

## **INFORMATION FOR DEPOSITARY BANKS CONCERNING THE 66th ANNUAL GENERAL MEETING ON 17 APRIL 2013**

Participation in the Annual General Meeting and exercising voting rights and all other shareholder rights exercised in the course of an Annual General Meeting depend, in the case of bearer shares, on the **ownership of shares on 7 April 2013, 24:00 CEST (record date)**.

Only those are entitled to participate in the Annual General Meeting who are shareholders on this record date and provide evidence of this fact to the Company.

To qualify as evidence of share ownership on the record date, a **written safe custody receipt duly executed in accordance with Section 10a of the Stock Corporation Act (Aktiengesetz, AktG) and provided to the Company by 12 April 2013 exclusively to the following address shall be sufficient:**

By mail: VERBUND AG  
Or by courier: Corporate Affairs, att. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Vienna, Austria  
By fax: +43 (0)1 8900500-70  
Or by e-mail: anmeldung.verbund@hauptversammlung.at

### **Safe custody receipt pursuant to Section 10a AktG**

The **safe custody receipt** must be issued by a bank maintaining the deposit (not a superordinate or subordinate one commissioned with the management of safe custody accounts) domiciled in a member state of the European Economic Area or in a full member state of the OECD and must include the **following information:**

- Information on the issuer: name/company and address or a common code used among banks,
- Information on the shareholder: name/company, address, date of birth for natural persons, or registry and registration number for legal entities, if applicable,
- Information on shares: number of shares held by the shareholder; ISIN AT0000746409,
- Securities account number or other designation
- Date or period of time the safe custody receipt refers to.

**The safe custody receipt** as evidence of share ownership **must refer to the record date of 7 April 2013**. For this reason, it is not possible to **issue** and submit a safe custody receipt **prior to 7 April 2013**.

Safe custody receipts may be submitted in German or English.

Shareholders shall not be blocked by registering their attendance at the Annual General Meeting or by submitting a safe custody receipt and may continue to freely dispose of their shares after registration or submission of a safe custody receipt.

The Company would like to kindly point out that attendance at the Annual General Meeting or, where required, exercising of the right to vote will not be possible for deposit holders whose depositary bank has **failed to submit a complete and correct safe custody receipt** pursuant to sec. 10a AktG as specified above in a timely manner and by means of one of the communication channels referenced above!

As the depositary bank, you are kindly requested to provide the deposit account holders entitled to attend and indicated in the safe custody receipts with a confirmation, stating the name of the owner and the number of shares. This helps to speed up the registration of the deposit holders on the day of the Annual General Meeting and generally avoids the necessity of checking photo identification of those persons unable to provide confirmation.

## **Invalidation of share certificates**

Pursuant to Section 10(2) as amended by the Austrian Act amending Company Law (Gesellschaftsrechts-Änderungsgesetz, GesRÄG) 2011, VERBUND AG is obligated to replace all outstanding physical bearer share certificates by a global certificate and to declare physical share certificates that have not been submitted to be void in accordance with Section 67 in conjunction with Section 262(29) AktG. VERBUND AG fulfilled this legal obligation and carried out an invalidation procedure granted by the Commercial Court of Vienna.

Upon its advertisement in the Official Gazette of Wiener Zeitung on 21 November 2012 in accordance with Section 67 in conjunction with 262(29) AktG, the invalidation of outstanding physical bearer share certificates was announced, and these share certificates thus became invalid. The status of shareholder under property law remains unaffected. Affected shareholders can request a credit entry to their securities account at any time upon submission of the invalidated share certificates to Erste Group Bank AG, safe deposit vault, 1010 Vienna, Neutorgasse 17/1st floor, as depositary agent or via the depositary banks during normal business hours; in other words, a securities account credit corresponding to the number of ordinary shares of ISIN AT0000746409 will be made to a securities account requested by the shareholder.

For the purpose of participation and exercising a voting right at the VERBUND AG Annual General Meeting, we expressly point out that this must be done in such a timely manner that the entry is effected on the record date prior to the respective Annual General Meeting, thus on 7 April 2013, 24:00 CEST. This means that in order to participate in the 66th Annual General Meeting of VERBUND AG on 17 April 2013, the safe custody receipt shall be submitted to the Company no later than by the third business day prior to the Annual General Meeting, thus on 12 April 2013, 24:00 CEST, exclusively to one of the aforementioned addresses:

Pursuant to Section 262(20) AktG, the Company stipulates that, notwithstanding Section 10(3)(2) AktG, it does not accept safe custody receipts and statements under Section 114(1)(4) AktG via an international, highly secure messaging network of credit institutions whose participants can be clearly identified (SWIFT).

## **Questions**

Should you require additional **information** on this topic, please call **the Annual General Meeting hotline** at +43 (0)5 0100 6 – 16386 or send your request via e-mail to: [anmeldung.verbund@hauptversammlung.at](mailto:anmeldung.verbund@hauptversammlung.at)