

# INVITATION TO THE ANNUAL GENERAL MEETING OF DEUTSCHE POST AG

Annual General Meeting 2019

WKN 555200

ISIN DE0005552004

Deutsche Post DHL  
Group

This edition of the Notice of Annual General Meeting, prepared for the convenience of our English-speaking shareholders, is a translation of the German original. Only the German original is authentic.

The shareholders of our Company are hereby invited to attend the

### **Annual General Meeting**

to be held at the World Conference Center Bonn, main building entrance, Platz der Vereinten Nationen 2, 53113 Bonn, Germany, on Wednesday, May 15, 2019, starting at 10:00 a.m.

## **AGENDA**

- 1. Presentation of the adopted annual financial statements and approved consolidated financial statements, of the management reports for the Company and the Group with the explanatory report on information in accordance with Sections 289a (1), 315a (1) of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and of the report by the Supervisory Board for fiscal year 2018**

Agenda item 1 does not require a resolution by the Annual General Meeting since the Supervisory Board has already approved the annual and consolidated financial statements. The documents presented serve to inform the Annual General Meeting with regard to the fiscal year ended and the position of the Company and the Group.

- 2. Appropriation of available net earnings**

The Board of Management and the Supervisory Board propose that the available net earnings (*Bilanzgewinn*) of EUR 5,652,974,286.83 for fiscal year 2018 be appropriated as follows:

Distribution to the shareholders via dividend of EUR 1.15 per no-par value share carrying dividend rights	EUR 1,418,857,793.90
Appropriation to other earnings reserves	EUR 0.00
Profit brought forward	EUR 4,234,116,492.93

Since the dividend is being paid in full from the tax specific capital contribution as defined in Section 27 of the German Corporate Income Tax Act (*Körperschaftsteuergesetz*, "KStG") (contributions not paid into the nominal capital), the payment is being made without

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deduction of withholding tax and solidarity surcharge. The dividend is tax-exempt for shareholders resident in Germany. It does not entitle recipients to a tax refund or a tax credit. For tax purposes, the distribution is considered a repayment of contributions and, in the view of the German tax authorities, reduces the cost of acquiring the shares.

The number of no-par value shares carrying dividend rights may change before the date of the Annual General Meeting. In this case, an adjusted appropriation proposal will be submitted to the Annual General Meeting providing for an unchanged dividend per no-par value share carrying dividend rights as well as a correspondingly adjusted profit brought forward.

### **3. Approval of the actions of the members of the Board of Management**

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management holding office in fiscal year 2018 be approved for this period.

### **4. Approval of the actions of the members of the Supervisory Board**

The Board of Management and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in fiscal year 2018 be approved for this period.

### **5. Appointment of the independent auditors and group auditors for fiscal year 2019 and the independent auditors for the audit review of interim financial reports**

At the recommendation of the Finance and Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditors of the Company and the Group for fiscal year 2019 and as auditors for the audit review of interim financial reports being issued before the Annual General Meeting 2020 will be held.

### **6. Elections to the Supervisory Board**

The terms of office of Ms. Simone Menne, Prof. Dr. Henning Kagermann and Dr. Stefan Schulte will expire as planned at the close of the Annual General Meeting on May 15, 2019. The candidates are available for re-election, with the exception of Prof. Dr. Kagermann, who is not available due to his having reached the age limit. The elections are intended to be conducted on an individual basis.

Taking into account the objectives resolved by the Supervisory Board regarding its composition (profile of qualifications) and based on the recommendation of the Nomination Committee, the Supervisory Board proposes that

- a) Ms. Simone Menne, Kiel  
Member of the Supervisory Board of BMW AG, member of the Board of Directors of Johnson Controls International plc, member of the Board of Directors of Russell Reynolds Associates Inc., member of the Supervisory Board of Springer Nature KGaA,
- b) Dr. Stefan Schulte, Bad Homburg  
Chairman of the Board of Management of Fraport AG and
- c) Dr. Heinrich Hiesinger, Essen  
Member of the Supervisory Board of BMW AG

be elected as members of the Supervisory Board each for the period that expires at the close of the Annual General Meeting that resolves upon the approval of actions for fiscal year 2023.

In accordance with Sections 96 (1) and (2) sentence 1, 101 (1) of the German Stock Corporation Act (*Aktiengesetz*, "AktG"), Section 7 (1) sentence 1 No. 3 of the German Co-Determination Act (*Gesetz über die Mitbestimmung der Arbeitnehmer*) dated May 4, 1976, and Section 10 (1) of the Articles of Association, the Supervisory Board of Deutsche Post AG is composed of ten shareholder representatives and ten employee representatives, at least 30 percent of whom must be women and at least 30 percent of whom must be men. The Company's Supervisory Board must have at least six female and six male members to meet the statutory minimum quota (Section 96 (2) sentence 1 AktG). The statutory minimum quota of 30 percent shall be met by the Supervisory Board as a whole, since neither the shareholder representatives nor the employee representatives objected to meeting the quota on a plenary basis. The composition of the Supervisory Board already meets the statutory minimum quota requirements for men and women without taking into account the persons standing for election today.

More information on the candidates is provided after further information on the convening of the Annual General Meeting below.

## **Further information on the convening of the Annual General Meeting**

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

On the date this invitation to the Annual General Meeting is published, the share capital of the Company amounts to EUR 1,236,506,759 divided into 1,236,506,759

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no-par value voting shares, each of which grants one vote. The total number of voting rights thus amounts to 1,236,506,759 voting rights.

### 2. Prerequisites for attendance at the Annual General Meeting and the exercise of voting rights

Those persons who are registered in the Company's share register and have by May 8, 2019 (inclusive) notified their intention to attend by post, fax, or using the online service are entitled to attend the Annual General Meeting and exercise their voting rights – in person or by proxy.

Postal address:

Hauptversammlung Deutsche Post AG,  
c/o ADEUS Aktienregister-Service-GmbH,  
20716 Hamburg, Germany

Fax:

+49 (0)228 182 63631

Online service:

[www.dpdl.com/agm](http://www.dpdl.com/agm)

(Please note the terms and conditions, which may be accessed at the website indicated above – in particular the fact that registrations and actions submitted via the online service in principle take priority.)

Shareholders receive the access code enabling them to use the online service with the invitation to the Annual General Meeting. Shareholders who have registered to receive their invitation by E-POST are requested to use the access code received in their E-POST invitation or selected on registration.

Please register to attend the Annual General Meeting either by returning the reply form enclosed with the invitation or by using the online service (see above). Registrations may also be submitted by proxy. Registrations will be deemed to be on time if received by the Company on time.

You may use the reply form or the online service to order an admission ticket for yourself or for a third party, cast your votes by postal ballot or issue proxy for, and voting instructions to, the designated proxies of the Company. If you use the reply form, please submit it only to the address or fax number indicated above. If more than one person is registered as a shareholder in the share register (community of shareholders), you may use the reply form or the online service to order one admission ticket or – with the voting rights divided equally – two admission tickets for the shareholder registered in the first position in the share register.

If you wish to issue proxy for, and voting instructions to, a financial institution, shareholders' association or another legally equivalent person or institution pursuant to Section 135 AktG, please send the reply form to the address provided to you by the proxy. Please do this early enough to ensure that you or the proxy will be able to register your shareholding in due time. You may use our online service to appoint a financial institution, a shareholders' association or another legally equivalent person or institution pursuant to Section 135 AktG to serve as a proxy, provided that such institution, association or person participates in our online service.

Timely registration also allows shareholders to decide at short notice to exercise their rights, either in person or by proxy, at the Annual General Meeting. Participation at the Annual General Meeting is deemed to be a revocation of any previously submitted postal ballots or a previously issued proxy. We kindly ask that communities of shareholders ensure that the person who will exercise the rights at the Annual General Meeting either is named in the admission ticket or has been authorized by the community of shareholders or the person named in the admission ticket to exercise the voting rights (see no. 4 below for information on issuing a proxy).

The registration status in the share register on the day of the Annual General Meeting is decisive with respect to the right to attend the Annual General Meeting and the number of voting rights at the Annual General Meeting dedicated to each authorized participant. Please note that modifications to the share register will be suspended from May 8, 2019, by midnight, 24:00 CEST, until the end of the Annual General Meeting. Therefore, on the day of the Annual General Meeting, the share register reflects the registration status as of May 8, 2019, by midnight, 24:00 CEST.

### **3. Procedure for voting by postal ballot**

Shareholders who are entitled to vote may also exercise their voting rights by submitting a postal ballot. You can do so by using the reply form enclosed with the invitation or the online service (see above). Unless you are using the online service, postal ballots must be returned only to the postal address or fax number indicated above. Postal ballots must be received by May 8, 2019 (inclusive), unless you have previously registered to attend the Annual General Meeting in person by ordering an admission ticket for yourself. They may subsequently be amended before the end of the shareholders' debate on the day of the Annual General Meeting.

Any votes submitted regarding agenda item 2 (Appropriation of available net earnings) shall also apply to any adjusted proposal on the appropriation of available net earnings resulting from a change in the number of shares carrying dividend rights. If separate votes are held on agenda item 3 and/or agenda item 4 (Approval of the actions of the

members of the Board of Management and the Supervisory Board, respectively), any votes submitted relating to these agenda items shall apply *mutatis mutandis* to the separate votes.

#### **4. Procedure for voting by proxy**

Shareholders who are entitled to vote may appoint a proxy to vote on their behalf. In this case, too, shareholders or proxies must ensure that the shareholding has been registered in good time (see above).

Unless the invitation provides for a simplified procedure, proxies must be issued and revoked in text form; likewise, proof of proxy and proof of revocation toward the Company must be submitted in text form. To issue a proxy, please use the reply form that the Company enclosed with the invitation or the online service (see above). You also may issue a proxy on the admission ticket or the proxy cards included in the voting card packet. Proof of proxy may be submitted electronically via the online service. Proof may also be provided at the accreditation desks at the Annual General Meeting.

The appointment of a financial institution, a shareholders' association or another legally equivalent person or institution pursuant to Section 135 AktG to serve as a proxy is subject to the statutory provisions, specifically Section 135 AktG. In such cases, we kindly request that shareholders verify the willingness of the potential proxy to attend the Annual General Meeting and to exercise the voting right, as well as to clarify the details of issuing the proxy, including its form. Those financial institutions, shareholders' associations and other legally equivalent persons or institutions pursuant to Section 135 AktG which participate in our online service may also be appointed to serve as proxies via the online service (see above).

We offer our shareholders the option of authorizing employees of the Company to exercise their voting rights on their behalf and in accordance with the shareholders' instructions. To issue the proxy for, and voting instructions to, the designated proxies of the Company, the reply form that the Company enclosed with the invitation or the online service (see above) are at your disposal. Unless you are using the online service, the proxy and voting instructions must be returned only to the postal address or fax number indicated above. Shareholders may also issue the proxy for, and voting instructions to, the designated proxies of the Company during the Annual General Meeting by filling out the proxy card included in the voting card packet. The designated proxies of the Company may only exercise the voting rights if they have received instructions. Any instructions issued to the designated proxies of the Company regarding agenda item 2 (Appropriation of available net earnings) shall also apply to any adjusted proposal on the appropriation of available net earnings resulting from a change in the number of shares carrying dividend rights. If separate votes are held on agenda item 3 and/or agenda item 4 (Approval of the actions of the members of the Board of Management and the Supervisory Board, respectively), any instructions relating to these agenda items shall apply *mutatis mutandis* to the separate votes.



Proxy and voting instructions issued to the designated proxies of the Company must be received by May 8, 2019 (inclusive). If you have registered to attend the Annual General Meeting in a timely manner, you may still issue outside the online service the proxy for, and voting instructions to, the designated proxies of the Company before the end of the shareholders' debate. The online service does not provide this option. If you have issued proxy for, and voting instructions to, the designated proxies of the Company in a timely manner, the instructions may be amended before the end of the shareholders' debate on the day of the Annual General Meeting.

## **5. Publication and delivery of information, reports and documents**

The adopted annual financial statements and the approved consolidated financial statements, the management reports for the Company and the Group with the explanatory report on information in accordance with Sections 289a (1), 315a (1) HGB, the report by the Supervisory Board for fiscal year 2018 and the proposal by the Board of Management on the appropriation of available net earnings will be available to you on the Company's website at [www.dpdhl.com/agm](http://www.dpdhl.com/agm) from the date this invitation to the Annual General Meeting is published. The documents will also be accessible at the Annual General Meeting.

The information to be made accessible on the Company's website in accordance with Section 124a AktG may be viewed following the publication of the invitation to the Annual General Meeting or without undue delay following receipt of the request on the Company's Website at [www.dpdhl.com/agm](http://www.dpdhl.com/agm).

## **6. Broadcast of the Annual General Meeting**

The Annual General Meeting will be broadcast online at [www.dpdhl.com/agm](http://www.dpdhl.com/agm) until the conclusion of the CEO's address.

## **7. Motions, election proposals, requests to add items to the agenda, requests for information, shareholder rights**

Shareholder motions and shareholder proposals for the election of members of the Supervisory Board or auditors, which shall be made available prior to the Annual General Meeting, must be directed to the addresses or fax number of Deutsche Post AG as specified below:

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Postal address:

Deutsche Post AG, Zentrale, Investor Relations,  
Stichwort: Hauptversammlung,  
53250 Bonn, Germany

Fax: +49 (0)228 182 63199

E-mail: [hauptversammlung@dphl.com](mailto:hauptversammlung@dphl.com)

We will publish motions and election proposals which are received by midnight, 24:00 CEST, of April 30, 2019, and which must be made available, without undue delay at [www.dphl.com/agm](http://www.dphl.com/agm). Motions or election proposals must be brought forward or presented during the Annual General Meeting even if previously submitted.

Requests by shareholders to add items to the agenda and to announce such additions to the agenda (Section 122 (2) AktG) must be received by the Company no later than by midnight, 24:00 CEST, of April 14, 2019. Please address this type of inquiry directly to the Board of Management of Deutsche Post AG:

Postal address:

Deutsche Post AG, Zentrale, Vorstand, Stichwort: Hauptversammlung,  
53250 Bonn, Germany

Fax: +49 (0)228 182 63199

E-mail: [hauptversammlung@dphl.com](mailto:hauptversammlung@dphl.com)

Each shareholder who attends the Annual General Meeting has a right to information during the Annual General Meeting in accordance with Section 131 (1) AktG. This means that during the Annual General Meeting, any shareholder may request information from the Board of Management on the affairs of the Company, to the extent that such information is required in order to make a proper assessment of the agenda item.

Further information on the aforementioned rights of shareholders in accordance with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG is available on the Company's website at [www.dphl.com/agm](http://www.dphl.com/agm).

**Bonn, April 2019**  
**Deutsche Post AG**  
**The Board of Management**

**Information on agenda item 6 (Elections to the Supervisory Board), in particular pursuant to Section 125 (1) sentence 5 AktG and pursuant to No. 5.4.1 (5) sentence 2, (6-8) of the German Corporate Governance Code:**

**Simone Menne:**

**Personal Data**

Year of birth: 1960  
 Nationality: German  
 Date of first appointment: 5/2014  
 Current term: Annual General Meeting 2014–2019  
 Independence: (+)

**Expertise / Focus**

Member of the Exchange Experts Commission; IT; accounting and finance; transport and logistics; international experience

**Current function and career development**

9/2016–12/2017	Member of the Board of Managing Directors of Boehringer Ingelheim GmbH
2012–8/2016	Member of the Management Board (CFO and Aviation Services), Deutsche Lufthansa AG
2010–2012	Chief Financial Officer, British Midland Ltd., Great Britain
2004–2010	Vice President Finance and Accounting, Lufthansa Technik AG
2001–2004	Head of Finance & Human Resources Europe in London, Deutsche Lufthansa AG
1999–2001	Head of Finance & Human Resources Southwest-Europe in Paris, Deutsche Lufthansa AG
1998–1999	Managing Director, Lufthansa Revenue Services GmbH
1996–1997	Head of a project to realign Lufthansa Passage's management accounting
1995–1996	Head of data processing and user services, Deutsche Lufthansa AG
1992–1995	Accounting Manager West Africa, Deutsche Lufthansa AG
1989–1992	Internal auditor, Deutsche Lufthansa AG
1987–1989	Internal auditor, ITT Corporation, USA

**Education**

1986 Business administration graduate, Christian-Albrecht-Universität Kiel

**Committee memberships: Deutsche Post AG**

Finance and Audit Committee

**Membership of German statutory supervisory boards or of comparable supervisory bodies of German or foreign commercial enterprises:**

BMW AG (Supervisory Board)

Johnson Controls International plc, Ireland (Board of Directors)

Russell Reynolds Associates Inc., USA (Board of Directors)

Springer Nature KGaA (Supervisory Board)

In the appraisal of the Supervisory Board, no personal or business relations exist between Ms. Simone Menne – nominated under agenda item 6 for election to the Supervisory Board – and Deutsche Post AG or its group companies, the governing bodies of Deutsche Post AG or a shareholder holding a material interest in Deutsche Post AG which an objectively judging shareholder would consider decisive for his/her election decision.

**Dr. Stefan Schulte:**

**Personal Data**

Year of birth: 1960

Nationality: German

Date of first appointment: 4/2009

Current term: Annual General Meeting 2014–2019

Independence: (+)

**Expertise / Focus**

Management of companies in various sectors; member of supervisory bodies both in Germany and abroad; strategy; corporate and infrastructure development; process design; controlling and accounting

**Current function and career development**

since 9/2009	Chairman of the Board of Management, Fraport AG
4/2007	Vice-Chairman of the Board of Management, Fraport AG
4/2003–3/2007	Chief Financial Officer, Fraport AG
2001–2003	Chief Financial Officer and Director Labor Relations, DEUTZ AG, Cologne
1998–2000	Chief Financial Officer at Infostrada S.p.A.

1996–1998	(former subsidiary Mannesmann/Vodafone Group, Milan) Divisional Director Controlling at Mannesmann Arcor AG & Co. (formerly CNI Communication Network International GmbH)
1991–1996	Director of Deutsche Bank's group development

### Education

1987–1991	Research assistant, business administration and banking management seminar, University Cologne
1985–1986	Commerzbank AG, Chicago Branch
1982–1987	Studies in business administration, Universities Munster and Cologne
1980–1982	Trained as a bank clerk

### Committee memberships: Deutsche Post AG

Finance and Audit Committee (Chairman)

### Membership of German statutory supervisory boards or of comparable supervisory bodies of German or foreign commercial enterprises:

Fraport Regional Airports of Greece A S.A., Greece (Board of Directors, Chairman)\*  
 Fraport Regional Airports of Greece B S.A., Greece (Board of Directors, Chairman)\*  
 Fraport Regional Airports of Greece Management Company S.A., Greece  
 (Board of Directors, Chairman)\*  
 Fraport Brasil S.A. Aeroporto de Porto Alegre, Brazil (Supervisory Board, Chairman)\*  
 Fraport Brasil S.A. Aeroporto de Fortaleza, Brazil (Supervisory Board, Chairman)\*  
 Fraport Ausbau Süd GmbH (Supervisory Board, Chairman)\*

\*Group mandate, Fraport AG

In the appraisal of the Supervisory Board, no personal or business relations exist between Dr. Stefan Schulte – nominated under agenda item 6 for election to the Supervisory Board – and Deutsche Post AG or its group companies, the governing bodies of Deutsche Post AG or a shareholder holding a material interest in Deutsche Post AG which an objectively judging shareholder would consider decisive for his/her election decision.

On Deutsche Post AG's Supervisory Board, Dr. Stefan Schulte, who is nominated for re-election, meets, amongst others, the requirements for a financial expert within the meaning of Sections 100 (5), 107 (4) AktG.

**Dr. Heinrich Hiesinger:**

**Personal data**

Year of birth: 1960  
Nationality: German  
Independence: (+)

**Expertise / Focus**

Management of large international companies in various industries; strategy and innovation; digitalization; optimization of global value chains; international markets; compliance; change management

**Current function and career development**

1/2011–7/2018	Chairman of the Board of Management of thyssenkrupp AG
10/2010–1/2011	Vice-Chairman of the Board of Management of thyssenkrupp AG
5/2007–9/2010	Member of the Board of Management of Siemens AG, CEO Industry Sector
10/2003–5/2007	Chairman of the Siemens Building Technology Division
10/2000–9/2003	Chairman of the Energy Transmission & Distribution Division
1/1992–9/2000	Various functions at Siemens AG in Germany and abroad
4/1986–12/1991	Research Engineer, Temporary Academic Councillor at the Technical University of Munich

**Education**

7/1991	Doctorate, Technical University of Munich, Faculty of Electrical Engineering
1980–1986	Studied electrical engineering at the Technical University of Munich Degree: Graduate engineer

**Membership in German statutory supervisory boards or comparable supervisory bodies of German or foreign commercial enterprises:**

BMW AG (Supervisory Board)

In the appraisal of the Supervisory Board, no personal or business relations exist between Dr. Heinrich Hiesinger – nominated under agenda item 6 for election to the Supervisory Board – and Deutsche Post AG or its group companies, the governing bodies of Deutsche Post AG or a shareholder holding a material interest in Deutsche Post AG which an objectively judging shareholder would consider decisive for his election decision.



Deutsche Post AG  
Zentrale  
Investor Relations  
53250 Bonn

**Deutsche Post DHL  
Group**

