

VERBUND AG
Vienna, FN 76023 z
ISIN AT0000746409

Convening of the Annual General Meeting

We hereby invite our shareholders to the

72nd Annual General Meeting of VERBUND AG

on Tuesday, 30 April, 2019, at 10:30

at Haus der Industrie, Großer Festsaal, 1030 Vienna, Schwarzenbergplatz 4

A g e n d a

1. Presentation of the approved 2018 annual financial statements including the management report by the Executive Board and the corporate governance report, the consolidated financial statements including the Group management report, the proposal for the distribution of profits and the report of the Supervisory Board for financial year 2018.
2. Resolution on the appropriation of the net profit reported in the 2018 annual financial statements.
3. Resolution on the approval of the actions of the members of the Executive Board for financial year 2018.
4. Resolution on the approval of the actions of the members of the Supervisory Board for financial year 2018.
5. Appointment of the auditor and the Group auditor for financial year 2019.
6. Elections to the Supervisory Board.

Documents for the Annual General Meeting

In particular, pursuant to Section 108(3) through (5) of the Austrian Stock Corporation Act (AktG) the following documents shall be accessible on the Company's website as entered in the commercial register at www.verbund.com/hv no later than 21 days prior to the Annual General Meeting, thus as of 9 April 2019:

- integrated annual report,
- annual financial statements and management report,
- corporate governance report,
- consolidated financial statements and Group management report,
- proposal for the distribution of profits,
- report of the Supervisory Board,

each for financial year 2018

- proposals of the Executive Board and Supervisory Board concerning agenda items 2 through 6,
- declarations for the elections to the Supervisory Board pursuant to Section 87(2) AktG including curriculum vitae (agenda item 6),
- form for granting power of attorney,
- form for revoking power of attorney, and
- the complete text of this notice to convene.

Information on shareholder rights pursuant to Sections 109, 110, 118 and 119 AktG

Shareholder additions 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 21 days prior to this Annual General Meeting, thus on 9 April 2019 (12:00 midnight, CEST, Vienna time). Each requested agenda item must be accompanied by a proposal for such resolution including a statement of reasons. In the case of bearer shares, evidence of the shareholder status shall be provided by means of a safe custody receipt pursuant to Section 10a AktG confirming that the shareholders making the request have held the relevant shares at least three months prior to submitting such request. This safe custody receipt can be no older than seven days on the date of submission to the Company. With respect to the other requirements applicable to the safe custody receipt, please

refer to the details provided below concerning the right to participation. Such requests must be submitted to the Company in writing at the following address:

- 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:
anmeldung.verbund@hauptversammlung.at
- Or by SWIFT: GIBAATWGGMS
message type MT598 or MT599

Shareholder resolution proposals to the agenda

Pursuant to Section 110 AktG, shareholders whose aggregate shareholding equals 1% of the share capital can propose draft resolutions with respect to each agenda item in writing and request that these be made available on the Company's website along with the statements of reasons, provided that this request is received by the Company no later than the seventh business day prior to the Annual General Meeting, thus on 18 April 2019 (12:00 midnight, CEST, Vienna time). For nominations to the election of Supervisory Board members, the declaration of the candidate pursuant to Section 87(2) AktG replaces the statement of reasons. Such requests must be submitted to the Company in writing at one of the following addresses:

- By mail or courier: VERBUND AG
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 written request as an email
attachment, e.g. in PDF format.

In the case of bearer shares, evidence of the shareholder status shall be provided by means of a safe custody receipt pursuant to Section 10a AktG in order to exercise this shareholder right. This safe custody receipt can be no older than seven days on the date of submission to the Company. With respect to the other requirements applicable to the safe custody receipt, please refer to the details concerning the right to participation.

For registered shares, entry in the share register is relevant, and the shareholder is not required to provide separate evidence.

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 elections 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 elections 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.

Right to information

Pursuant to Section 118 AktG, each shareholder 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 – based on a reasonable economic assessment – such information could cause material damage to the Company or one of its affiliated companies or if provision of such information would be a criminal offence.

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.

Proposing motions during the Annual General Meeting

Each shareholder has the right – regardless of a certain shareholding – to propose motions on each agenda item in the Annual General Meeting. If several motions are filed for a

single agenda item, the Chairman determines the order of voting in accordance with Section 119(3) AktG.

Pursuant to Section 110 AktG, however, a proposal 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 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 18 April 2019 (12:00 midnight, CEST, Vienna time). 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 impartiality. If these are not included with the nomination, the shareholder request to nominate a candidate for election to the Supervisory Board will be excluded from the vote. It should be further noted that – as Section 86(7) AktG concerning the proportional gender representation on the Supervisory Board is applicable to the Company – a minimum of five seats on the Supervisory Board are to be staffed with women or with men in order to fulfil the minimum quota in accordance with Section 86(7) AktG.

Information on the website

Further information regarding the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG are available at the Company's website at www.verbund.com/hv.

Right to participation: record date and requirements for participating in the Annual General Meeting pursuant to Section 111 AktG

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 registered shares) on their registration in the share register and (in the case of bearer shares) on the ownership of shares in each case as of the end of the tenth day prior to the Annual General Meeting (record date), thus on 20 April 2019, midnight CEST. Only those who are shareholders on this record date and provide evidence of this fact to the Company or, in the case of registered shares, are registered in the share register are entitled to participate in the Annual General Meeting.

Bearer shares

As evidence of share ownership on the record date, a safe custody receipt pursuant to Section 10a AktG shall be provided to the Company no later than by the third business day prior to the Annual General Meeting, thus on 25 April 2019, midnight CEST, exclusively at the following address by one of the following communication 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: anmeldung.verbund@hauptversammlung.at
- By SWIFT: GIBAATWGGMS
message type MT598 or MT599; for shares, indicate
ISIN AT0000746409 in 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
(Safe custody receipts must be in PDF format.)

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. At a minimum, it shall include the disclosures set forth in Section 10a(2) AktG:

- Information about the issuer: name/company and address or a common code used for transactions between banks (BIC),
- Information about the shareholder: name/company, address, date of birth for natural persons, or registry and registration number for legal entities, if applicable,
- Information about shares: number of shares held by the shareholder; ISIN AT0000746409,
- Securities account number or other designation, and
- Reference date or period of time of the safe custody receipt.

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 by the end of 20 April 2019, midnight CEST (Vienna time). Safe custody receipts issued by the depository bank may be submitted in German or English.

Registered shares

For registered shares, entry in the share register at the end of the record date is solely relevant; the shareholder is not required to provide separate evidence nor to register for the Annual General Meeting.

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 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.

In case a shareholder has granted power of attorney to the depositary bank, it is sufficient if the bank provides a written statement informing the Company that power of attorney was granted to the bank in addition to the safe custody receipt.

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

The form provided on the Company's website at www.verbund.com/hv can be used for granting power of attorney. The form for granting power of attorney must be submitted to the Company by no later than 29 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 or courier: VERBUND AG
 Corporate Office, att. Dr. Andreas Bräuer
 Am Hof 6a, 1010 Vienna, Austria

By fax: +43 (0)1 8900500-70

By email: anmeldung.verbund@hauptversammlung.at

Or by SWIFT: GIBAAWGGMS
 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.

The power of attorney is also accepted on the date of the Annual General Meeting at registration for the Annual General Meeting at the meeting site.

The aforementioned regulations on granting the power of attorney shall analogously apply for the revoking the power of attorney.

Independent proxy

As a special service, we offer our shareholders the option of exercising their voting right through an independent proxy appointed by the Company – the Interessenverband für Anleger (IVA, Austrian Shareholder Association), Feldmühlgasse 22, 1130 Vienna, office@iva.or.at, tel. +43 1 87 63 343/30. Dr. Wilhelm Rasinger (wilhelm.rasinger@iva.or.at) from IVA will represent such shareholders at the Annual General Meeting. VERBUND AG shall bear the costs for the proxy. The shareholder shall bear all other costs, specifically their own bank fees for the confirmation of holdings from the depositary bank or postage expenses.

Power of attorney can be granted to IVA using the form provided for this purpose on the Company's website at www.verbund.com/hv. The power of attorney must be submitted to the Company in a timely manner and exclusively at one of the following addresses:

By mail or courier: Dr. Wilhelm Rasinger c/o Interessenverband für Anleger (IVA),
Feldmühlgasse 22, 1130 Vienna, Austria

By fax: +43 (0)1 8900500-70

Or by email: anmeldung.verbund@hauptversammlung.at

In case proxy is granted to the IVA, Dr. Wilhelm Rasinger will exercise the right to vote exclusively on the basis of the instructions given by the shareholder which can be indicated on the power of attorney form available for this purpose. In case no instructions are given, the proxy will vote for the proposals submitted by the Executive Board and the Supervisory Board. Please note that the proxy exercising a voting right will accept no instructions on requests to speak, objecting to resolutions proposed by the Annual General Meeting or on asking questions or submitting proposals.

The proposals to be voted on are published by the Company on the website at www.verbund.com/hv.

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 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.

Total number of shares and voting rights as of the date of the convening of the Annual General Meeting (Section 106(9) AktG)

As of the date of the convening of the General Meeting, the Company's share capital amounts to EUR 347,415,686 and is divided into 170,233,686 ordinary bearer shares and 177,182,000 registered ordinary shares.

Each share confers the right to one vote, but with the following proviso:

Pursuant to Section 19(3) of the Articles of Association, with the exception of regional authorities and companies in which regional authorities hold an interest of at least 51%, the voting rights of each shareholder in the Annual General Meeting are restricted to 5% of the share capital, thus to 17,370,784 votes.

Admission and registration

Admission to the Annual General Meeting begins on 30 April 2019 at 9:30 a.m. Valid official photo identification must be provided at registration. Admission may be refused if it is not possible to establish identity.

If you are attending the Annual General Meeting as a proxy, please bring the power of attorney with you in addition to your photo identification. If the original power of attorney has already been sent to the Company, having a copy of the power of attorney with you will expedite the admission process.

Please consider the usual security measures when planning the timing of your arrival.

Vienna, March 2019
Executive Board