Section 127 AktG.

Submission of votes must be done in written form by using the form (ballot) made available by the Company for this purpose. The documents required for absentee voting (ballot form, revocation, instruction sheet, return envelope) will be sent upon request. Please request these materials from the Investor Relations Department by calling +43 (0) 57767 - 30401 at the following times: Monday-Thursday 9 a.m. - 4 p.m. and Friday 9 a.m. - 1 p.m. The texts of the form and the instruction sheet will also be available for downloading on the Company's Website at [www.post.at/ir](http://www.post.at/ir) no later than March 27, 2012.

In any case, the shareholder must include the following information on the ballot form: name (corporate name) and place of residence (headquarters) of the shareholder and the number of shares. Ballots are only considered to be valid if signed by the shareholder.

The filled-out ballot form with the original signature of the shareholder must be received by April 12, 2012 at the latest by the notary public Rupert Brix at his postal address Seilerstätte 28, 1010 Vienna. Mr. Brix is serving as the authorised recipient of ballots on behalf of Austrian Post for purposes of absentee voting by mail. The notary public Rupert Brix will note on the envelope or on the ballot the precise time in which the ballot was received and will ensure that the voting behaviour of the shareholder taking advantage of absentee voting by letter is neither made known to the Management Board nor to the Supervisory Board nor to the other shareholders before the voting takes place at the Annual General Meeting.

Shareholders should note that the votes submitted per absentee ballot by mail are to be considered as invalid if the content of the respective resolution voted upon by the Annual General Meeting is different than that stipulated on the absentee ballot form.

If necessary, the Company will make a new form (ballot) available on the Website of the Company at [www.post.at/ir](http://www.post.at/ir) for downloading in cases in which the company receives admissible motions from shareholders involving additions to the agenda pursuant to Section 109 AktG no later than March 27, 2012 and/or admissible motions involving resolutions pertaining to items on the agenda pursuant to Section 10 AktG. by no later than April 5, 2012.

Shareholders voting by mail will naturally not be in a position to react to any events taking place at the Annual General Meeting or to vote on new resolutions proposed within the context of the Annual General Meeting.

A ballot submitted by mail can be revoked using the form (revocation) placed on the Website by the company for this purpose. The revocation is to be considered as legally valid if it is received by the notary public Rupert Brix by fax at +43 (0) 1 512 46 11 - 28 no later than the end of day on April 16, 2012.

A shareholder who attends the Annual General Meeting personally and who has already voted on a resolution by mail is only to be permitted to exercise his voting rights at the Annual General Meeting if he has rescinded his right to vote by mail in a timely manner, i.e. no later than April 16, 2012 as described above. The failure to revoke the absentee ballot precludes the shareholder from exercising his shareholder rights at the Annual General Meeting. In this case,

the shareholder will not have the right to speak or pose question, to make proposals and in particular will not have the right to exercise his voting rights or the right of objection.

A shareholder whose participation in voting takes the form of absentee voting by mail is entitled to use the ballot to declare on a precautionary basis his objection to the resolution to be considered at the Annual General Meeting.

There are no other ways of raising objections.

It is expressly pointed out that the pre-requisite for being entitled to voting by mail is limited to shareholders who are in possession of shares on the record date, and supply proof of such to the Company, i.e. the Company has received a custody account confirmation (deposit certificate) pursuant to Section 10a Austrian AktG no later than April 12, 2012 at one of the aforementioned addresses. Shareholders who want to take part in the Annual General Meeting by using the opportunity of absentee voting by mail must ensure the timely issuance and transmission of a custody account confirmation pursuant to Section 10a AktG as described above - similar to the procedure required of shareholders who want to personally attend.

#### V. 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.

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 16, 2012 at 4:00 p.m., exclusively at one of the following addresses:

By fax: +43 (0) 1 8900 500 - 75

By E-mail: anmeldung.post@hauptversammlung.at, in which case the proxy must be attached to the E-Mail in text form, for example as a PDF file

By mail:

c/o HV-Veranstaltungsservice GmbH

Re: Post HV

Waldgasse 9, 2443 Stotzing

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).

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. The stipulations contained in Section 10a Para. 3 AktG apply analogously to submitting this declaration.

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.

A special service is available for shareholders. A representative of the Austrian Shareholder Association IVA, Feldmühlgasse 22/4, 1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders. To authorize Michael Knap to serve as the proxy, a special proxy form is available for downloading on the Website of the Company at [www.post.at/ir](http://www.post.at/ir), which must be received by the Company only at one of the above-mentioned addresses (fax, E-mail, mail). In addition, it is possible for the shareholder to directly contact Mr. Michael Knap by phone at +43 1 8763343 - 0, by fax at +43 1 8763343 - 49 or by E-mail at [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

The shareholder is required to precisely instruct Mr. Michael Knap how he (or a designated authorized sub-representative) is to exercise the shareholder's voting rights. Mr. Michael Knap will exercise the voting rights of the shareholder exclusively on the basis of the instructions submitted by the shareholder. The proxy is to be considered invalid if no precise instructions are contained in it. Please note that the proxy does not accept any instructions

to speak at the Annual General Meeting, to voice objections to any resolutions, to pose questions or to make proposals at the Annual General Meeting.

#### VI. 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 March 27, 2012 at the address Austrian Post, Attn: Investor Relations, Postgasse 8, 1010 Vienna. 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 5, 2012, either per mail at the address Austrian Post, Attn: Investor Relations, Postgasse 8, 1010 Vienna, or by fax to +43 (0) 57767-30409. 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.

Inasmuch as only interim certificates have been issued, the entry in the share register is decisive, and no separate additional proof by the shareholder is required.

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, 118 and 119 AktG are available effective immediately on the Website of the Company at [www.post.at/ir](http://www.post.at/ir).

#### VII. DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available on the Website of the Company at [www.post.at/ir](http://www.post.at/ir) no later than March 27, 2012:

Financial Statements 2011 including Management Report,

Corporate Governance Report

Consolidated Financial Statements 2011 including the Group Management Report

Proposal for the Appropriation of the Balance Sheet Profit

Report of the Supervisory Board for the 2011 Financial Year,

Draft resolutions concerning items 2-7 on the agenda

Comparison of the previous and new versions of the Articles of Association in connection to the proposed amendments to the Articles of Association of Austrian Post

Annual Report 2011 of Austrian Post

Documents relating to absentee voting (ballot form, revocation, instruction sheet, return envelope)

Proxy authorisation form

Revocation of proxy form

Complete text of this invitation to the Annual General Meeting

#### VIII. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

In accordance with Section 106 fig. 9 of the Austrian AktG, 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 ([www.post.at/ir](http://www.post.at/ir)).

Vienna, March 2012  
The Management Board

Further inquiry note:

Austrian Post

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