



EQS-News: Österreichische Post AG / Announcement of the Convening of the General Meeting  
Österreichische Post AG: Invitation to the Annual General Meeting according to Section 107 Para. 3 AktG  
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Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group AG.  
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### **Österreichische Post Aktiengesellschaft (Austrian Post)**

Vienna, FN 180219 d (Commercial Register Number FN 180219 d)

ISIN AT0000APOST4

### **INVITATION**

We hereby invite our shareholders to the  
**Annual General Meeting**  
of **Österreichische Post Aktiengesellschaft**  
on **Thursday, 20 April 2023, at 10:00 a.m. (CEST)**  
in Hall F of the Wiener Stadthalle, Roland Rainer Platz 1, 1150 Vienna.

### **I. AGENDA**

1. Presentation of the annual financial statements including the Management Report and the Corporate Governance Report, the consolidated financial statements including the Group Management Report, the Proposal on the Appropriation of the Balance Sheet Profit, the Non-Financial Report and the Report of the Supervisory Board for the 2022 financial year
2. Resolution on the appropriation on the balance sheet profit
3. Resolution on the discharge of the members of the Management Board for the 2022 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2022 financial year
5. Resolution on the remuneration of the Supervisory Board members
6. Election of the Auditor and Group Auditor for the 2023 financial year
7. Resolution on the Remuneration Report
8. Elections to the Supervisory Board
9. Resolution on the amendment to the Articles of Association in Article 3 "Publications"

### **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE**

In particular, the following documents will be available on the Company's website as entered into the Commercial Register at **post.at/ir** no later than **30 March 2023**:

- Invitation
- Proposed resolutions
- Forms
  - Power of attorney
  - Proxy and instructions to independent proxy of IVA
  - Revocation of power of attorney
- Presentation of (consolidated) Annual Financial Statements
  - Consolidated Financial Statements with Management Report 2022
  - Annual Financial Statements with Management Report 2022
  - Annual Report 2022
  - Annual Financial Report 2022
  - Corporate Governance Report 2022
  - Report of the Supervisory Board for the 2022 financial year
  - Non-Financial Report 2022
- Documents on resolutions on agenda items
  - Agenda item 2 Appropriation of profits
  - Agenda item 7 Remuneration report 2022
  - Agenda item 8 Curricula vitae and statements of the candidates
- Postal vote
  - Ballot form
  - Revocation of the votes cast
  - Information on postal voting
  - Questions and answers on postal voting
- Information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG

### **III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The entitlement to participate in the Annual General Meeting and to exercise the voting right and other shareholders' rights to be asserted in the context of the Annual General Meeting is based on the shareholding at the end of day on

**10 April 2023 (12:00 midnight, CEST)** (record date).

Only persons who are shareholders on the record date and can prove this to the Company shall be entitled to attend the Annual General Meeting.

For the proof of shareholding on the record date, a safe custody receipt pursuant to Section 10a AktG must be received by the Company no later than **17 April 2023** (12:00 midnight, CEST) exclusively by one of the following communication channels and addresses:

(i) for the transmission of the deposit certificate in text form, which is sufficient pursuant to Section 18 Para. 2 of the Articles of Association

By e-mail [anmeldung.post@hauptversammlung.at](mailto:anmeldung.post@hauptversammlung.at) (Please send deposit certificate in PDF format)

(ii) for the transmission of the deposit certificate in written form

By post or courier Österreichische Post Aktiengesellschaft

c/o HV-Veranstaltungsservice GmbH

Keyword: Post HV

8242 St. Lorenzen/Wechsel, Köppel 60

By SWIFT GIBAATWGGMS

(Message Type MT598 or MT599, please indicate ISIN AT0000APOST4 in the text)

Shareholders are requested to contact their depositary bank and arrange for the issue and transmission of a deposit certificate.

The record date has no effect on the saleability of the shares and has no bearing on dividend rights.

#### **Deposit certificate pursuant to Section 10a AktG**

The deposit certificate is to be issued by the depositary bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall contain the following information (Section 10a Para. 2 AktG):

- Information on the issuer: name/company and address or a code commonly used in business transactions between credit institutions (SWIFT code),
- Information on the shareholder: name/company, address, date of birth for natural persons, if applicable register and registration number for legal persons,
- Custody account number, securities account number or other designation,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000APOST4 (international securities identification number),
- Date or period of time to which the deposit certificate refers to.

The deposit certificate as evidence of the shareholding and as basis for participating at the Annual General Meeting must refer to the end of the record date of **10 April 2023** (12:00 midnight, CEST).

The deposit certificate will be accepted in German or in English.

#### **Proof of identity**

Shareholders and their proxies are requested to present a valid official photo ID for identification purposes at the registration.

If you come to the Annual General Meeting as a proxy, please take the power of attorney with you in addition to your official photo ID. If the original of the power of attorney has already been sent to the Company, you can facilitate admission by presenting a copy of the power of attorney.

Österreichische Post Aktiengesellschaft reserves the right to establish the identity of persons appearing at the meeting. If it is not possible to establish the identity, admission may be refused.

#### **IV. POSTAL VOTE**

Every shareholder is entitled to participate in the upcoming Annual General Meeting on the basis of voting by mail in accordance with Section 19 of the Articles of Association and Section 127 AktG.

The submission of votes must be done in written form by using the form (ballot) provided by the Company. The documents for the postal vote (ballot form, revocation form, instruction sheet, return envelope) will be sent upon request. Please request these materials from the Investor Relations Department by calling +43 (0) 57767 – 30400 at the following times: Monday – Thursday 9:00 a.m. – 4:00 p.m. and Friday 9:00 a.m. – 1:00 p.m. The texts of the forms and the instruction sheet will be available on the website at [post.at/ir](http://post.at/ir) under the menu item "Annual General Meeting" no later than **30 March 2023**.

The shareholder must provide the following information on the form (ballot) in any case: name (company) and place of residence (registered office) of the shareholder and the number of shares. Ballots are only considered to be valid if signed by the shareholder.

The completed form (ballot) with the original signature must be received by the notary public Mr. Rupert Brix at his P.O. Box 20, 8230 Hartberg, Austria, as the authorised delivery agent of Österreichische Post Aktiengesellschaft for the purpose of postal voting, no later than **17 April 2023**.

It is expressly pointed out that the prerequisite for postal voting is the proof of share ownership on the record date (10 April 2023), i.e., the Company receives a deposit certificate pursuant to Section 10a AktG at one of the above addresses no later than **17 April 2023**. Shareholders who want to take part in the Annual General Meeting by way of postal voting must ensure the timely issuance and transmission of a deposit certificate pursuant to Section 10a AktG as described above.

Shareholders are advised that votes submitted per absentee ballot by mail are void if the resolution at the Annual General Meeting is passed with a different content than that provided for in the form (ballot).

If necessary, the Company will provide a new form (ballot) on the Company's website at **post.at/ir** if admissible motions by shareholders to supplement the agenda within the meaning of Section 109 AktG are received no later than **30 March 2023** and/or admissible motions for resolutions by shareholders on the agenda items within the meaning of Section 110 AktG are received no later than **11 April 2023**.

In case a vote has already been cast by mail, this vote may be revoked using the form provided by the Company for this purpose on its website (revocation). For the revocation to be legally effective, it shall be sufficient if the revocation is received by notary Mr. Rupert Brix by fax at +43 (0) 1 512 46 11 – 28 no later than the end of the day on **19 April 2023**.

If a shareholder appears at the Annual General Meeting who has already cast his/her vote by way of voting by mail, he/she may only exercise his/her voting right at the Annual General Meeting if he/she has revoked his/her vote in due time, i.e., no later than **19 April 2023** as described in more detail above. Otherwise, the shareholder may participate in the Annual General Meeting as a guest without the right to exercise the shareholders' rights, i.e., this shareholder has no right to speak or ask questions, no right to propose motions and in particular, no right to vote or to object.

A shareholder who has participated in the voting by mail may at the same time declare an objection to a resolution to be adopted at the Annual General Meeting as a precautionary measure on the voting form. There is no further possibility to object to the resolution.

## **V. AUSTHORISATION TO A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED**

Each shareholder who is entitled to participate in the Annual General Meeting and who has proved this to the Company in accordance with the provisions of this convening notice, point III, has the right to appoint a proxy to participate in the Annual General Meeting on behalf of the shareholder and who has the same rights as the shareholder whom he/she represents.

The power of attorney must be granted to a specific person (a natural person or a legal entity) in text form (Section 13 Para. 2 AktG), whereby several persons may also be authorised.

The granting of a proxy is possible both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of powers of attorney:

By post or courier Österreichische Post Aktiengesellschaft

c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen/Wechsel, Köppel 60

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

(Powers of attorney please in PDF format)

Proxies must be received at one of the before mentioned addresses no later than **18 April 2023** (4:00 p.m., CEST), unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking the proxy are available on the Company's website at **post.at/ir**. In the interest of smooth processing, we ask for using only the forms provided.

Details on the authorisation, in particular on the text form and the content of the proxy, can be found in the proxy form provided to the shareholders.

If the shareholder has granted a proxy to his/her depository bank (Section 10a AktG), it shall be sufficient if, in addition to the deposit receipt, the depository bank submits a declaration to the Company by the means provided for its transmission to the Company that it has been granted a proxy.

Shareholders may exercise their rights in person at the Annual General Meeting even after granting a proxy. Appearance in person is deemed to be a revocation of a previously granted proxy.

The above provisions on the granting of proxy shall apply mutatis mutandis to the revocation of proxy.

### **Independent proxy**

As a special service, a representative of the Interessenverband für Anleger (IVA), Feldmühlgasse 22/4, 1130 Vienna, will be available to shareholders as an independent proxy to exercise their voting rights at the Annual General Meeting in accordance with their instructions. IVA intends that Mr. Michael Knap will represent these shareholders at the Annual General Meeting. For authorisation of Mr. Michael Knap, a special proxy form will be available on the Company's website at **post.at/ir** from 30 March 2023 at the latest, which must be received by the Company exclusively at one of the above-mentioned addresses (e-mail, post) for transmission of proxies. Furthermore, it is possible to contact Mr. Michael Knap of the IVA directly via +43 (0) 664 2138740 or by e-mail at [knap.post@hauptversammlung.at](mailto:knap.post@hauptversammlung.at).

The shareholder shall give instructions to Mr. Michael Knap on how (or all if a sub-proxy authorised by Mr. Michael Knap) to exercise the voting right. Mr. Michael Knap shall exercise the voting right exclusively on the basis of the instructions given by the shareholder. Without explicit instructions, the full power is invalid. Please note that the proxy will not accept any instructions to speak, to raise objections against resolutions of the Annual General Meeting or to ask questions or to propose motions.

## **VI. NOTES ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG**

### **1. Additions to the agenda by shareholders pursuant to Section 109 AktG**

Shareholders whose total shareholdings equals **5% of the Company's share capital** and who have been holders of these shares for at least three months prior to the submission of the request, may request in writing to place **additional items** on the **agenda of** this Annual General Meeting and announce these, provided that this request is made in writing by post or courier no later than **30 March 2023** (12:00 midnight, CEST) to the Company exclusively at the address **Österreichische Post Aktiengesellschaft, Attn: Investor Relations, 1030 Vienna, Rochusplatz 1**, or, if by e-mail, with a qualified electronic signature to the e-mail address [investor@post.at](mailto:investor@post.at) or by SWIFT to the address GIBAATWGGMS. "Written" means handwritten signature or corporate signature by each applicant or, if sent by e-mail, by qualified electronic signature or, if sent by SWIFT, by Message Type MT598 or Type MT599, whereby ISIN AT0000APOST4 must be indicated in the text.

Each agenda item so requested must be accompanied by a proposal for a resolution and the reasons therefor. The

agenda item and the proposed resolution, but not its justification, must in any case also be in German. The shareholder status shall be proven by the submission of a deposit certificate pursuant to Section 10a AktG, which confirms that the shareholders submitting the motion have been holders of the shares for at least three months prior to the submission of the motion and which may not be older than seven days at the time of submission to the Company. In the case of several shareholders who only together reach the required shareholding of 5% of the share capital, the deposit certificates for all shareholders must refer to the same point in time (day, time). With regard to the other requirements for the safe custody receipt, reference is made to the explanations on the right to participate (Section III.).

## **2. Proposals for resolutions by shareholders on the agenda pursuant to Section 110 AktG**

Shareholders whose total shareholdings amount to 1% of the share capital may submit **proposals for resolutions** on any item on the agenda in text form, together with a statement of reasons, and may request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be attached and any comments by the Management Board or the Supervisory Board, be made available on the company's website as entered in the commercial register, provided that this request is made in text form no later than **11 April 2023 (12:00 midnight, CEST)**, either to **Österreichische Post Aktiengesellschaft, Attn: Investor Relations, 1030 Vienna, Rochusplatz 1**, or by e-mail to **investor@post.at**, whereby the request is to be attached to the e-mail in text form within the meaning of Section 13 Para. 2 AktG, for example as a PDF file. If text form within the meaning of Section 13 Para. 2 AktG is prescribed for declarations, the declaration must be made in a document or in another manner suitable for permanent reproduction in written characters, the person of the declarant must be named and the conclusion of the declaration must be made recognizable by reproduction of the name signature or otherwise. The proposed resolution, but not its justification, must in any case be written in German.

In the case of a **proposal for the election of a Supervisory Board member**, the statement of the proposed person pursuant to Section 87 Para. 2 AktG shall replace the statement of reasons.

The shareholder status shall be proven by the presentation of a deposit certificate pursuant to Section 10a AktG, which shall not be older than seven days at the time of presentation to the Company. In the case of several shareholders who only together reach the required shareholding of 1% of the share capital, the deposit certificates for all shareholders must refer to the same point in time (day, time).

With regard to the other requirements for the deposit certificate, reference is made to the explanations on the eligibility to participate (Section III.).

## **3. Information pursuant to Section 110 Para. 2 (2) in conjunction with Section 86 Para. 7 and 9 AktG**

With regard to agenda item 8 "Elections to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders pursuant to Section 110 AktG, the Company provides the following information:

### **Section 86 Para. 7 AktG is applicable to Österreichische Post Aktiengesellschaft.**

Following the last election by the Annual General Meeting, the Supervisory Board of Österreichische Post AG consists of eight members elected by the Annual General Meeting (shareholder representatives) and four members delegated by the Works Council in accordance with Section 110 of the Austrian Labour Constitution Act (ArbVG). Of the eight shareholder representatives, three are men and five are women. Of the four employee representatives, three are men and one is a woman.

It is announced that the majority of the shareholders' representatives on the Supervisory Board raised an objection pursuant to Section 86 Para. 9 AktG more than six weeks before the Annual General Meeting and that the minimum shareholding requirement pursuant to Section 86 Para. 7 AktG will therefore be **met separately**.

Pursuant to Section 9 Para. 1 of the Articles of Association of Österreichische Post Aktiengesellschaft, the Supervisory Board consists of at least four and at most ten members elected by the Annual General Meeting and the members delegated by the company's employee representatives pursuant to Section 110 Para. 1 Austrian Labour Constitution Act (ArbVG).

Should shareholders submit a proposal for election to agenda item 8 "Elections to the Supervisory Board", they must take into account that after the elections to the Supervisory Board on 20 April 2023, **at least two women** must be **members of the Supervisory Board on the side of the shareholder representatives**.

## **4. Shareholders' right to information pursuant to Section 118 AktG**

Each shareholder shall, upon request, be provided with information at the Annual General Meeting on the affairs of the company to the extent that such information is necessary for the proper evaluation of an item on the agenda. The duty to provide information shall also extend to the legal relations of the company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements.

The information may be refused insofar as, according to reasonable business judgement, it is likely to cause significant disadvantage to the Company or an affiliated Company, or its provision would be punishable by law.

Requests for information must generally be made orally at the Annual General Meeting but may also be made in writing.

Questions requiring longer preparation should be submitted to the Management Board in text form in proper time before the Annual General Meeting in order to ensure the economy of the meeting. The questions may be sent to the Company by e-mail to **investor@post.at**.

## **5. Motions proposed by shareholders at the Annual General Meeting pursuant to Section 119 AktG**

Every shareholder is entitled – irrespective of a specific shareholding – to submit motions on any item on the agenda at the Annual General Meeting. If there are several motions on one item of the agenda, the Chair of the Supervisory Board shall determine the order of voting in accordance with Section 119 Para. 3 AktG.

However, a **shareholder proposal for the election of a Supervisory Board member** requires the timely submission of a resolution proposal pursuant to Section 110 AktG: persons for election to the Supervisory Board (item 8 on the agenda) may only be proposed by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the Company no later than **11 April 2023** in the manner set out above (Section VI. Para. 2). Each nomination must be accompanied by a declaration pursuant to Section 87 Para. 2 AktG of the nominee's professional qualifications, professional or comparable functions and any circumstances that could give rise to concerns of partiality.

Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be considered in the vote.

## 6. Information on the website

Further information on these rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG will be available on the Company's website post.at/ir from **30 March 2023** at the latest.

## 7. Information for shareholders on data processing

Österreichische Post AG processes **personal data** of shareholders (in particular those pursuant to Section 10a Para. 2 AktG, i.e., name, address, date of birth, number of the securities account, number of shares held by the shareholder, class of shares, if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the **European Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of personal data of shareholders is mandatory for the participation of shareholders and their representatives in the Annual General Meeting in accordance with the Austrian Stock Corporation Act (AktG). The legal basis for the processing is therefore **Article 6 Para. 1 c) GDPR**.

Österreichische Post Aktiengesellschaft is the **responsible institution** for the processing of data. For the purpose of organising the Annual General Meeting, Österreichische Post Aktiengesellschaft uses external **service providers**, such as notaries, lawyers, banks and IT service providers. These service providers only receive personal data from Österreichische Post Aktiengesellschaft that is necessary for the performance of the commissioned service and process the data exclusively in accordance with the instructions of Österreichische Post Aktiengesellschaft. To the extent legally necessary, Österreichische Post Aktiengesellschaft has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the Management Board and the Supervisory Board, the notary public and all other persons with a legal right to participate may inspect the legally required **list of participants** (Section 117 AktG) and thereby also view the personal data listed therein (including name, place of residence, shareholding). Österreichische Post Aktiengesellschaft is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial record for the **company register** (Section 120 AktG).

Further information on data protection can be found in the data protection declaration on the website of Österreichische Post Aktiengesellschaft at **post.at**.

## VII. FURTHER INFORMATION AND NOTES

### 1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the share capital of the Company amounts to EUR 337,763,190.00 and is divided into 67,552,638 bearer shares. Each share grants one vote in the virtual general meeting. Accordingly, the total number of voting rights at the time of the convening of the virtual general meeting amounts to 67,552,638 voting rights. At the time of convening the Annual General Meeting, the Company neither directly nor indirectly holds treasury shares.

There are not several classes of shares.

### 2. Partial transmission of the Annual General Meeting on the internet

Taking cost and environmental considerations into account, the physical Annual General Meeting is designed to be as lean and efficient as possible.

All shareholders of the Company as well as the interested public will have the opportunity to follow the presentation of the Management Board at the Annual General Meeting on **20 April 2023** live on the internet at **post.at/ir** from approx. 10:00 a.m. (CEST). There will be no further video or audio transmission of the Annual General Meeting.

In addition, all shareholders may exercise their voting rights by postal vote or through a proxy, appointed by the Company.

Admission to collect voting cards is from 08:30 a.m. (CEST).

Vienna, March 2023  
The Management Board

#### Contact:

Österreichische Post Aktiengesellschaft (Austrian Post)  
Harald Hagenauer  
Head of Investor Relations, Group Auditing & Compliance  
Tel.: +43 (0) 57767-30400  
investor@post.at

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22.03.2023 CET/CEST

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Language:	English
Company:	Österreichische Post AG Rochusplatz 1 1030 Vienna Austria
Phone:	+43 577 67 - 30400
E-mail:	investor@post.at
Internet:	www.post.at
ISIN:	AT0000APOST4
WKN:	A0JML5

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End of News

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