

Agenda item 2

Proposal of the Executive Board and Supervisory Board

The Executive Board and Supervisory Board propose distribution of a dividend of €0.60 per share to 347,415,686 no-par shares from the distributable profit of financial year 2012, i.e. a total of €208,449,411.60.

Agenda item 3

Proposal of the Executive Board and Supervisory Board

The Executive Board should be discharged from liability for financial year 2012.

Agenda item 4

Proposal of the Executive Board and Supervisory Board

The Supervisory Board should be discharged from liability for financial year 2012.

Agenda item 5

Proposal of the Supervisory Board

In 2012, the Audit Committee of the Supervisory Board obtained offers for the 2013 audit during a tender process and evaluated them on the basis of transparent price and quality criteria. In this process, Deloitte Audit Wirtschaftsprüfung GmbH was determined to be the best suited vendor.

On the basis of the Audit Committee's recommendation, the Supervisory Board decided to propose to the Annual General Meeting to appoint Deloitte Audit Wirtschaftsprüfung GmbH as auditor of the annual financial statements and the consolidated financial statements for financial year 2013.

Agenda item 6

Resolution on

- a) **the Executive Board authorisation to purchase own shares in accordance with Section 65(1)(8) and (1a) and (1b) of the Stock Corporation Act (AktG) both on the stock exchange and off-exchange in an amount of up to 10% of the share capital,**
- b) **the Executive Board authorisation to resolve a type of sale other than on the stock exchange or by public offer excluding shareholders' right of repurchase (reverse subscription right) in accordance with Section 65(1b) AktG for the sale or utilisation of own shares,**
- c) **the Executive Board authorisation if necessary to reduce share capital by means of the redemption of these own shares without further resolution of the Annual General Meeting.**

The Executive Board and Supervisory Board propose the following resolution:

- a) Pursuant to Section 65(1)(8) as well as (1a) and (1b) AktG, the Executive Board is authorised to acquire no-par registered shares of the Company up to a maximum of 10% of the Company's share capital both on the stock exchange and off exchange for a period of 30 months beginning on 17 April 2013, in which the value of the shares may not be more than 15% lower or higher the average quoted price in the last 5 exchange days prior to the purchase of the shares. The purpose of the acquisition may not be to trade with own shares. The authorisation can be exercised in full or in several partial amounts, in pursuit of one or more purposes, by the company or a subsidiary (Section 228(3) of the Austrian Commercial Code (Unternehmensgesetzbuch, UGB) or on behalf of the company by a third party.
- b) The Executive Board of VERBUND AG can decide to purchase the shares on the stock exchange but must inform the Supervisory Board following the decision to do so. The off-exchange acquisition requires prior approval of the Supervisory Board.
- c) The Executive Board is authorised, with the approval of the Supervisory Board and for a period of five years beginning on the date the resolution is adopted, in accordance with Section 65(1b) AktG, to resolve a sale in a manner other than on the stock exchange or by public offer for the sale or utilisation of own shares, also with the exclusion of shareholders' right of repurchase (reverse subscription right), and to determine the conditions of sale. The authorisation can be exercised in full or in several partial amounts, in pursuit of one or more purposes, by the company or a subsidiary (Section 228(3) UGB) or on behalf of the company by a third party.
- d) With the approval of the Supervisory Board, the Executive Board is authorised if necessary to reduce share capital by means of the redemption of these own shares without further resolution of the Annual General Meeting.

Furthermore, please refer to the report of the Executive Board on this agenda item.

Agenda item 7

Proposal of the Supervisory Board

The following remuneration scheme for the members of the Supervisory Board was adopted by the 59th Annual General Meeting held on 20 March 2006, when the annual remuneration for the members elected by the General Meeting and the attendance fees (for all members) were decided. This remuneration scheme also applied for financial year 2012:

Annual remuneration	EUR
Chairman	15,000
Vice-Chairman	11,250
Member	7,500
Attendance fee	400

These arrangements also apply mutatis mutandis for the Supervisory Board's Working Committee. There is no remuneration for work on other committees.

Demands on members of the Supervisory Board – both in terms of the range of tasks and with respect to responsibility – have increased steadily over recent years. This applies in particular to the tasks of the Audit Committee. The regulation on remuneration in place since 2006 has not been revised in over 6 years. The national (and international) comparison of Supervisory Board remuneration amounts shows that the revised regulation of the remuneration structure for the Supervisory Board of VERBUND AG as proposed below is in accord with comparable listed companies, in particular those in Austria. The Supervisory Board therefore proposes setting the amount of remuneration and the remuneration structure for the Supervisory Board of VERBUND AG beginning on the date the resolution is adopted by the 66th Annual General Meeting as follows:

Annual remuneration	EUR
Chairman	25,000
Vice-Chairman	15,000
Member	10,000
Attendance fee	500

The amount of remuneration is also applicable for work on the Working Committee and for work on the Audit Committee. As in the past, there is no remuneration for work on other committees.

The overall cost (remuneration of all Supervisory Board members incl. all committee work, excluding attendance fees and expenses) increases from currently €135,000 to €255,000 per year.