

**Annual General Meeting  
of Deutsche Post AG  
on August 27, 2020**

**Information on shareholders' rights under Section 121 (3) sentence 3 no. 3 AktG**

The Annual General Meeting will be held on August 27, 2020, on the basis of Section 2 (1) of the *Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht* (COVID-19-Gesetz - German act to mitigate the consequences of the COVID-19 pandemic under civil, insolvency and criminal procedure law) dated March 27, 2020, as a virtual annual general meeting that is not attended in person by shareholders or their proxies (with the exception of the proxies appointed by the company). This change has resulted in the modification of procedures at the Annual General Meeting and the rights of shareholders. No. 8 of the section of the invitation to the Annual General Meeting titled "Further information regarding the convening of the Annual General Meeting" contains information concerning the rights of shareholders under Sections 122 (2), 126 (1) and 127 of the AktG and regarding the right to ask questions under Article 2 Section 1 (2) Sentence 1, Number 3, Sentence 2 of the *COVID-19 Gesetz*. The following information expounds upon these rights and opportunities.

**1. Requests by shareholders to add items to the agenda (Section 122 (2) AktG)**

Shareholders whose combined shareholdings equal or exceed one-twentieth of the share capital or represent a proportionate interest in the share capital of at least €500,000 (this is equivalent to 500,000 shares), may request that items be placed on the agenda and announced. Each new agenda item must be accompanied by a statement of reasons or a draft resolution. Requests are to be sent to Deutsche Post AG's Board of Management and must be received by the Company at least thirty (30) days prior to the meeting, i.e., no later than by midnight CEST on July 27, 2020. The applicants must prove that they were the holders of the shares at least 90 days prior to the date the request is received and that they continue to hold the shares until the decision of the Board of Management on the application has been taken. Please send your requests to the following addresses or fax number specified in the Invitation to the Annual General Meeting:

- Postal address: Deutsche Post AG, Zentrale, Vorstand, Stichwort: Hauptversammlung, 53250 Bonn, Germany or
- Fax: +49 (0)228 182 63199 or
- E-mail: [hauptversammlung@dpdhl.com](mailto:hauptversammlung@dpdhl.com)

Additions to the agenda that require publication will be published promptly following the receipt of the request by the Company in the Federal Gazette (*Bundesanzeiger*) (Section 124 (1) AktG). In addition, they will be made available online on the Company's website at [www.dpdhl.com/agm](http://www.dpdhl.com/agm) (Section 124a, Sentence 2 AktG). Lastly, the amended agenda will also be notified to

shareholders together with the Invitation to the Annual General Meeting pursuant to Section 125 (1) and (2) AktG.

The relevant provisions of the German Stock Corporation Act (AktG) on which the aforementioned shareholder rights are based read as follows:

*Section 122 Convening a meeting at the request of a minority*

(1) A shareholders' meeting shall be convened if shareholders, whose combined holdings equal or exceed one-twentieth of the share capital, request such meeting in writing, stating the purpose and reasons therefor; such request shall be addressed to the board of management. The articles of association may provide that the right to request a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. The applicants must prove that they were the holders of the shares at least ninety (90) days prior to the date that the request is received and that they continue to hold the shares until the decision of the Board of Management on the application has been made. Section 121 (7) shall apply *mutatis mutandis*.

(2) In the same manner, stockholders whose shares make up one-twentieth of the share capital or represent a proportionate interest of €500,000 may request that items be placed on the agenda and announced. Each new agenda item must be accompanied by a statement of reasons or a draft resolution. The request under Sentence 1 must be received by the company at least 24 days and, in the case of listed companies, at least 30 days prior to the meeting, excluding the date of receipt.

(3) If the request is not granted, a court may authorize the shareholders who submitted the request to convene the shareholders' meeting themselves or announce the agenda item. The court may also stipulate the chairman of the meeting. Reference must be made to the authorization upon convening the meeting or announcing the agenda item. Appeal may be filed against the decision. The applicants must prove that they continue to hold the shares until the decision of the court has been taken.

(4) The company shall bear the costs of the shareholders' meeting and in the event of paragraph 3 above, the court costs as well, provided the court has admitted the motion.

*Section 121 General [excerpt]*

[...]

(7) For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be

applied *mutatis mutandis*. In the case of non-listed companies, the articles of association may determine a different calculation of the period.

## **2. Shareholder motions and election proposals (Sections 126 (1), 127 AktG)**

Shareholders of the Company may also submit countermotions against any proposal of the Board of Management and/or Supervisory Board to a particular agenda item as well as shareholder nominations for the election of Supervisory Board members or auditors.

All motions and election proposals which shall be made available prior to the Annual General Meeting, must be sent to the following addresses or fax number of Deutsche Post AG specified in the Invitation to the Annual General Meeting:

- Postal address: Deutsche Post AG, Zentrale, Investor Relations, Stichwort: Hauptversammlung, 53250 Bonn, Germany or
- Fax: +49 (0)228 182 63199 or
- E-mail: [hauptversammlung@dpdhl.com](mailto:hauptversammlung@dpdhl.com)

We will post those shareholder motions and shareholder election proposals that are received by midnight on August 12, 2020, at the above-mentioned addresses and fax number that are to be made available to other shareholders without delay after their receipt in the manner required by law at [www.dpdhl.com/agm](http://www.dpdhl.com/agm). Any opinions expressed by management will also be posted at the above web address.

Section 126 AktG quoted below specifies the cases in which a shareholder motion and/or the respective statement of reasons need not be made available. According to Section 127 AktG, the Board of Management furthermore may decide not to publish an election nomination, if the nomination for election of members of the Supervisory Board or auditors does not contain the name, practiced profession and place of residence of the nominee(s) or if the election nomination for members of the Supervisory Board is not accompanied by information on their membership on other supervisory boards to be created by law. Election nominations for members of the Supervisory Board should also contain information on memberships on comparable domestic and foreign supervisory bodies in commercial undertakings.

The provisions of the German Stock Corporation Act (AktG) concerning shareholder motions and election proposals of shareholders prior to the Annual General Meeting, including the preconditions under which shareholder motions and election proposals need not be made available read as follows:

### *Section 126 Shareholder motions*

(1) Motions by shareholders, including the shareholder's name, the statement of reasons and any opinion expressed by management, shall be made available to those eligible

persons specified in Section 125 (1) to (3) under the conditions specified therein, provided the shareholder has submitted a countermotion including the statement of reasons to a proposal by the board of management and the supervisory board on a specific agenda item to the address designated for this purpose in the convening of the meeting at least 14 days prior to the meeting. The date of receipt shall not be counted. For listed companies, the motions must be posted on the company's home page. Section 125 (3) shall apply accordingly.

(2) Countermotions and the statement of reasons need not be made available in those cases where

1. making such information available would subject the board of management to criminal liability;
2. where the countermotion would lead to a resolution by the Annual General Meeting that would result in a violation of law or a breach of the Articles of Association,
3. the statement of reasons contains statements which are manifestly false or misleading in material respects or which are defamatory;
4. a countermotion by the shareholder based on the same set of facts has already been made available to a shareholders' meeting of the company pursuant to Section 125;
5. the same countermotion by the shareholder, including substantially the same statement of reasons, has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and less than one-twentieth of the share capital represented at those meetings voted in favor of such counter motion;
6. if the shareholder indicates that they will not participate in the Annual General Meeting and will not be represented at it or
7. in two shareholders' meetings within the past two years the shareholder has failed to put forward or have put forward on his/her behalf a countermotion notified by such shareholder.

The statement of reasons need not be made available if the text exceeds a total of 5,000 characters.

(3) If several shareholders submit countermotions in respect of the same item for resolution, the Board of Management may consolidate such countermotions and the respective statements of reasons.

#### *Section 127 Shareholder election nominations*

Section 126 shall apply analogously to shareholder election nominations for the Supervisory Board or the auditor. Such nominations need not include a statement of reasons. The board of management is also not required to make such nominations available if they do not contain the information referred to in Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The board of management has to add the following

information to the shareholder nomination for the election of supervisory board members of listed companies which are subject to the German Co-determination Act (*Mitbestimmungsgesetz*), the German Act on Co-determination in the Coal, Iron and Steel Industry (*Montan-Mitbestimmungsgesetz*) or the German Supplementary Co-determination Act (*Mitbestimmungsergänzungsgesetz*):

1. reference to the requirements of Section 96 (2),
2. statement as to whether there has been an objection to joint compliance pursuant to Section 96 (2) sentence 3 and
3. statement as to at least how many seats on the Supervisory Board need to be occupied by women and men respectively in order to comply with the minimum quota pursuant to Section 96 (2), Sentence 1.

*Section 124 Publication of requests to amend; resolution proposals [excerpt]*

[...]

(3) [...] Election nominations for supervisory board members or auditors shall state the name, practiced profession and place of residence of the nominee(s). [...]

[...]

*Section 125 Notices for shareholders and to supervisory board members [excerpt]*

(1) [...] In the case of listed companies, election nominations for supervisory board members must be accompanied by information on their membership on other supervisory boards to be created by law; information on their membership on comparable domestic and foreign supervisory bodies of commercial undertakings shall be included.

[...]

### **3. Shareholders' opportunity to ask questions as part of electronic communications (Article 2, Section 1 (2), Sentence 1, Number 3, Page 2 of the COVID-19 act)**

Pursuant to Article 2 of the COVID-19 act, shareholders are not entitled to information in terms of Section 131 AktG. However, they are authorized to submit questions. However, they have no right to an answer.

Every shareholder who is authorized to attend the Annual General Meeting is authorized to submit questions electronically pursuant to Article 2, Section 1 (2), Sentence 1, Number 3, Sentence 2 of the COVID-19 act. Shareholders who are authorized to attend the Annual General Meeting and their proxies may submit questions until midnight on August 24, 2020. Please use

the *Fragenaufnahme* (submit question) button found at [www.dpdhl.com/agm](http://www.dpdhl.com/agm) as part of the online service. You will receive the access code enabling you to use the online service with the invitation to the Annual General Meeting. Shareholders who have registered for electronic delivery of the invitation to the Annual General Meeting are requested to use the access code they issued themselves during registration.

Pursuant to Article 2, Section 1 (2), Sentence 2 of the COVID-19 act, the Board of Management will decide which questions it will answer based on its dutiful, free discretion. In particular, it may consolidate questions and, in the interest of other shareholders, select reasonable questions. It may also give preference to shareholder associations and institutional investors who hold major blocks of shares. It does not have to consider questions submitted in foreign languages. As part of the question-answering process, the Board of Management shall reserve the right to cite the name of the questioner, provided that the questioner has not expressly objected to the practice of being identified as the questioner.

The provision of this right to submit questions provided by the COVID-19 act is worded as follows:

*Article 2, Section 1 of the COVID-19 act      Stock companies, public partly limited partnership; European companies (societas Europaea); mutual insurance companies [excerpt]*

[...]

(2) The Board of Management may decide to hold a virtual annual general meeting that is not physically attended by shareholders or their proxies provided that

[...]

3. shareholders are granted the opportunity to submit questions electronically,

[...]

The Board of Management may decide based on its dutiful, free discretion which questions it will answer. It may also require that the questions be submitted electronically no later than two days before the meeting.

[...]