



EQS-News: Österreichische Post AG / Announcement of the Convening of the General Meeting

Österreichische Post AG: Invitation to the Annual General Meeting

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Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group AG. The issuer is solely responsible for the content of this announcement.

## Österreichische Post Aktiengesellschaft

Vienna, FN 180219 d

ISIN AT0000APOST4

### INVITATION

We hereby invite our shareholders to the

#### Annual General Meeting

of **Österreichische Post Aktiengesellschaft**

on **Thursday, 18 April 2024, at 10:00 a.m.**

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 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 2023 financial year
2. Resolution on the appropriation of the balance sheet profit
3. Resolution on the discharge of the members of the Executive Board for the 2023 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2023 financial year
5. Resolution on the remuneration of the members of the Supervisory Board
6. Election of the auditor of the annual and consolidated financial statements and the auditor of the sustainability report for the 2024 financial year
7. Resolution on the remuneration report
8. Resolution on the remuneration policy
9. Elections to the Supervisory Board
10. Resolution on the amendment of the Articles of Association in Section 14 Para. 1 "Supervisory Board - Remuneration" and on the amendment of the Articles of Association by inserting a new provision Section 20a "Virtual/hybrid Annual General Meeting"
11. Resolution to grant authorisation to the Management Board
  - a) to buy back the Company's own shares (treasury shares) pursuant to Section 65 Para. 1 (4) and (8), Para. 1a and 1b AktG, both via the stock market and over the counter, to a maximum of 10% of the Company's share capital, also with the exclusion of pro rata shareholder rights of repurchase which may accompany such an acquisition (reverse exclusion of subscription rights),
  - b) pursuant to Section 65 Para. 1b AktG, to decide on another mode of disposal for selling or utilizing the Company's own shares, i.e., other than by way of the stock market or a public offering, while applying – "mutatis mutandis" – the rules on the exclusion of shareholder subscription rights
  - c) to reduce the share capital by redeeming these treasury shares with no further resolution required of the Annual General Meeting.

## II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

The following documents in particular will be available from **28 March 2024** at the latest on the company's website, which is entered in the commercial register, at **post.at/investor**:

- Invitation
- Proposed resolutions
- Forms
  - Power of attorney
  - Authorisation and instructions to independent proxy IVA
  - Revocation of power of attorney
- Presentation of (consolidated) annual financial statements
  - Consolidated financial statements with Group Management Report 2023
  - Annual financial statements with Management Report 2023
  - Annual Report 2023
  - Annual financial report 2023
  - Corporate Governance Report 2023
  - Report of the Supervisory Board for the 2023 financial year
  - Non-Financial Report 2023
- Documents relating to items on the agenda
  - Agenda item 2 Appropriation of profits
  - Agenda item 7 Remuneration report 2023
  - Agenda item 8 Remuneration policy 2024
  - Agenda item 9 Candidates' CVs and statements
  - Agenda item 10 Articles of Association with the amendments made visible

- Agenda item 11 Acquisition of treasury shares - Report of the Management Board
- Postal vote
  - Ballot form
  - Revocation of the votes cast
  - Information on postal voting
  - Questions and answers on postal voting

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

The entitlement to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted at the Annual General Meeting is based on the shareholding at the end of **8 April 2024 (12:00 midnight, CEST)** (record date).

Only those who are shareholders on this date and can prove this to the company are entitled to attend the Annual General Meeting.

Proof of share ownership on the record date must be provided in the form of a deposit certificate in accordance with Section 10a AktG, which must be received by the company no later than **15 April 2024** (12:00 midnight, CEST) exclusively via one of the following communication channels and addresses:

(i) for the transmission of the safe custody receipt in text form, which the Articles of Association allow to suffice pursuant to Section 18 Para. 2

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

(Please send deposit confirmations in PDF format)

By fax +43 (0) 1 8900 500 - 50

(ii) for the transmission of the deposit confirmation in writing

By post courier Österreichische Post Aktiengesellschaft

c/o HV-Veranstaltungsservice GmbH

Keyword: Post HV

8242 St. Lorenzen/Wechsel, Köppel 60

By SWIFT GIBAATW GGMS

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

Shareholders are requested to contact their custodian 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 significance for dividend entitlement.

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

The deposit certificate must be issued by the custodian bank domiciled in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information (Section 10a (2) AktG):

- Details of the issuer: Name/company name and address or a code commonly used in transactions between credit institutions (SWIFT code),
- Information about the shareholder: Name/company name, address, date of birth for natural persons, register and register number for legal entities, if applicable,
- Securities 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 to which the deposit confirmation refers.

The deposit certificate as proof of share ownership for participation in the Annual General Meeting must refer to the end of the record date **8 April 2024** (12:00 midnight, CEST).

The deposit certificate will be accepted in German or English.

#### **Proof of identity**

Shareholders and their authorised representatives are requested to have a valid official photo ID ready for identification purposes when registering.

If you are attending the Annual General Meeting as an authorised representative, 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 will facilitate admission if you present a copy of the power of attorney.

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

### **IV. POSTAL VOTE**

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

Votes must be cast in writing using the form (ballot) provided by the company. The documents for postal voting (ballot form, revocation form, instruction sheet, return envelope) will be sent on request. Please request these from the Investor Relations department +43 (0) 57767 – 30400 at the following times: Monday – Thursday 9am–4pm and Friday 9am–1pm. The texts of the forms and the information sheet will be available on the website at [post.at/investor](http://post.at/investor) under the menu item "Annual General Meeting" no later than **28 March 2024**.

The shareholder must provide the following information on the form (ballot paper) in all cases: Name (company) and place of residence (registered office) of the shareholder, number of shares. The vote must be signed (company signature) by the shareholder in order to be valid.

The completed form (ballot paper) with original signature must be received by notary Mr Christian Mayer at his PO Box 29 8230 Hartberg, as the authorised representative of Österreichische Post Aktiengesellschaft for the purpose of postal voting, by **15 April 2024 at the latest**.

It is expressly pointed out that the prerequisite for voting by letter is proof of share ownership on the record date (**8 April 2024**), i.e. that the company receives a deposit confirmation in accordance with Section 10a AktG at one of the above addresses by **15 April 2024** at the latest. Shareholders who wish to participate in the Annual General Meeting by way of postal voting must therefore - just like shareholders who wish to participate in the Annual General Meeting in person - ensure that a deposit certificate in accordance with Section 10a AktG is issued and sent in good time as described above.

Shareholders are advised that votes cast by postal vote are null and void if the resolution is passed at the Annual General Meeting with a different content than provided for in the form (ballot).

If necessary, the company will make a new form (ballot) available on the company's website at [post.at/investor](http://post.at/investor) if admissible motions from shareholders to supplement the agenda within the meaning of Section 109 AktG are received by **28 March 2024** at the latest and/or admissible proposals for resolutions from shareholders on the agenda items within the meaning of Section 110 AktG are received no later than **9 April 2024**.

If a vote has already been cast by mail, this vote can be revoked using the form provided by the company for this purpose on its website (revocation). For the revocation to be legally effective, it is sufficient if the revocation is received by notary Mr. Christian Mayer by fax at +43 (0) 1 512 46 11 – 28 no later than **17 April 2024**, before the end of the day.

If a shareholder attends the Annual General Meeting who has already cast his or her vote by way of a postal vote, he or she may only exercise his or her voting rights at the Annual General Meeting if he or she has revoked his or her vote in good time, i.e. by **17 April 2024** at the latest, as described in more detail above. Otherwise, the shareholder may attend the Annual General Meeting as a guest without the right to exercise shareholder rights, i.e. this shareholder has no right to speak and ask questions, no right to propose motions and, in particular, no right to vote or raise objections.

A shareholder who has participated in the voting by mail may at the same time declare a precautionary objection to a resolution to be passed at the Annual General Meeting on the voting slip. There is no further possibility of objection.

## **V. POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED**

Each shareholder who is authorised to participate in the Annual General Meeting and who has provided evidence of this to the company in accordance with the provisions of this convocation under III. has the right to appoint a proxy who will 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 (2) AktG), whereby several persons can also be authorised.

Authorisation can be granted 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)

By fax +43 (0) 1 8900 500 – 50

The proxies must be received at one of the aforementioned addresses by **17 April 2024** (4:00 p.m., CEST) at the latest, 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/investor](http://post.at/investor). In the interest of smooth processing, please always use the forms provided.

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

### **Independent proxy**

As a special service, a representative of the Interessenverband für Anleger, IVA, Feldmühlgasse 22/4, 1130 Vienna, is available to shareholders as an independent proxy for exercising voting rights at the Annual General Meeting in accordance with instructions. IVA intends that Mr Florian Beckermann will represent these shareholders at the Annual General Meeting. A special proxy form for the authorisation of Mr Florian Beckermann will be available on the company's website at [post.at/investor](http://post.at/investor) from **28 March 2024** at the latest, which must be received by the company exclusively at one of the above addresses (e-mail, post) for the transmission of proxies. It is also possible to contact Mr Florian Beckermann from IVA directly on +43 (0) 1 8763343 or by email at [beckermann.post@hauptversammlung.at](mailto:beckermann.post@hauptversammlung.at).

The shareholder must issue instructions to Mr Florian Beckermann on how (or all if a sub-proxy authorised by Mr Florian Beckermann) to exercise the voting right. Mr Florian Beckermann shall exercise the voting right exclusively on the basis of the instructions issued by the shareholder. Without express instructions, the full vote is invalid. Please note that the proxy will not accept any instructions to speak, to raise objections to resolutions of the Annual General Meeting or to ask questions or propose motions.

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

### **1. Additions to the agenda by shareholders in accordance with Section 109 AktG**

Shareholders whose shares together amount to **5% of the share capital** and who have held these shares for at least three months prior to submitting their request may request in writing that **additional items** be placed on the **agenda of** this Annual General Meeting and announced, provided that this request is submitted in writing by post or courier to the company no later than **28 March 2024** (12:00 midnight, CEST) exclusively to 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** or by SWIFT to the address GIBAATWGGMS. "In writing" means personally signed or signed by the company by each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with message type MT598 or type MT599, whereby ISIN AT0000APOST4 must be stated in the text.

Each agenda item requested in this way must be accompanied by a proposed resolution together with a statement of reasons. The agenda item and the proposed resolution, but not the reasons for it, must also be written in German. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Section 10a AktG, which confirms that the shareholders submitting the motion have held the shares for at least three months prior to submitting the motion and which must 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 confirmations for all shareholders must refer to the same date (day, time). With regard to the other requirements for the deposit certificate, please refer to the information on the right to participate (Section III.).

### **2. Resolution proposals from shareholders on the agenda in accordance with Section 110 AktG**

Shareholders whose shares together amount to **1% of the share capital** may submit **proposals for resolutions** on each item on the agenda in text form, together with a statement of reasons, and request that these proposals, together with the names of the shareholders concerned, the reasons to be given and any statement by the Management Board or Supervisory Board, be made available on the company's website entered in the commercial register, provided that this request is submitted in text form no later than **9 April 2024 (12:00 midnight, CEST) to the company** either to **Österreichische Post Aktiengesellschaft, attn. Investor Relations, 10 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 required for declarations, the declaration must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the declaration must be named and the conclusion of the declaration must be made recognisable by reproducing the name signature or otherwise. The proposed resolution, but not the reasons for it, must also 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 (2) AktG replaces the statement of reasons.

Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Section 10a AktG, which must 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 1% of the share capital, the deposit confirmations for all shareholders must refer to the same date (day, time).

With regard to the other requirements for the deposit certificate, please refer to the information on eligibility to participate (point III.).

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

The company provides the following information on agenda item 9 "Elections to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders in accordance with Section 110 AktG:

#### **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 Aktiengesellschaft 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 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 shareholder 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 **fulfilled separately**.

In accordance with Section 9 Para.1 of the Articles of Association of Österreichische Post Aktiengesellschaft, the Supervisory Board consists of at least four and no more than ten members elected by the Annual General Meeting and the members delegated by the employee representatives in accordance with Section 110 Para. 1 of the Austrian Labour Constitution Act (ArbVG).

If shareholders submit an election proposal under agenda item 9 "Elections to the Supervisory Board", they must take into account that after the elections to the Supervisory Board on 18 April 2024, **at least two women** must be members of the **Supervisory Board on the side of the shareholder representatives**.

### **4. Shareholders' right to information in accordance with Section 118 AktG**

Every shareholder must be provided with information on company matters at the Annual General Meeting upon request, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the company's legal relationships 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 if, according to reasonable business judgement, it is likely to cause a significant

disadvantage to the company or an affiliated company, or if providing it would be a criminal offence.

Requests for information must always be made verbally at the Annual General Meeting but can also be made in writing.

Questions that require longer preparation to answer should be submitted to the Management Board in text form in good time before the Annual General Meeting in order to ensure that the meeting is organised efficiently. Questions can be sent to the company by email to [investor@post.at](mailto:investor@post.at).

## **5. Motions by shareholders at the Annual General Meeting in accordance with Section 119 AktG**

Every shareholder – irrespective of a specific shareholding – is entitled to submit motions on any item on the agenda at the Annual General Meeting. If several motions are submitted for an item on the agenda, the chairperson determines the order of voting in accordance with Section 119 (3) AktG.

However, a **shareholder proposal for the election of a Supervisory Board member** requires the timely submission of a resolution proposal in accordance with Section 110 AktG: Persons for election to the Supervisory Board (item 9 of the agenda) can 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 **9 April 2024** in the manner specified above (item VI. Para. 2). Each nomination must be accompanied by a declaration pursuant to Section 87 Para. 2 of the Austrian Stock Corporation Act (AktG) by the proposed person regarding their professional qualifications, their professional or comparable functions and any circumstances that could give rise to concerns of bias.

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

Further information on shareholders' rights in accordance with Sections 109, 110, 118 and 119 AktG will be available on the company's website at [post.at/investor](http://post.at/investor) from 28 March 2024 at the latest.

## **6. Information for shareholders on data processing**

Österreichische Post Aktiengesellschaft processes shareholders' personal data in accordance with Section 10a Para. 2 AktG, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, class of shares if applicable, voting card number and, if applicable, name and date of birth of the authorised representative, on the basis of the applicable data protection regulations, in particular the European General 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 shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting in accordance with the Austrian Stock Corporation Act. The legal basis for the processing is therefore Article 6 (1) c) GDPR.

Österreichische Post Aktiengesellschaft is the controller responsible for the processing. Österreichische Post Aktiengesellschaft uses external service providers, such as notaries, lawyers, banks and IT service providers, for the purpose of organising the Annual General Meeting. These companies only receive personal data from Österreichische Post Aktiengesellschaft that is necessary for the execution of the commissioned service and process the data exclusively in accordance with the instructions of Österreichische Post Aktiengesellschaft. To the extent required by law, 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 Supervisory Board, the notary and all other persons with a legal right to participate can inspect the legally required list of participants (Section 117 AktG) and thus also view the personal data specified 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 notarised minutes to the commercial register (Section 120 AktG).

Further information on data protection can be found in the privacy policy on the website of Österreichische Post Aktiengesellschaft at [post.at/i/c/datenschutz-business](http://post.at/i/c/datenschutz-business).

General information on the use of data at Österreichische Post AG can be found on our website at [post.at/datenschutz](http://post.at/datenschutz).

If you have any data protection concerns, you can contact us at any time using the contact form at [datenschutzanfrage.post.at](http://datenschutzanfrage.post.at), at the address Postkundenservice attn. Datenschutzbeauftragte, Bahnsteggasse 17-23, 1210 Vienna or by e-mail to [team-datenschutz@post.at](mailto:team-datenschutz@post.at). All contact options can be found under point 8 of the data protection information. If you wish, we can send you a printed copy of the currently valid version of the document listed in this letter and available online by post.

## **VII. FURTHER INFORMATION AND NOTES**

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

At the time the Annual General Meeting is convened, the company's share capital amounts to EUR 337,763,190.00 and is divided into 67,552,638 no-par value bearer shares. Each share grants one vote. The total number of voting rights at the time the Annual General Meeting is convened is therefore 67,552,638 voting rights. The company does not hold any treasury shares, either directly or indirectly, at the time the Annual General Meeting is convened.

There are not several classes of shares.

### **2. Partial broadcast 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 and interested members of the public will have the opportunity to follow the presentation by the Executive Board at the Annual General Meeting on **18 April 2024** live on the Internet at [post.at/investor](http://post.at/investor) from around 10:00 a.m. onwards. There will be no further video or audio transmission of the Annual General Meeting.

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

Admission to collect voting cards will begin at 08:30 a.m.

Vienna, March 2024

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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20.03.2024 CET/CEST

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End of News

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