



## **VERBUND AG**

Vienna, FN 76023 z

**Annual General Meeting on 16 June 2020, 10:30 a.m.**

### **ADDITIONAL INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY AS DEFINED IN THE COVID-19 COMPANY LAW REGULATION, ON THE COURSE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDER DATA PROTECTION**

#### **VIRTUAL FORM OF THE ANNUAL GENERAL MEETING**

In the interest of protecting shareholders and other participants, the Executive Board – after careful consideration – has decided to take advantage of the new statutory regulations governing virtual annual general meetings.

On the basis of Section 1(2) of the COVID-19 Company Law Act (COVID-19 GesG), Federal Law Gazette [BGBl.] I 16/2020 as amended in Federal Law Gazette [BGBl.] I 24/2020 and the COVID-19 Company Law Regulation (COVID-19 GesV) (Federal Law Gazette [BGBl.] II 140/2020), the Annual General Meeting of VERBUND AG on 16 June 2020 will therefore be conducted as a “virtual annual general meeting” in the interest of both the Company and the participants.

This Executive Board decision means that shareholders and their representatives (with the exception of the special proxies in accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV)) can not physically attend the Annual General Meeting on 16 June 2020 in the interests of health protection.

The Annual General Meeting will take place at Europaplatz 2, 1150 Vienna, with physical attendance of the Chairman of the Supervisory Board, the Chairman of the Executive Board and other members of the Executive Board, the certifying notary and the five special proxies chosen by the Company.

Conducting the ordinary Annual General Meeting as a virtual annual general meeting according to the COVID-19 Company Law Regulation (COVID-19 GesV) necessitates modifications to the otherwise normal course of the Annual General Meeting as well as in exercising shareholder rights.

Exercising voting rights, the right to propose motions and the right to raise objections will occur in accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) exclusively by issuing a power of attorney and instructions to one of

the special proxies suggested by the Company.

Even in a virtual annual general meeting, the shareholders themselves can exercise their right to information using electronic communication, specifically by transmitting questions in text form via email directly to the Executive Board.

### **INTERNET TRANSMISSION OF THE ANNUAL GENERAL MEETING**

In accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) in conjunction with Section 102(4) of the Austrian Stock Corporation Act (Aktengesetz, AktG), the Annual General Meeting will be transmitted in its entirety, in real time image and sound on the Internet.

This is permitted under data protection laws on the legal basis of Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) and Section 102(4) of the Austrian Stock Corporation Act (AktG).

All shareholders of the Company can follow the virtual version of the Annual General Meeting on **16 June 2020 at approximately 10:30 a.m.** on the Internet at **www.verbund.com** using the appropriate technical aids.

By transmitting the Annual General Meeting on the Internet, all shareholders interested in doing so will have the opportunity to follow the course of the Annual General Meeting in real time through this acoustical and optical connection and to observe the presentation of the Executive Board and responses to the shareholders' questions. It is not necessary to register or log in.

Technical requirements of the shareholders include suitable Internet access or a high-speed Internet connection and a device capable of accessing the Internet equipped with a browser supporting HTML5 and JavaScript enabled and capable of audio and video playback of the transmission (e.g. PC with monitor and loudspeakers, laptop, tablet, smartphone, etc.).

Please note that this live transmission as a virtual annual general meeting does not allow for remote participation (Section 102(3)(2) of the Austrian Stock Corporation Act (AktG)) or remote voting (Section 102(3)(3) of the Austrian Stock Corporation Act (AktG) and Section 126 of the Austrian Stock Corporation Act (AktG)), and the Internet transmission is not a two-way connection.

Likewise, please note that the Company is only responsible for the use of technical means of communication insofar as these are attributable to its own sphere.

### **APPOINTMENT OF A SPECIAL PROXY AND PROCEDURE TO BE FOLLOWED**

Each shareholder entitled to participate in this virtual Annual General Meeting based on the COVID-19 Company Law Act (COVID-19 GesG) and the COVID-19 Company Law

Regulation (COVID-19 GesV), and who has provided evidence of this fact to the Company in accordance with the provisions of item IV of this notice to convene, has the right to appoint a special proxy.

In accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV), proposing a motion for resolution, casting a vote and raising an objection in this virtual Annual General Meeting of VERBUND AG on **16 June 2020** can only be done through a special proxy.

The following persons who are suitable and independent of the Company are proposed as special proxies:

(i) Dr. Wilhelm Rasinger,  
IVA Interessenverband der Anleger  
Feldmühlgasse 22, A-1130 Vienna, Austria  
Phone: +43 1 8763343-30  
Fax: +43 1 8763343-39  
Email: vollmacht.verbund.rasinger@computershare.de

(ii) Attorney Dr. Christoph Nauer LL.M.  
bpv Hügel Rechtsanwälte GmbH  
Enzersdorferstraße 4, A-2340 Mödling, Austria  
Phone: +43 2236-893377-0  
Fax: +43 2236-893377-40  
Email: vollmacht.verbund.nauer@computershare.de

(iii) Attorney Dr. Sascha Schulz  
**Schönherr Rechtsanwälte GmbH**  
Schottenring 19, A-1010 Vienna, Austria  
Phone: +43 1 53437-50770  
Fax: +43 1 53437-66100  
Email: vollmacht.verbund.schulz@computershare.de

(iv) Attorney Mag. Philipp Stossier  
Stossier Heitzinger, Rechtsanwälte in Kooperation  
DragonerstraÙe 54, A-4600 Wels, Austria  
Phone: +43 7242-42605  
Fax: +43 7242-42605-20  
Email: vollmacht.verbund.stossier@computershare.de

(iv) Attorney Mag. Gernot Wilfling  
**MÜLLER PARTNER RECHTSANWÄLTE GMBH**  
Rockhgasse 6, A-1010 Vienna, Austria  
Phone: +43 1 5358008  
Fax: +43 1 5358008-50

Email: [vollmacht.verbund.wilfling@computershare.de](mailto:vollmacht.verbund.wilfling@computershare.de)

Each shareholder can select one of the five persons named above as his or her special proxy and grant that person a power of attorney.

Granting a power of attorney to any other person is not permitted under COVID-19 Company Law Regulation (COVID-19 GesV) and is therefore invalid.

Express reference is made to the fact that the special **proxy** granted a power of attorney **does not accept orders to ask questions or to read out contributions**. Rather the shareholders themselves can exercise their right to information by means of electronic communication, specifically by transmitting questions in text form via email directly to the Executive Board in accordance with item VI, sub-item 4.

**If orders are to be issued to a special proxy granted a power of attorney to propose motions for resolution and to raise objections in the virtual Annual General Meeting on one or several agenda item(s), timely contact with the special proxy granted a power of attorney by the shareholder is recommended.**

It is expressly requested that the shareholder indicate an email address and a **password** when granting a power of attorney so that the special proxy is able to verify or more easily **verify the identity** of the affected shareholder in an appropriate way in communications taking place at a later date, particularly during the Annual General Meeting via email.

A separate power of attorney form for granting power of attorney is available for download on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020). Please carefully read through this power of attorney form

In your interest, the **powers of attorney** should be received at one of the email addresses listed below no later than **by 12 June 2020, 4:00 p.m.** CEST, Vienna time:

- (i) [vollmacht.verbund.rasinger@computershare.de](mailto:vollmacht.verbund.rasinger@computershare.de)
- (ii) [vollmacht.verbund.nauer@computershare.de](mailto:vollmacht.verbund.nauer@computershare.de)
- (iii) [vollmacht.verbund.schulz@computershare.de](mailto:vollmacht.verbund.schulz@computershare.de)
- (iv) [vollmacht.verbund.stossier@computershare.de](mailto:vollmacht.verbund.stossier@computershare.de)
- (v) [vollmacht.verbund.wilfling@computershare.de](mailto:vollmacht.verbund.wilfling@computershare.de)

By using this method of transmission, only the special proxy selected and granted a power of attorney by you has direct access to the power of attorney, whereas none of the other proxies has access.

Because of the need to uphold the special measures necessitated by COVID-19, personally handing over the power of attorney to the special proxy at the location where the meeting will be held is expressly prohibited.

Furthermore, the following communication methods and addresses are also available for transmitting the powers of attorney:

By mail or courier:	VERBUND AG Corporate Office att. Dr. Andreas Bräuer Am Hof 6a, 1010 Vienna, Austria
By fax:	+49 89 30903 74675
By email:	<b>anmeldestelle@computershare.de</b>
By SWIFT:	COMRGB2L (Message Type MT598 or MT599, ISIN AT0000746409 must be referenced in the body of the message)

To ensure smooth processing, please only use the forms provided.

In the event that a power of attorney is granted to another person, please note that there must be a valid chain of authorisation (substitute power of attorney) guaranteeing that one of the five special proxies is authorised to exercise the right to vote, the right to propose motions and the right to raise objections in the Annual General Meeting. Granting power of attorney to a person other than one of the five special proxies to exercise these rights in the Annual General Meeting is not permitted in accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV). However, it is permitted to authorise other persons to exercise other rights, particularly the right to information and the right to speak.

Details on granting a power of attorney, particularly to the text form and content of the power of attorney, can be found on the power of attorney forms provided for the shareholders.

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

#### **Addition to the agenda by shareholders pursuant to Section 109 of the Austrian Stock Corporation Act (AktG)**

Shareholders whose individual or 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 **26 May 2020** (12:00 midnight CEST, Vienna time) by one of the following methods:

By mail:	VERBUND AG
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: <b>anmeldestelle@computershare.de</b>
By SWIFT:	COMRGB2L Message Type MT598 or MT599 ISIN AT0000746409 must be referenced in the body of the message)

The wording of the agenda item and the proposal for resolution must be in German. Evidence of the shareholding for exercising this shareholder right shall be provided by submitting a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG).

**Shareholder proposals of motions for resolution on the agenda in accordance with Section 110 of the Austrian Stock Corporation Act (AktG)**

Shareholders whose individual or aggregate shareholding equals at least 1% of the share capital can transmit in text form as defined in Section 13(2) of the Austrian Stock Corporation Act (AktG) **proposed motions for resolution** including a statement of reasons on each agenda item and request that these, along with the name of the shareholder in question, the statements of reasons to be attached and any comments by the Executive Board or the Supervisory Board, be made available on the Company's website listed in the commercial register, provided that this request is received by the Company by **4 June 2020** (12:00 midnight CEST, Vienna time) in text form as defined in Section 13(2) of the Austrian Stock Corporation Act (AktG) either by fax to +43 (0) 50313-154010 or mail to the attention of Dr. Andreas Bräuer, VERBUND AG Corporate Office, Am Hof 6a, 1010 Vienna, Austria, or by email **hv@verbund.com** by attaching the request in text form, such as in PDF format.

Evidence of the shareholder status shall be provided by means of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG). This safe custody receipt can be no more than seven days old on the date of its submission to the Company.

Such shareholder motions can be sent exclusively 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 fax:	+43 (0) 50313-154010

By email:	<b>hv@verbund.com</b> , by attaching the request in text form, e.g. as a PDF file
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Every proposal for resolution must also be submitted in German.

Evidence of the shareholding for exercising this shareholder right shall be provided by submitting a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG).

### **Safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (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 (BIC);
- 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 (international securities identification number);
- securities account number or other designation; and
- date 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 by the end of **6 June 2020** (12:00 midnight CEST, Vienna time).

Safe custody receipts may be submitted in German or English.

The safe custody receipt as required evidence of the shareholding in connection with exercising the shareholder rights in accordance with Section 109 of the Austrian Stock Corporation Act (AktG) (additions to the agenda) and Section 110 of the Austrian Stock Corporation Act (AktG) (shareholder proposals of motions for resolution) may be no more than seven days old at the time of submission to the Company.

The safe custody receipt as required evidence of the shareholding in connection with exercising the shareholder right in accordance with Section 109 of the Austrian Stock Corporation Act (AktG) (additions to the agenda) must show that the requesters have held the shares continuously for at least three months prior to making the request.

In the event of several shareholders only reaching the threshold jointly, all of the documents providing evidence of the shareholding must refer to the same record date.

### **Bearer shares**

As evidence of share ownership on the record date, a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) shall be submitted to the Company no later than on **10 June 2020** (12:00 midnight CEST, Vienna time) exclusively 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: <b>anmeldestelle@computershare.de</b>
By SWIFT:	COMRGB2L (Message Type MT598 or MT599, ISIN AT0000746409 must be referenced in the body of the message)
Submissions are also welcome in advance in text format: by fax: +49 89 30903 74675 or by regular email: <b>anmeldestelle@computershare.de</b> (Safe custody receipts must be in PDF format.)	

### **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.

### **Shareholders' right to information pursuant to Section 118 of the Austrian Stock Corporation Act (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 right to information also extends to the legal relationships between the Company and an affiliated company and that of the position of the Group to the companies included in the consolidated financial statements.

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.

### **SHAREHOLDER RIGHT TO INFORMATION**

Express reference is made to the fact that, even in virtual annual general meetings, the **right to information** pursuant to Section 118 of the Austrian Stock Corporation Act (AktG) and the right to speak can also be exercised by the shareholders themselves **during the Annual General Meeting**. Please note that **the Chairman** can define **appropriate time limits** during the Annual General Meeting.

Regardless of this, the shareholders are requested to transmit all **questions in text form** by email to the address **fragen.hauptversammlung@verbund.com** and to do so in such a way that they are **received** by the Company no later than by the second business day before the Annual General Meeting, which is Friday, **12 June 2020**.



Please use the question form accessible on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

### **COURSE OF THE VIRTUAL ANNUAL GENERAL MEETING**

Even during the Annual General Meeting, shareholders will have the opportunity to send their questions electronically **in text form within a certain time frame** after the Annual General Meeting has been opened.

During the Annual General Meeting, these questions will be read out by the Chairman or a person designated by the Chairman.

For these questions, please also use the question form available on the website and send it **by email to [fragen.hauptversammlung@verbund.com](mailto:fragen.hauptversammlung@verbund.com)**. This email must name the person making the declaration (name/company, date of birth/commercial register number of the shareholder) and the completion of the declaration must be shown through reproduction of a signature of the name or otherwise (Section 13(2) of the Austrian Stock Corporation Act (AktG)) in order to allow the Company to determine the identity and verify that it matches the safe custody receipt.

Shareholders hereby have the opportunity to react to developments in the Annual General Meeting themselves, for instance by asking a follow-up question or additional question.

The **Chairman** of the Annual General Meeting will structure the course of the Annual General Meeting in terms of time just as in an Annual General Meeting with attendance; in particular, the Chairman will **announce a specific time up until which questions can be asked**.

Even during the Annual General Meeting, shareholders also have the opportunity up until a specific time to change the instructions to the respective proxy, particularly instructions on **proposing new motions, casting votes or changing their instructions on casting votes** on one or more agenda items, but also on **raising objections** to one or more agenda items. For this, please use a simple email to the email address of your proxy to whom you have granted the power of attorney:

- (i) [vollmacht.verbund.rasinger@computershare.de](mailto:vollmacht.verbund.rasinger@computershare.de)
- (ii) [vollmacht.verbund.nauer@computershare.de](mailto:vollmacht.verbund.nauer@computershare.de)
- (iii) [vollmacht.verbund.schulz@computershare.de](mailto:vollmacht.verbund.schulz@computershare.de)
- (iv) [vollmacht.verbund.stossier@computershare.de](mailto:vollmacht.verbund.stossier@computershare.de)
- (v) [vollmacht.verbund.wilfing@computershare.de](mailto:vollmacht.verbund.wilfing@computershare.de)

This simple email must name the person making the declaration (name/company, date of birth/commercial register number of the shareholder) and the completion of the declaration must be shown through reproduction of a signature of the name or otherwise

(Section 13(2) of the Austrian Stock Corporation Act (AktG)) in order to allow the proxy to determine the identity and verify that it matches the power of attorney. Please note that in all likelihood, it will only be possible to communicate with your proxy electronically during the Annual General Meeting and, in particular, reaching the proxy by telephone can not be guaranteed.

**During the course of the Annual General Meeting, the Chairman will also determine the time up until which the instructions concerning proposing motions, voting and objections can be made.**

Please note that it may be necessary to briefly interrupt the virtual Annual General Meeting in order to reliably process the shareholder instructions to the proxies received during the Annual General Meeting.

The Executive Board will endeavour to ensure that the decision-making process for shareholders is of the highest quality possible within the framework of the communication methods and participation options described above.

### **Information on the shareholder right to propose motions during the Annual General Meeting in accordance with Section 119 of the Austrian Stock Corporation Act (AktG), proposing motions in 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. This right is contingent on proof of the right to participation as specified in the notice to convene. However, in accordance with the COVID-19 Company Law Regulation (COVID-19 GesV), shareholders can only exercise the right to propose motions through a special proxy who will propose any such motion in the virtual Annual General Meeting in the place of the shareholder.

### **INFORMATION FOR SHAREHOLDERS ON DATA PROCESSING**

VERBUND AG, Am Hof 6a, 1010 Vienna is the **party responsible (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) of the Austrian Stock Corporation Act (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, and, if applicable, name, address and date of birth of the proxy (authorised representative) as well as the voting behaviour and other actions of the shareholder during the Annual General Meeting as recorded in the minutes – on the basis of the applicable data protection regulations, especially the **EU General Data Protection Regulation (GDPR)** and the Austrian Data Protection Act and the Austrian Stock Corporation 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 (data in accordance with Section 10a(2) of the Austrian Stock Corporation Act (AktG)).

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 of the GDPR**.

VERBUND AG uses service companies and processors such as IT and back office 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 on the basis of an agreement under data protection laws.

If a shareholder takes part in the Annual General Meeting, all shareholders and their proxies 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 of the Austrian Stock Corporation Act (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 of the Austrian Stock Corporation Act (AktG)). Notaries receive the personal data necessary to meet these statutory obligations.

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 proxies 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 at **datenschutz@verbund.com** or by way of the following **point of contact**:

VERBUND AG

Am Hof 6a

1010 Vienna

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