

**VERBUND AG**  
**Vienna, FN 76023 z**

## **Convocation of the General Meeting**

We hereby invite our shareholders to the

**65<sup>th</sup> Annual General Meeting of**  
**VERBUND AG**

**on Thursday, 12 April 2012 at 10:30 a.m.**

**at the Austria Center Vienna, 1220 Vienna, Bruno-Kreisky-Platz 1**

### **Agenda**

1. Presentation of the determined Financial Statements 2011 including the Management Report and the Corporate Governance Report, the Consolidated Financial Statements including the Group Annual Report and the Report of the Supervisory Board for fiscal year 2011.
2. Resolution on the appropriation of the balance sheet profits accounted for in the Financial Statements 2011.
3. Resolution on the discharge of the Members of the Managing Board and the Supervisory Board for fiscal 2011.
4. Appointment of the Auditor of Annual Accounts and Group Auditor of Annual Accounts for fiscal 2012.

## Documents for the General Meeting

Pursuant to sec. 108 subs. 3 to 5 of the Austrian Stock Corporation Act (AktG), the following documents shall be available for inspection by the shareholders, starting on the 21<sup>st</sup> day prior to the General Meeting onward that is from 22 March 2012 on the company website at [www.verbund.com/hv](http://www.verbund.com/hv):

- Annual Report VERBUND AG 2011
- Financial Statements and Management Report,
- Corporate Governance Report,
- Consolidated Financial Statements and Group Annual Report,
- Report of the Supervisory Board

each for fiscal 2011

- Proposals of the Managing Board and the Supervisory Board for Agenda Items 2 to 4.

The company's Financial Report as well as the full text of this invitation and the forms for the conferral and revocation of power of attorney pursuant to sec. 114 AktG shall additionally be accessible pursuant to sec. 108 subs. 3 to 5 AktG from no later than 22 March 2012 on the company website at [www.verbund.com/hv](http://www.verbund.com/hv).

## **Note referring to the rights of shareholders pursuant to sections 109, 110, 118 and 119 AktG.**

Pursuant to sec. 109 AktG, shareholders holding shares equalling in aggregate 5% of the share capital, and who have been holders of such shares for a period of at least three months prior to submitting such request, may request in writing that additional agenda items be added to the Agenda of this General Meeting and be made public, providing the company is in receipt of this request no later than 21 days prior to the General Meeting, that is 22 March 2012. Each requested addition to the Agenda must include a proposal for such resolution and a detailed explanation of the reasons for the proposal. In the case of deposited bearer shares (depotverwahrte Inhaberaktien), evidence of capacity as a shareholder shall be satisfactorily provided by submitting a safe custody receipt (Depotbestätigung) pursuant to sec. 10a AktG, which must not be older than seven days, confirming that the shareholder requesting such proposal has been a holder of the shares for at least three months prior to submitting such request. In respect of the other requirements related to safe custody receipts, reference is made to the detailed information on the right to participate provided below. Such proposals must be made in writing and received by the Company, exclusively at the following address:

By post or by messenger: VERBUND AG  
Corporate Affairs, attn. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Wien.

Pursuant to sec. 110 AktG, shareholders holding shares equalling in aggregate 1% of the share capital may submit to the Company in respect of each agenda item in writing proposals for resolutions including an explanation of reasons for such proposal and may request that these proposals are made available on the Company's website if the Company is in receipt of such request on the seventh business day prior to the General Meeting at the latest, that is 2 April 2012. In the case of deposited bearer shares (depotverwahrte Inhaberaktien) evidence of capacity as a shareholder shall be satisfactorily provided by submitting a safe custody receipt (Depotbestätigung) pursuant to sec. 10a AktG, which must not be older than seven days at the time it is submitted to the Company. In respect of the other requirements related to safe custody receipts, reference is made to the detailed information on the right to participate provided below. Such proposals must be in writing and received by the Company, exclusively at one of the following addresses:

By post or by messenger: VERBUND AG  
Corporate Affairs, attn. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Wien

By fax: +43 (0) 50313-153791

or by e-mail: hv@verbund.com, in which case the request must be attached to the e-mail in writing, for example as a PDF file.

In the case of deposited bearer shares (depotverwahrte Inhaberaktien) evidence of capacity as a shareholder to exercise this shareholder right shall be satisfactorily provided by submitting a safe custody receipt (Depotbestätigung) pursuant to sec. 10a AktG, which must not be older than seven days at the time it is submitted to the Company. In respect of the other requirements related to safe custody receipts, reference is made to the detailed information on the right to participate.

In the case of bearer shares that are not deposited it is sufficient to submit a written confirmation issued by a notary for which the same applies analogously as for the safe custody receipt mentioned above.

In the case of registered shares, registration in the share register (Aktienbuch) is relevant and requires no separate proof of the shareholder.

Information on the affairs of the Company must be provided upon request to each shareholder at the General Meeting pursuant to sec. 118 AktG, as far as such information is required for the proper assessment of an agenda item.

Information may be refused to the extent the relevant information – based on a reasonable economic assessment – could cause a material disadvantage to the Company or an affiliated company, or where providing such information would lead to criminal liability.

Every shareholder is entitled to propose motions in respect to any item on the Agenda – regardless of the extent of share ownership. To participate, shareholders require proof of such capacity, as specified below.

## **Right to participation: Record date and requirements for participating in the General Meeting pursuant to sec. 111 AktG.**

Participation in the General Meeting and the exercising of voting rights and all other shareholders' rights, which are exercised in the course of a General Meeting, depend, in the case of registered shares, on their registration in the share register and, in the case of bearer shares, on the ownership of shares on the record date, that is the end of the tenth day prior to the General Meeting, that is on 2 April 2012, 12 p.m. (midnight) CEST. Only those are entitled to participate in the General Meeting who are shareholders on this record date and produce evidence of this fact to the Company or, in the case of registered shares, are registered in the share register.

### **Deposited bearer shares (depotverwahrte Inhaberaktien)**

To qualify as evidence of share ownership on the record date a safe custody receipt pursuant to sec. 10a AktG shall be sufficient that must be received by the Company no later than by the third business day prior to the General Meeting, that is on 6 April 2012, 12 p.m. (midnight) CEST.

### **Non-deposited bearer shares (nicht depotverwahrte Inhaberaktien)**

In the case of bearer shares that are not deposited, it is sufficient to prove shareholder capacity by submitting a written confirmation issued by the Company or by an Austrian notary public, which must be received by the Company no later than by the third business day prior to the General Meeting, that is on 6 April 2012, 12 p.m. (midnight) CEST.

Evidence of share ownership on the record date must be received by the Company on 6 April 2012, 12 p.m. (midnight) CEST, exclusively at one of the following addresses:

By post or by messenger:    VERBUND AG  
   Corporate Affairs, attn. Dr. Andreas Bräuer

Am Hof 6a, 1010 Wien

By fax: +43 (0)1 8900500-70

or by e-mail: anmeldung.verbund@hauptversammlung.at

Pursuant to sec. 262 subs. 20 AktG the Company shall determine that any safe custody receipts and declarations pursuant to sec. 114 subs. 1, sentence 4 AktG contrary to sec. 10a subs. 3 sentence 2 AktG shall not be submitted via an internationally disseminated, specifically secured communication network of credit institutions whose participants can be unambiguously identified (SWIFT).

## **Safe custody receipts pursuant to sec. 10a AktG**

The safe custody receipt must be issued by a credit institution maintaining the deposit with its seat in a member state of the European Economic Area or in a full member state of the OECD. It needs to contain at least the matters set out in sec. 10a subs. 2 AktG:

- Information on the issuer: name/company and address or a common code used among credit institutions,
- Information on shareholder: name/company, address, date of birth in the case of natural persons, where applicable register and registration number in the case of legal entities,
- Information on shares: number of shares held by the shareholder; ISIN AT0000746409,
- Deposit number or any other kind of designation,
- Time or period of time the safe custody receipt refers to.

The safe custody receipt as evidence of share ownership for the purpose of participation in the General Meeting must refer to the aforementioned record date of 2 April 2012. Safe custody receipts may be submitted in the German or English language.

## **Registered shares**

In the case of registered shares, the registration of such shares in the share register at the end of the record date is solely relevant; the shareholder does not need to provide separate evidence or apply to participate in the General Meeting.

## **Possibility to appoint a proxy pursuant to sections 113 f of AktG**

Each shareholder entitled to participate in the General Meeting has the right to appoint a natural or legal person to participate in the General Meeting in the name of the shareholder. The proxy participates in the General Meeting in the name of the shareholder and has the same rights as the shareholder whom he/she represents.

The Company itself or members of the Managing Board or the Supervisory Board may not be appointed proxy of a shareholder.

In case a shareholder has granted a proxy to the credit institution maintaining his or her deposit, it is sufficient if the credit institution, in addition to the safe custody receipt, provides a written declaration informing the Company that a proxy was granted to the credit institution.

For granting the proxy the form provided on the Company's website [www.verbund.com/hv](http://www.verbund.com/hv) may be used. The power of attorney must be received by the Company on 11 April 2012, 4 p.m. (CEST), exclusively at one of the following addresses:

By post or by messenger:      VERBUND AG  
Corporate Affairs, attn. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Wien

By fax:                              +43 (0)1 8900500-70

or by e-mail:                      anmeldung.verbund@hauptversammlung.at

Pursuant to sec. 262 subs. 20 AktG the Company shall specify that any safe custody receipts or powers of attorney pursuant to sec. 114 subs. 1, sentence 4 AktG contrary to sec. 10a subs. 2 sentence 2 AktG shall not be submitted via an internationally disseminated, specifically secured communication network of credit institutions whose participants can be unambiguously identified (SWIFT).

On the day of the General Meeting, the power of attorney is accepted upon registration for the General Meeting at the meeting place.

The aforementioned regulations on the granting of the power of attorney shall analogously apply for the revocation of the power of attorney.

As a special service, we offer our shareholders the possibility of exercising their voting right through an independent proxy appointed by the Company – the Interessenverband für Anleger (IVA, Austrian Shareholder Association), Feldmühlgasse 22, 1130 Vienna, [office@iva.or.at](mailto:office@iva.or.at), tel. +43 187 63 343/30. Dr. Michael Knap ([Michael.knap@iva.or.at](mailto:Michael.knap@iva.or.at)) from Interessensverband für Anleger will represent such shareholders at the General Meeting. The costs for the proxy shall be borne by VERBUND AG. Any other costs, specifically their own bank fees for the custody receipt or postal charges must be borne by the shareholder.

For granting a power of attorney to the IVA, the form provided on the Company's website [www.verbund.com/hv](http://www.verbund.com/hv) may be used. The power of attorney must be sent in due time to one of the following addresses only:

By post or by messenger: Dr. Michael Knap, Interessenverband für Anleger (IVA),  
Feldmühlgasse 22, 1130 Wien,

By fax: +43 (0)1 8900500-70

or by e-mail: [anmeldung.verbund@hauptversammlung.at](mailto:anmeldung.verbund@hauptversammlung.at)

In case a power of attorney is granted to the IVA, Dr. Michael Knap will exercise the right to vote exclusively on the basis of the instructions given by the shareholder which can be indicated on a special power of attorney form. In case no instructions are given, the proxy will vote for the proposals submitted by the Managing Board and the Supervisory Board. Please note that the proxy will accept no instructions on requests to speak, objecting to resolutions proposed by the General Meeting or on asking questions or submitting proposals.

The proposals to be voted on are published by the Company on the Website [www.verbund/hv](http://www.verbund/hv).

## **Total number of shares and voting rights at the time of the Convocation of the General Meeting (sec. 106 para. 9 AktG)**

At the time of convocation of the General Meeting, the Company's share capital amounts to EUR 347,415,686.00 and is divided into 170,233,686 no-par bearer shares and 177,182,000 registered no-par shares.

Each share confers the right to one vote, but with the following proviso:

Pursuant to sec. 19 subs. 3 of the Articles of Incorporation, every shareholder's right to vote at the General Meeting is limited to 5% of the share capital, in other words to 17,370,784 votes, with the exception of regional administration bodies and companies in which regional administration bodies hold at least 51% of shares.

## **Admission and registration**

Shareholders shall be admitted to the General Meeting on 12 April 2012 from 9:30 a.m. onward. For registration, valid official photo identification shall be required.

Vienna, March 2012

