

## **Agenda item 2**

### **Proposal of the Executive Board and Supervisory Board**

The Executive Board and the Supervisory Board propose to distribute a dividend of €0.42 per share to 347,415,686 no-par shares from the distributable profit of financial year 2018, i.e. a total of €145,914,588.12.

Trading ex dividend at the Vienna Stock Exchange will be possible as from 7 May 2019. The “Record date dividends” is 8 May 2019. Payment of the dividend will be made as from 20 May 2019 through crediting by the custodian bank.

## **Agenda item 3**

### **Proposal of the Executive Board and Supervisory Board**

The members of the Executive Board acting in fiscal year 2018 shall be discharged from liability for this period of time.

## **Agenda item 4**

### **Proposal of the Executive Board and Supervisory Board**

The members of the Supervisory Board acting in fiscal year 2018 shall be discharged from liability for this period of time.

## **Agenda item 5**

### **Proposal of the Supervisory Board**

On the basis of the Audit Committee's recommendation, the Supervisory Board decided to propose to the Annual General Meeting to appoint Deloitte Audit Wirtschaftsprüfung GmbH, Vienna, as auditor of the annual financial statements and the consolidated financial statements for financial year 2019.

## **Agenda item 6**

### **Proposal of the Supervisory Board**

In accordance with Section 10(1) of the VERBUND AG Articles of Association, the Supervisory Board consists of up to twelve members elected by the Annual General Meeting.

Following the most recent election of Supervisory Board members at the 71st ordinary Annual General Meeting on 23 April 2018, the Supervisory Board consists of fifteen members, of which ten are elected by the Annual General Meeting.

The terms of all elected members of the Supervisory Board generally expire at the 73rd ordinary Annual General Meeting in 2020.

Due to the resignation of Dr. Gerhard Roiss and Dr. Michael Süß upon conclusion of the 72nd ordinary Annual General Meeting at 30 April 2019, two new members are to be elected to the Supervisory Board in order to regain this number.

Section 86(7) of the Austrian Stock Corporation Act (AktG) concerning the proportional gender representation on the Supervisory Board applies to VERBUND AG, which must therefore ensure compliance with the minimum quota in accordance with Section 86(7) AktG. No objection to joint compliance with the quota has been raised in accordance with Section 86(9) AktG, either by the majority of the shareholder representatives or by the majority of employee representatives, so that joint compliance rather than separate compliance will apply in accordance with Section 86(7) AktG.

Accordingly, the minority gender must hold at least five seats on the Supervisory Board.

Currently, of the ten shareholder representatives on the Supervisory Board, three are women and, of five employee representatives on the Supervisory Board, two are women, so that the minimum quota in accordance with Section 86(7) AktG has been met.

The Supervisory Board proposes the election of two new members to the Supervisory Board so that after the election at the Annual General Meeting on 30 April 2019 the Supervisory Board once again comprises ten members elected at the Annual General Meeting.

The Supervisory Board proposes the election of MMag. Thomas Schmid (born 30.10.1975) and Mag. Martin Ohneberg (born 09.02.1971) with effect from the end of this Annual General Meeting.

A separate vote will be held for each of the seats to be filled (two seats) at the upcoming Annual General Meeting.

The Supervisory Board reserves the right to prioritise the candidates for the individual seats.

A candidate's declaration in accordance with Section 87(2) AktG stating his or her specialised qualifications and his or her professional or comparable roles has been submitted for each of the persons nominated for the election and is accompanied by confirmation that there are no circumstances that could give rise to concerns of bias and that there are no convictions by a court of law for a crime that would call into question the professional reliability of the Supervisory Board.

For the elections, the Annual General Meeting is bound to the candidates for election as follows. The nomination of candidates for the election of Supervisory Board members including declaration in accordance with Section 87(2) AktG must be made available for every candidate on the Company's website no later than by 23 April 2019; the person in question shall otherwise be excluded from the election. This also applies to candidates nominated by shareholders in accordance with Section 110 AktG which must be received by the Company in text form no later than by 18 April 2019; please note the details of and requirements for consideration of such candidates set forth in the "Notice of the rights of shareholders in accordance with Sections 109, 110, 118 and 119 AktG/Proposals for resolutions put forward by shareholders in accordance with Section 110 AktG".