

**Annual General Meeting  
of Deutsche Post AG  
on May 6, 2021**

**Information on shareholders' rights under section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktiengesetz – AktG)**

The Annual General Meeting will be held on May 6, 2021, on the basis of section 1 of the Law on measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsgesetz zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*, COVMG) in the version dated December 22, 2020, as a virtual annual general meeting that is not attended in person by shareholders or their proxies (with the exception of the designated proxies of 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 entitled “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 AktG and regarding the right to ask questions under section 1 (2) sentence 1, no. 3, sentence 2 COVMG. The following information expounds upon these rights.

**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 (equivalent to 500,000 shares) may request that items of business be placed on the agenda and announced. Each new item of business must be accompanied by a statement of reasons or a draft resolution. Requests are to be sent to the Board of Management of Deutsche Post AG and must be received by the Company at least 30 days prior to the meeting, i.e. no later than by midnight, 24:00 CEST on April 5, 2021. 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) (2) and (5) AktG in conjunction with Implementing Regulation (EU) 2018/1212 of September 3, 2018.

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, shareholders whose combined holdings equal or exceed one-twentieth of the share capital or represent a proportionate interest equivalent to at least €500,000, may request that items be placed on the agenda and announced. Each new item of business 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 item of business. The court may also stipulate the chairman of the meeting. Reference must be made to the authorization upon convening the meeting or announcing the item of business. 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 subsection 3 above, the court costs as well, provided the court has admitted the motion.

*Section 121 General provisions [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 nominations (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 nominations which are to 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 publish shareholder motions and shareholder nominations which are received by midnight, 24:00 CEST on April 21, 2021 at the above-mentioned addresses or fax number, and which must be made available to other shareholders, without undue delay after receipt and 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 cited web address.

Motions and nominations that are required to be made available shall be deemed to have been presented to the Annual General Meeting if the shareholder submitting the motion or nomination is duly authorized and registered for the Annual General Meeting. This shall not affect the rights of the chair of the AGM to first put the proposals of management to a vote.

Section 126 AktG quoted below specifies the cases in which a counter-motion and/or the respective statement of reasons need not be made available. According to section 127 AktG, the board of management need not make accessible an election nomination also in those cases in which 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 mandated by the 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 counter-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 counter-motion 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 website. Section 125 (3) shall apply accordingly.

(2) Counter-motions 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. the counter-motion would result in a resolution by the shareholders' meeting that would be illegal or in violation 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 counter-motion 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 counter-motion 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. the shareholder indicates that he/she will not attend or be represented at the shareholders' meeting; 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 counter-motion 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 counter-motions in respect of the same item for resolution, the board of management may consolidate such counter-motions and the respective statements of reasons.

*Section 127 Shareholder election nominations*

Section 126 shall apply *mutatis mutandis* to shareholder nominations of supervisory board members or auditors. 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 is to supplement the nomination by a shareholder of candidates for the supervisory board of listed companies which are subject to the Employee Co-determination Act (*Mitbestimmungsgesetz*), the Act on the Co-determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron and Steel-Producing Industry (*Montan-Mitbestimmungsgesetz*) or the Amending Act on Employee Co-determination (*Mitbestimmungsergänzungsgesetz*):

1. reference to the requirements of section 96 (2),
2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2) sentence 3 and
3. statement as to the number of seats on the supervisory board that must be filled, at a minimum, by women and men respectively in order to comply with the minimum ratio pursuant to section 96 (2), sentence 1.

*Section 124 Notice by publication of requests for amendment; guidance regarding resolutions[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 Notifications 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 mandated by the law; information on their membership on comparable domestic and foreign supervisory bodies of commercial undertakings shall be included.

[...]

The COVMG regulation regarding the handling of counter-motions and election proposals at a virtual general meeting is as follows:

*Section 1 Stock companies; public partly limited partnerships; 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 [...]

[...]

[...] Motions and election nominations from shareholders that are required to be made available pursuant to section 126 or section 127 AktG shall be deemed to have been presented to the Annual General Meeting if the shareholder submitting the motion or nomination is duly authorized and registered for the Annual General Meeting.

### **3. Shareholders' right to ask questions by means of electronic communication (section 1 (2), sentence 1, no. 3, sentence 2 COVMG)**

Pursuant to section 1 COVMG, shareholders at the virtual general meeting are not entitled to information in the sense of section 131 AktG. However, they are authorized to submit questions.

Every shareholder who is authorized to attend the Annual General Meeting has a right to ask questions by means of electronic communication pursuant to section 1 (2), sentence 1, no. 3, sentence 2 COVMG. Shareholders who are authorized to attend the Annual General Meeting and their proxies may submit questions until midnight, 24:00 CEST on May 4, 2021. 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 to use the online service with your 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 section 1 (2) sentence 2 COVMG, the Board of Management decides how it will answer questions based on its duty-bound, free discretion. It has the particular right to summarize questions and their answers. It does not have to consider questions submitted in foreign languages. As part of the question-answering process, the Board of Management reserves 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 COVMG provisions on which this right to ask questions is based are as follows:

*Section 1 Stock companies; public partly limited partnerships; 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 right to ask questions by means of electronic communication,

[...]

The board of management decides how it will answer questions based on its duty-bound, free discretion; it may also stipulate that questions be submitted by means of electronic communication no later than one day before the meeting.

[...]