

VERBUND AG
Vienna, FN 76023 z
ISIN AT0000746409

**Publication of a resolution of the Annual General Meeting
in accordance with Section 65 (1a) of the Stock Corporation Act (AktG)**

At the 66th annual General Meeting of shareholders of VERBUND AG that took place on 17 April 2013, the following resolution was passed:

- 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.

Vienna, April 2013

Executive Board