

INFORMATION ON SHAREHOLDER RIGHTS RELATING TO THE 66th ANNUAL GENERAL MEETING ON 9 APRIL 2014

Dear Shareholders,

Below, we would like to provide you with a brief overview of the participation requirements and the most important shareholder rights relating to the Annual General Meeting of VERBUND AG on 9 April 2014:

Participation in the Annual General Meeting, record date

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 30 March 2014, 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.

- Bearer shares

In the case of bearer shares, a **safe custody receipt** pursuant to Section 10a of the Stock Corporation Act (Aktengesetz, AktG) shall be provided to the Company as evidence of share ownership on the record date **no later than 30 March 2014 24:00 CEST**, exclusively to the following address:

By mail: VERBUND AG
Or by courier: Corporate Office, att. Dr. Andreas Bräuer
Am Hof 6a, 1010 Vienna, Austria
By fax: +43 (0)1 8900500-70
By SWIFT: GIBAATWGGMS
Message type MT598; for shares, indicate ISIN AT0000746409 in text.
Or by e-mail: anmeldung.verbund@hauptversammlung.at

Safe custody receipts are issued by the bank maintaining the deposit account and submitted directly to the Company. They can only be prepared and transmitted prior to the record date. Please see below with regard to content.

Please inform your bank that you would like to participate in the Annual General Meeting well in advance of the record date.

Safe custody receipt pursuant to Section 10a AktG

The safe custody receipt must be issued by a bank maintaining the deposit 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 for the purpose of participation in the Annual General Meeting must refer to the aforementioned record date 30 March 2014.

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.

- Registered shares

For registered shares, entry in the share register is solely relevant; the shareholder is not required to register for the Annual General Meeting.

Addition to the agenda pursuant to Section 109 AktG

Shareholders whose aggregate shareholding equals 5% or more of the share capital and who have held such shares for a period of at least three months prior to submitting this request, can request that additional items be added to the agenda for this Annual General Meeting and be made public. These requests must be received by the Company in writing at the address below no later than 19 March 2014.

By mail: VERBUND AG
Or by courier: Corporate Office, att. Dr. Andreas Bräuer
Am Hof 6a, 1010 Vienna, Austria

Each agenda item requested in this way must be accompanied by a proposal for such resolution including a statement of reasons. In the case of deposited bearer shares, evidence of the shareholder status shall be satisfactorily provided by submitting a safe custody receipt pursuant to Section 10a AktG, confirming that the shareholder making the request has held the relevant shares for at least three months prior to submitting such request. This safe custody receipt can be no older than seven days when submitted to the Company.

Shareholder resolution proposals pursuant to Section 110 AktG

Shareholders whose aggregate shareholding equals 1% of the share capital can submit draft resolutions in writing with respect to each agenda item and request that these be made available on the Company's website along with the statements of reasons, including any statement of the Executive Board or the Supervisory Board, provided that this request is submitted to the Company in writing at one of the the following addresses:

By mail: VERBUND AG
Or by courier: Corporate Office, att. Dr. Andreas Bräuer
Am Hof 6a, 1010 Vienna, Austria

By fax: +43 (0) 50313-154010
Or by e-mail: hv@verbund.com, including the request as an e-mail attachment, e.g. as a PDF file.

In the case of deposited bearer shares, evidence of the shareholding for exercise of this shareholder right shall be provided by means of a safe custody receipt pursuant to Section 10a AktG. This confirmation of holdings can be no older than seven days when submitted to the Company.

Pursuant to Section 128(5) AktG, every proposal must also be submitted in German.

Information on right to information and right to propose a motion pursuant to Sections 118f AktG

Pursuant to Section 118 AktG, shareholders shall be provided with information on matters of the Company upon request during the Annual General Meeting to the extent that the information is necessary to allow proper assessment of an agenda item. The information may be refused if such information – based on a reasonable economic assessment – could cause material damage to the Company or one of its affiliated companies or if provision of such information would be a criminal offence.

Pursuant to Section 119 AktG, each shareholder has the right to propose motions on each agenda item in the Annual General Meeting, which shall require no previous announcement. This right is contingent on proof of the right to participation as specified in the notice to convene.

Each shareholder has the right – regardless of a certain shareholding – to propose motions on each agenda item in the Annual General Meeting. Pursuant to Section 110 AktG, however, a statement of reasons must be submitted in a timely manner for shareholder requests to nominate a candidate for election to the Supervisory Board. Persons can only be nominated for election to the Supervisory Board (agenda item 6) by shareholders whose aggregate shareholding equals 1% of the share capital. Such nominations must be received by the Company in the manner described above no later than 31 March 2014. Pursuant to Section 87(2) AktG, each nomination shall be accompanied by the candidate's declaration of his or her professional qualifications, professional or comparable roles as well as all circumstances which could give rise for concerns regarding partiality. Such nominations including the candidate's declaration pursuant to Section 87(2) AktG of each nominated candidate must be accessible on the company's website on 2 April 2014, otherwise the person concerned shall not be included in the elections.¹

Option to appoint a proxy pursuant to Sections 113f AktG

Each shareholder entitled to participate in the Annual General Meeting has the right to appoint a natural person or legal entity to participate as a proxy. The proxy participates in the Annual 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 Executive Board or the Supervisory Board may not be appointed proxy of a shareholder.

The form provided on the Company's website www.verbund.com/hv can be used for granting power of attorney. The power of attorney must be submitted to the Company on 8 April 2014, 16:00 (CEST), exclusively at one of the following addresses:

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

On the day of the Annual General Meeting, the power of attorney is accepted at registration for the Annual 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.

¹ Supplemented and updated on 21 March 2014 with regard to the additional agenda item 6 "Elections to the Supervisory Board" in the sense of the shareholder request pursuant to Section 109 AktG.