

Counter-motions and election proposals

Dear Shareholders,

We would like to announce the following motions regarding the Annual General Meeting of Deutsche Post AG.

Motion concerning item 3 and 4

From shareholder Bernd Kevesligeti

Bernd Kevesligeti



Cologne, July 19, 2020

To:

Deutsche Post AG/Annual General Meeting
Charles-de-Gaulle-Straße 20
53113 Bonn, Germany

Countermotion pursuant to Sections 125 and 126 of the Aktiengesetz (AktG – German Stock Corporation Act) at the Annual General Meeting of Deutsche Post/DHL on August 27, 2020

The actions of the members of the Board of Management and the Supervisory Board should not be formally approved.

Price hikes made by Deutsche Post AG for mail delivery, parcel delivery and newspaper delivery have been exorbitant. Prices have risen by up to 28%! The justifications for the hikes were and are flimsy. Certainly, no good reason can be found in the company's wage trends. Wages are practically stagnant thanks to (traditionally) low rates set by collective agreements at Deutsche Post.

At the same time, the ratio of Board of Management remuneration to the pay of more humble employees is approximately 159 to 1 according to reports in the media (manager magazin).

And the company has not suffered during the Corona pandemic. DHL transported up to nine million parcels per day, i.e., approximately 40% more than before.

Overall, what we see on display here is a Management Board and Supervisory Board with a substandard social conscience.

Bernd Kevesligeti

Shareholder number: XXXXXXXX

Motion concerning item 2

From shareholder Karl Jakobi

By email

Annual General Meeting on 27.08.2020 – shareholder number XXXXXX

Dear Sir or Madam,

Without being provided with convincing justification to support the decision, it is inexplicable that a dividend of just €1.15 per share, i.e. approx 28% of earnings, is to be paid out from a net retained profit of approx. €5 billion in 2019.

I would therefore petition that the dividend per share be increased to at least €2.00.

Yours faithfully,

Karl Jakobi

Motion concerning item 3 and 4

From shareholder Matthias Ulbrich

Under agenda item 3, the Board of Management and the Supervisory Board move to approve the actions of the members of the Board of Management for the fiscal year 2019.

I submit the following countermotion concerning this agenda item:

The actions of the members of the Board of Management are not approved for the fiscal year 2019.

Reasons:

The quality of the services of Deutsche Post AG has tangibly declined in recent years and is meanwhile unacceptable.

Under section 2 no. 3 sentence 1 of the Postal Universal Service Ordinance (Post-Universaldienstleistungsverordnung, PUDLV) Deutsche Post AG must ensure that, on an annual average, at least 80% of domestic consignments dispatched on working days throughout the entire territory of the Federal Republic of Germany are delivered on the first day and 95% on the second day after dispatch. In my experience, the lofty promise of Deutsche Post AG that goes even further that consignments will be delivered to recipients on the next working day after dispatch (D+1), is increasingly not being kept.

Mail consignments for which postage has been paid in full regularly do not arrive at their destination within one day, but only after up to five working days. Despite technical progress, which should tend to reduce mail transit times, Deutsche Post AG under CEO Dr. Appel has not even managed to maintain quality.

In the view of the Federal Court of Justice (Bundesgerichtshof, BGH), a party may in principle have confidence that postal consignments dispatched on working days within federal territory will be delivered on the following working day, so that an appellant need not anticipate mail transit times that constitute a serious danger of failing to observe time limits.¹ This view of the Supreme Court appears to have been superseded by the repeated shortcomings.

Some merchandise shipments (now Book and Merchandise Shipments, BÜWA) I have sent did not arrive at their destination at all or only after a month. Inquiries as to the whereabouts of consignments without proof of posting or delivery do not give the impression that any more is done to clarify their location other than simply sending out a standardized letter.

It is a regular occurrence that deliverers have to end their rounds prematurely because they would otherwise exceed their maximum working hours. In such cases, freight consignments are delivered, however. The aim is evidently not to antagonize commercial customers, Amazon in particular. This is at the expense of letter mail. Thus, in some cases, important letter mail items are delivered at least a day later. The frequent disruptions, previously unknown to me, seem to be a result of cutting back until there is nothing left.

In addition, the whereabouts of a parcel that had verifiably been stored in Central Parcel Tracking has not been clarified. Inquiries about it were not answered.

Bailiffs have also told me that it is not uncommon for it to take weeks for certificates of delivery to be returned, resulting in deadlines and time periods referred to in the document expiring before the event.

Beyond qualitative deficits, Deutsche Post AG also fails to fulfill sustainability requirements.

The Group advertises by underlining its “Respect for and responsibility towards the environment and nature and sustainable use of our planet’s valuable resources - that sets Deutsche Post apart.”² According to Group information, “EINKAUFAKTUELL” “combines regional household advertising” with “a TV guide” reaching more than 14.86 million readers each week”³ “with low waste”.⁴

1 Decision of October 21, 2010, file reference: IX ZB 73/10, NJW 2011, 458, para. 22 with further references.

2 <https://www.deutschepost.de/de/n/nachhaltigkeit/umwelt.html>

3 <https://www.deutschepost.de/de/e/einkaufaktuell.html>

4 Ecobrochure EINKAUFAKTUELL

Yet Deutsche Post AG uses a polyethylene film wrapping. Ostensibly, the film used “is currently the most environmentally compatible alternative, taking logistical demands into account.”⁵ The use of transparent paper as an alternative would lead “to a significantly greater environmental impact, particularly in its production and delivery.”⁶

At a number of locations in Germany, I have seen entire consignments, complete with packaging, disposed of in the waste paper. While consumers are to blame for failing to separate recyclables, any ecological assessment should take disposal into consideration.

In my view, the use of plastic should generally be avoided.

Nor has sustainability been evident in dealing with employees. Deutsche Post AG has repeatedly concluded temporary employment contracts with the same people (“repeated fixed-term employment”). This conduct, which is disadvantageous for employees, should not go unmentioned at a time when service contracts in the meat industry are under discussion.

Moreover, temporary employment contracts have only been transformed into permanent contracts when employees, among other things “were not sick more than six times in two years and have not accumulated more than 20 days of sick leave.”⁷

As a (commercial) customer, I no longer dispatch my freight consignments with DHL or Deutsche Post AG, thus reacting to the very poor quality. As a shareholder, however, I am concerned that short-term profits are more important than sustained growth achieved through convincing high quality and have observed a decline in recent years.

For this reason, I do not approve the actions of the Board of Management.

Under agenda item 4, the Board of Management and the Supervisory Board move to approve the actions of the members of the Supervisory for the fiscal year 2019.

I submit the following countermotion concerning this agenda item:

The actions of the members of the Supervisory Board are not approved for the fiscal year 2019.

Reasons:

The Supervisory Board evidently shares responsibility for the abovementioned shortcomings.

5 Ecobrochure EINKAUFAKTUELL

6 Ecobrochure EINKAUFAKTUELL

7 <https://www.welt.de/wirtschaft/article176320887/Deutsche-Post-Fast-jeder-fuenfte-Zusteller-soll-befristeten-Job-haben.html>

Motion concerning item 3

From shareholder Dachverband Kritische Aktionäre



Countermotion of the Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders Germany) at the General Meeting of Deutsche Post AG on August 27, 2020

For agenda item 3: Approval of the actions of the members of the Board of Management

The *Dachverband der Kritischen Aktionärinnen und Aktionäre* (Association of Ethical Shareholders Germany) proposes that the actions of Board of Management members not be approved

Reasons:

The Board of Management of Deutsche Post AG does too little for climate protection, for the fulfilment of its due diligence obligations and for the participation of its employees in the company's profit.

No reduction in carbon emissions since 2013

According to its own information, Deutsche Post started introducing “climate and environmental protection measures more than 15 years ago” and has “set the course for sustainable logistics”

(Sustainability Report 2019). The fact that a reduction of “all logistics-related emissions to net zero” is only to be achieved by 2050 is not a particularly ambitious goal.

If one looks at the development of the Group’s carbon emissions between 2013 and 2019, one sees, at best, stagnation: In 2013, the level of greenhouse gas emissions was 28.32 million metric tons of CO₂; in 2019 it was 28.95 tons. In order to make an effective contribution towards achieving the two degrees target, there has to be some rapid progress soon in reducing carbon emissions.

The operation of StreetScooters by Deutsche Post appeared to be a success story in the field of zero-emissions parcel delivery. It has now been announced that this flagship project is to cease production following accumulated losses of 100 million euros in the fiscal year 2019 and an unsuccessful search for a purchaser. The causes of this failure probably lie in management mistakes. Günther Schuh, one of the founding fathers of the StreetScooter project, said that with the involvement of Deutsche Post, he experienced an “incarnation of slowness”. “External sales were stopped for three years, as were internationalization and the planned re-engineering program.”

There is now the further problem that some 12,000 of the electric vehicles have had to be inspected on account of the danger of fire.

Disregard of UN guidelines for the exercise of due diligence

Deutsche Post continues to fail to fully meet the requirements of the UN Guiding Principles on Business and Human Rights (UNGPs) for business conduct. The Group does not provide sufficient evidence of how and whether human rights risks are identified, assessed and minimized. In a ranking of the 20 largest German corporate groups, Deutsche Post comes third from the bottom. That is the result of a current study by the Business & Human Rights Resource Centre and the ZHAW School of Management and Law. A summary of the study’s results is to be found here:

<https://www.business-humanrights.org/de/kurzbewertung-deutscher-unternehmen>

Huge profit for the Group and mini-bonus for employees during the COVID-19 pandemic

During the COVID-19 crisis, Deutsche Post parcel delivers have had more to carry than usual. While large parts of the economy have been making losses or even fighting to survive, the “yellow giant” has increased its turnover and profits, thanks to the huge number of parcels. “The volume of orders people were placing online was comparable only with the Christmas period,” said CFO Melanie Kreis. Employees gain little benefit from the growth in earnings before interest and taxes (EBIT) of more than 900 million euro (up 18.6 percent): They are to be palmed off with a bonus of just 300 euro per person. Even before coronavirus, CEO Frank Appel’s annual bonus was more than 800,000 euro, and his total remuneration was 7.65 million euro.

Cologne, August 12, 2020

Dachverband der Kritischen Aktionärinnen und Aktionäre

www.kritischeaktionaere.de

Motion concerning item 2, 3 and 4

From shareholder Hans Oswald

Deutsche Post Annual General Meeting at 10 a.m. on August 27, 2020....Lohr, August 12, 2020
hauptversammlung@dpdhl.com or Fax 0228-182-63199 Copyright Hans Oswald 2020

Shareholder Hans Oswald Shareholder No. XXXXXXXX and Shareholder No. XXXXXXXX
Subject: Agenda Items 2, 3 and 4

I request that my motions / counter motions which have been duly submitted before the deadline be made available to the shareholders in accordance with the German Stock Corporation Act (Aktengesetz). It is important to us that these motions be recorded in the notarial record / minutes.

I request that the notarial record of the Annual General Meeting be sent to me promptly after the Annual General Meeting.

I request the shareholders to approve / support my motions!

We will raise these motions again in question form during the Q&A round at the Annual General Meeting on August 27, 2020. We request that the following also be considered as questions and answered!

The Annual Report and the Remuneration Report are printed in very small print; you virtually need a magnifying glass to read it? Half of the pages are EMPTY?

The Remuneration Report is incorporated into the Annual Report, from page 17 to page 33. This is very unusual and not to be found anywhere else in the entire DAX; is there something Deutsche Post wants to conceal, something it wants to hide?

Even during the corona pandemic, these levels of compensation are unreasonable and disrespectful.

I herewith submit Motion 1:

During the last 10 financial years, the maximum remuneration paid to most of the Management Board and Supervisory Board members has increased, in some cases significantly; these increases are in no way comparable to the increases received by normal employees. Far from it: increases of a couple of percentage points for employees are wrestled over!
Just recall your own Deutsche Post wage negotiations!

I respectfully ask for a personal justification from each of you explaining what you have additionally done to earn these increases..... as added value for the owners' dividends, for us shareholders.

I herewith submit Motion 2:

To cut the remuneration paid to the members of the Management Board and Supervisory Board by half for the coming financial year, for the time being, temporarily on a trial basis.
The Chairman of the Board Dr. Frank Appel alone receives more than €12 million as a maximum in benefits / remuneration. This is more than 600 times what a salesperson earns. This calculates out as a day's wages of more than €58,000. That is more than €7,000 an hour....Yes,

Deutsche Post shareholders you read / heard it right: When today is over, the chairman of the board will have more than €58,000 transferred to his bank account. You judge for yourself if he earned it. Even at the level of my proposed generous half, these salaries would still be excessively high and exorbitant.

Once again, for comparison:

The chairman of the Board of Deutsche Post, Dr. Frank Appel, is paid more than 40 times more than President Steinmeyer,

and approximately 46 times more than Chancellor Angela Merkel...

No further comment is necessary...It is simply disgraceful ...!

And so on and so on. I won't even mention the lesser forms of remuneration and fringe benefits.

In Bavaria we call this a self-service store....

I herewith submit Motion 3:

To refuse to discharge the members of the Management Board and Supervisory Board with regard to Agenda Items 3 and 4.

I herewith submit Motion 4:

The salaries of the members of the Management Board and the Supervisory Board should not be a self-service store as in the past.

Your Remuneration Report, Annual Report pages 17 to 33, is a game of hide and seek with individual remunerations tucked into several tables in order to conceal, to hide the overall amount of your excessive remunerations...

The salaries of the members of the Management Board and the Supervisory Board should have to be approved every year by the shareholders at the Annual General Meeting. Which is what many politicians are now also demanding and should be required by law.

I herewith submit Motion 5:

Bring the executives' salaries proportionately in line with the profits and with the share price. Chairman of the Supervisory Board Dr. Nikolaus von Bomhard, you have apparently approved these enormous salaries on a reciprocal basis time and again.

I herewith submit Motion 6:

Distributing the entire net retained profit to the shareholders would come to €5.24 per share. The best place for the net retained profit is in the hands of the shareholders, the owners of Deutsche Post!

If the Deutsche Post Board muddles along with the net retained profit, the result will certainly be another bust for Deutsche Post, like StreetScooter with the loss of €400 million!

Letter of invitation to the Deutsche Post Annual General Meeting, page 4,

Section 2. The net retained profit is more than €6.4 billion!

According to the Board's proposal, only a fraction of this, to be more precise: approximately €1.4 billion, is to be distributed as dividends to the shareholders. This is equal to approximately 22% of the net retained profit.

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I herewith submit Motion 7:

In light of the coronavirus and the financial uncertainties it has brought for many, many people in our country, a relief fund should be established for these people, who find themselves in a difficult financial situation through no fault of their own.

This fund should be financed as follows and be placed on a sound financial footing. The members of the management boards and supervisory boards of all DAX companies who are

paid very lucrative salaries and put in a very good financial situation by their stock corporations, by us shareholders, there is no way that you could ever spend all that MONEY. We kindly and respectfully request that

you voluntarily forgo half of your remuneration

and contribute this half to a relief fund for needy individuals who have fallen on HARD TIMES through no fault of their own.

It is important to me - and I don't want to insult anyone - but apparently no one at Deutsche Post wants to hear the truth.

Actually, every member of the Management Board and Supervisory Board should be able to understand positive criticism from shareholders in a positive light.

Thank you very much in advance for your efforts and your understanding!

Best regards from Lohr am Main, known as the home of Snow White.

Yours sincerely,

.....

Hans Oswald

Motion concerning item 6

From shareholder Prof. Dr. Anja Jetschke

Prof. Dr. Anja Jetschke



Deutsche Post DHL Group
Hauptversammlung
Charles-de-Gaulle-Str. 20
53113 Bonn

Date: August 12, 2020

I hereby submit my request for an open discussion to be held before the election of new members to the Supervisory Board; I also request a postponement of the election.

I call upon Deutsche Post DHL Group to justify their decision for proposing only two candidates for the two open positions on the Supervisory Board. I also call upon Deutsche Post DHL Group to propose a suitable female candidate.

The statutorily prescribed minimum percentage of women has already been met by Deutsche Post DHL Group – so much is true.

Nevertheless, it bears reminding that the law in fact prescribes only a bare minimum. The statutory objective, however, is “parity of representation between men and women in company bodies”¹ or a gradual increase in the proportion of women by means of their fair inclusion in new elections, appointments and postings. The current proposal has fallen short of this goal, and an important opportunity to make progress toward parity has been wasted. I would also like to take this opportunity to point out that the Board of Management itself of Deutsche Post DHL Group also continues to fall far short of the

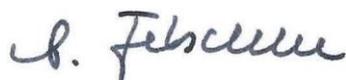
¹ Article 1 (1) of the German Act on Equal Participation of Women and Men in Leadership Positions in the Private and Public Sectors, Federal Law Gazette 2015, Part I, No. 17, April 30, 2015. URL: [https://www.bgb.de/xaver/bgb/start.xav?startbk=Bundesanzei-g:er_BGBI&jumpTo=bgb1115s0642.pdf#bgb1%2F%2F*%5B%40attrid%3D%2tbgb1115s0642.pcf" data-bbox="111 778 868 806">1596991528743](https://www.bgb.de/xaver/bgb/start.xav?startbk=Bundesanzei-g:er_BGBI&jumpTo=bgb1115s0642.pdf#bgb1%2F%2F*%5B%40attrid%3D%2tbgb1115s0642.pcf), accessed on August 9, 2020.

goal of equal representation in positions of leadership, considering that said Board is an eight-member body with only one woman. What efforts has Deutsche Post DHL Group made to find a female candidate for the Supervisory Board?

Second, it must also be pointed out that the company meets the statutory minimum only if the percentage of women on the Supervisory Board is viewed as a whole – a decision to which neither the shareholder representatives nor the female employee representatives apparently have objected. (The question is whether that is legally acceptable at all.) This regulation also fails to address the fact that it is only the Supervisory Board's shareholder representatives who are elected. Employee representatives on the Supervisory Board are appointed in accordance with the provisions of the German Co-determination Act. In other words, the current mix of employee representatives is not the outcome of a policy of equal opportunity but more or less a matter of chance.

Third, in light of these considerations, I would be interested in knowing the reasons for proposing Lawrence A. Rosen for election to the Supervisory Board. While insiders may already be familiar with his professional background, I would like to know what qualifies him in particular for the position. Mr. Rosen already serves on two other supervisory boards and receives remuneration in the amount of US\$140,000 (Lanxess) and US\$91,000 (Qiagen).² How can it be ensured that Mr. Rosen will be able to perform his duties in full given his current obligations?

Yours faithfully,



Prof. Dr. Anja Jetschke

² Lawrence Rosen net worth, URL: <https://de.wallmine.com/otc/lxsf/officer/1717518/lawrence-rosen> and <https://gp.wallmine.com/nyse/qgen/officer/1632620/lawrence-rosen.amp>, accessed on August 9, 2020.