

## INFORMATION ON SHAREHOLDER RIGHTS AND INFORMATION ON SHAREHOLDER DATA PROTECTION RELATING TO THE 72<sup>nd</sup> ANNUAL GENERAL MEETING ON 30 APRIL 2019

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 72<sup>nd</sup> Annual General Meeting of VERBUND AG on 30 April 2019:

### Participation in the Annual General Meeting, record date

In the case of bearer shares, 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 on the **ownership of shares on 20 April 2019, 12:00 midnight CEST, Vienna time (record date)**.

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

### 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 25 April 2019 12:00 midnight CEST, Vienna time**, exclusively by one of the following methods:

- By mail or courier: VERBUND AG  
Corporate Office, att. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Vienna, Austria
- By email: an electronic document in PDF format with a qualified  
electronic signature emailed to [anmeldung.verbund@hauptversammlung.at](mailto:anmeldung.verbund@hauptversammlung.at)
- By SWIFT: GIBAATWGGMS  
message type MT598 or MT599; for shares, it is imperative to indicate  
ISIN AT0000746409 in the text.

Submissions are also welcome in advance in text format:  
by fax: +43 (0)1 8900500-70 or  
by regular email: [anmeldung.verbund@hauptversammlung.at](mailto:anmeldung.verbund@hauptversammlung.at)  
(Safe custody receipts must be in PDF format.)

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 after 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 for transactions between 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, and
- 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 **20 April 2019**.

Safe custody receipts may be submitted in German or English.

By registering their attendance at the Annual General Meeting or by submitting a safe custody receipt, shareholders shall not be blocked, and they 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 no later than 9 April 2019, (12:00 midnight CEST, Vienna time) by one of the following methods.

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

By email: an electronic document in PDF format with a qualified electronic signature emailed to [anmeldung.verbund@hauptversammlung.at](mailto:anmeldung.verbund@hauptversammlung.at)

By SWIFT: GIBAATWGGMS  
message type MT598 or MT599

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 no later than 18 April 2019 (12:00 midnight CEST, Vienna time) by one of the following methods:

By mail: VERBUND AG  
Or by courier: Corporate Office, att. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Vienna, Austria  
By fax: +43 (0)50 313-154010  
Or by email: hv@verbund.com, including the request as an email 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 required pursuant to Section 110(2)(2) AktG**

In the event of a shareholder nomination submitted pursuant to Section 110 AktG to the agenda item 6 "Candidate nomination for election to the Supervisory Board", the Company discloses the following:

The Supervisory Board of VERBUND AG currently has ten members elected by the General Meeting (shareholder representatives) and five appointed by the Works Council pursuant to Section 110 of the Austrian Labour Constitution Act (ArbVG). On the date of the convening of this Annual General Meeting, of the ten shareholder representatives, three are women and, of five employee representatives, two are women. There is no objection pursuant to Section 86(9) AktG against total fulfilment of the quota by the shareholder representatives or the employee representatives.

In the event of a shareholder nomination submitted pursuant to Section 110 AktG to the agenda item 6 "Candidate nomination for election to the Supervisory Board", it should be taken into account that, in the event that the nomination is accepted, at least 5 of the 15 seats on the Supervisory Board are held by women.

## **Information on right to information and right to propose a motion pursuant to Sections 118, 119 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.

At the Annual General Meeting, requests for information shall generally be made verbally but can also be made in writing.

To help expedite the progress of the meeting, questions requiring lengthier preparation may be submitted to the Executive Board in writing in a timely manner before the Annual General Meeting. Questions can be submitted to the Company by email to [andreas.braeuer@verbund.com](mailto:andreas.braeuer@verbund.com).

## **Option to appoint a proxy pursuant to Section 113 AktG et seq**

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.

Power of attorney can be granted prior to or during the Annual General Meeting.

The form provided on the Company's website [www.verbund.com/hv](http://www.verbund.com/hv) can be used for granting power of attorney. The power of attorney must be submitted to the Company on 19 April 2019, 4:00 p.m. CEST, exclusively by one of the following methods, if it is not submitted at the registration for the Annual General Meeting on the day of the Annual General Meeting:

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  
By email: [anmeldung.verbund@hauptversammlung.at](mailto:anmeldung.verbund@hauptversammlung.at)  
Or by SWIFT: GIBAATWGGMS  
message Type MT598 or MT599

Even after power of attorney has been granted, shareholders can still exercise their rights in person at the Annual General Meeting. Personal attendance is deemed to constitute revocation of a previously granted power of attorney.

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.

## **Information on data protection for shareholders of VERBUND AG**

VERBUND AG, Am Hof 6a, 1010 Vienna is the **controller** for processing the shareholders' personal data.

VERBUND AG processes the **personal data** of the shareholders – in particular that information pursuant to Section 10a(2) AktG, i.e. name, address, date of birth, banking information, securities custody account information, number of shares held by the shareholder, share class, if applicable,

voting card number as well as name and date of birth of the proxy, if applicable – on the basis of the applicable data protection regulations, especially the **EU General Data Protection Regulation (GDPR)** and the Austrian Data Protection Act.

The personal data of shareholders is processed in order to enable shareholders to exercise their rights at the Annual General Meeting.

VERBUND AG receives the personal data from the shareholders or from the respective depository bank.

The processing of the personal data of shareholders is absolutely necessary for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. Accordingly, the legal basis for processing is **Article 6(1) lit c GDPR**.

VERBUND AG uses **service companies** such as notaries, banks and IT service providers for the purpose of holding the Annual General Meeting. They only receive the personal data from VERBUND AG which is required to carry out the contracted service, and process the data solely in accordance with the instructions provided by VERBUND AG. If legally required, VERBUND AG has entered into **data protection agreements** with these service companies.

If a shareholder takes part in the Annual General Meeting, all shareholders and their representatives who are present, the members of the Executive Board and Supervisory Board, the notary and all other persons authorised to participate are allowed to view the legally required **list of participants** (Section 117 AktG) and thus also see the personal data included in the list (e.g. name, place of residence, shareholding). VERBUND AG is also legally obliged to submit personal shareholder data (especially the list of participants) to the **commercial register** as part of the notarial record (Section 120 AktG).

The data of the shareholders and their representatives are erased and/or anonymised as soon as they are no longer required for the purposes for which they were collected and processed, and as long as no other legal obligations require their further storage. **Documentation and retention obligations** arise in particular on the basis of corporate, stock and takeover law, from legislation on taxes and duties and from money laundering regulations. In the event that legal claims are asserted by shareholders against VERBUND AG or by VERBUND AG against shareholders, the storage of personal data serves the purpose of **clarifying and asserting such claims** in individual cases. In the context of legal proceedings involving civil lawsuits, this may result in the storage of data during the period of limitation plus the duration of the legal proceedings until the latter's legally valid conclusion.

Shareholders and representatives are at all times entitled to exercise any of the **rights of access, rectification, restriction, objection and erasure** with regard to the processing of their personal data as well as to exercise their right to **data portability** in accordance with chapter III of the GDPR. Shareholders may assert these rights against VERBUND AG free of charge by sending an email to the data protection officer [datenschutz@verbund.com](mailto:datenschutz@verbund.com) or by way of the following point of **contact**:

VERBUND AG  
Am Hof 6a,  
1010 Vienna  
T: +43 (0)50 313-0

Furthermore, shareholders have the right to **lodge a complaint** with the **supervisory authorities for data protection** according to Article 77 GDPR.