



VERBUND AG

Vienna, Austria

FN 76023 z, ISIN AT0000746409

(“Company”)

**Notice to convene the 77th Annual General Meeting of
VERBUND AG**

on Tuesday, 30 April 2024 at 10:30 a.m. CEST (Vienna time)

in Messe Wien Exhibition & Congress Center, Messeplatz 1, 1020 Vienna, Austria

I. AGENDA

1. Presentation of the approved 2023 annual financial statements, including the management report by the Executive Board and the Corporate Governance report; presentation of the consolidated financial statements, including the Group management report; and presentation of the proposal for the distribution of profits and the report of the Supervisory Board for financial year 2023
2. Resolution to formally approve the appropriation of the net profit reported in the 2023 annual financial statements
3. Resolution to formally approve the actions of the members of the Executive Board for financial year 2023
4. Resolution to formally approve the actions of the members of the Supervisory Board for financial year 2023
5. Appointment of the auditor of the financial statements, consolidated financial statements and sustainability report for financial year 2024
6. Resolution to formally approve the remuneration report presenting the remuneration paid to the members of the Executive and Supervisory Boards of VERBUND AG for financial year 2023
7. Elections to the Supervisory Board
8. Resolution on the new version of the Articles of Association

**II. INFORMATION ON THE ANNUAL GENERAL MEETING; PROVISION OF
INFORMATION ON THE WEBSITE**

Particularly the following documents will be made available on the Company's website at **www.verbund.com** and <https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2024> from no later than 9 April 2024 pursuant to Section 108(3) and (4) of the Austrian Stock Corporation Act (*Aktiengesetz*, AktG):

- Integrated Annual Report 2023, including:
 - Consolidated Corporate Governance Report;

- Group management report;
- Report on non-financial information (NFI Report);
- Consolidated financial statements;
- Annual Report 2023, including:
 - Report of the Supervisory Board;
 - Management report;
 - Annual financial statements;
 - Proposal for the distribution of profits;
- Voting recommendations for agenda items 2 to 8 along with the remuneration report presenting the remuneration paid to the members of the Executive and Supervisory Boards of VERBUND AG for financial year 2023 (Annex ./1 to agenda item 5) and the wording of the new version of the Articles of Association (Annex ./1 to agenda item 8);
- Declaration of the candidates for the elections to the Supervisory Board on agenda item 7 in accordance with Section 87(2) of the Austrian Stock Corporation Act (AktG), including curriculum vitae;
- Proxy agreement form;
- Proxy agreement form and instructions to the independent company-appointed proxy (IVA);
- Form for revoking proxy agreement; and
- The complete text of this notice to convene.

III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights applicable at this Annual General Meeting depends, in case of registered shares, on whether they have been entered in the share register and/or, in the case of bearer shares, on the status of share ownership at 11:59 p.m. CEST (Vienna time) on **20 April 2024** (record date).

Only those persons who are shareholders as at aforesaid record date and evidence same to the Company or, in the case of registered shares, whose names have been entered 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 of the Austrian Stock Corporation Act (AktG) must be submitted to the Company by no later than 11:59 p.m. CEST (Vienna time) on **25 April 2024**. The submission must be made via one of the following communication channels:

By mail or by courier:	VERBUND AG Corporate Office, attn.: Dr. Andreas Bräuer Am Hof 6a, 1010 Vienna, Austria
By e-mail:	An electronic document in PDF format bearing a qualified electronic signature: anmeldestelle@computershare.de
or 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 form:	by e-mail: anmeldestelle@computershare.de (Please submit safe custody receipts in PDF format.)

Shareholders are requested to contact their custodian bank to arrange for issuance and transmission of a safe custody receipt.

The record date has no effect on the saleability of the shares and is not relevant to the dividend entitlement.

Safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG)

The safe custody receipt must be issued by a custodian bank domiciled in a member state of the European Economic Area (EEA) or a full member state of the OECD and must include the following information (Section 10a(2) of the Austrian Stock Corporation Act (AktG)):

- Information on the issuer: name/company name and address, or a code used commonly in intrabank transactions (SWIFT);
- Information on the shareholder: name/company name, address, date of birth for natural persons or registry and registration number for legal entities, if applicable;
- Information on the shares: number of shares held by the shareholder, ISIN AT0000746409 (international securities identification number);
- Securities/custody account number or other designation; and
- Date or period of time to which the safe custody receipt refers.

The safe custody receipt, as evidence of share ownership for the purpose of participation in the Annual General Meeting, must be dated prior to the end of the record date at 11:59 p.m. CEST (Vienna time) on **20 April 2024**.

Safe custody receipts may be submitted in German or English.

Registered shares

For registered shares, only the entry in the share register at the end of the record date is relevant; the shareholder is not required to provide separate evidence or to register for the Annual General Meeting.

IV. OPTION TO APPOINT A PROXY (AUTHORISED REPRESENTATIVE) IN ACCORDANCE WITH SECTIONS 113 ET SEQ. OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

Any shareholder who is entitled to participate in the Annual General Meeting has the right to appoint a natural or legal person to serve as their proxy (authorised representative). The authorised representative shall participate in the Annual General Meeting in the name of the relevant shareholder and shall have the same rights as the shareholder they represent.

The Company itself as well as the members of its Executive Board or Supervisory Board cannot be appointed to serve as a shareholder's authorised representative(s).

If a shareholder appoints their custodian bank to serve as their authorised representative, the custodian bank only needs to submit a statement regarding its appointment as an authorised representative to the Company in addition to the safe custody receipt.

A proxy agreement may be issued both prior to and during the Annual General Meeting.

The form made available on the Company website at www.verbund.com or at <https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2024> may be used to issue a proxy agreement. The proxy agreement must be received by the Company by no later than 4:00 p.m. CEST (Vienna time) on 29 April 2024 solely at one of the addresses specified below unless it is submitted in person at the registration desk on the day of the Annual General Meeting:

By mail or by courier:	VERBUND AG Corporate Office, attn.: Dr. Andreas Bräuer Am Hof 6a, 1010 Vienna, Austria
By e-mail:	anmeldestelle@computershare.de
or by SWIFT:	COMRGB2L Message Type MT598 or MT599 (ISIN AT0000746409 must be referenced in the body of the message)

Shareholders may still exercise their rights at the Annual General Meeting in person even after they have concluded a proxy agreement. A shareholder's appearance at the Annual General Meeting in person shall be deemed to revoke a previously issued proxy agreement.

On the day of the Annual General Meeting, a proxy agreement may be submitted at the registration desk located at Annual General Meeting venue.

The aforementioned regulations on the issuance of a proxy agreement apply mutatis mutandis to any revocation of the proxy agreement.

Independent proxy

We offer our shareholders the option to have an independent proxy (authorised representative) appointed by the Company – specifically, the Austrian Shareholder Association (*Interessenverband für Anleger*, IVA), Feldmühlgasse 22, 1130 Vienna, Austria, office@iva.or.at, phone: +43 1 87 63 343/30 – to exercise their voting right in their name. Mr. Florian Beckermann (florian.beckermann@iva.or.at) of the IVA shall represent the relevant shareholders at the Annual General Meeting. VERBUND AG shall bear the cost of this proxy appointment. All other costs, particularly shareholders' own bank fees for the safe custody receipt or mailing costs, shall be borne by the respective shareholders themselves.

The specific form made available on the Company website – www.verbund.com or <https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2024> – for appointing the IVA to serve as proxy (authorised representative) may be used for this purpose. The proxy agreement must be received in due time solely at one of the following addresses:

by mail or courier:	Florian Beckermann, c/o Interessenverband für Anleger (IVA), Feldmühlgasse 22, 1130 Vienna, Austria
or by e-mail:	anmeldestelle@computershare.de

If the IVA is appointed to serve as an authorised representative, Florian Beckermann shall exercise the relevant shareholder's voting right solely in accordance with the shareholder's instructions, which may be checked on the special proxy agreement form. If no instructions have been checked, the authorised representative shall vote for the voting recommendations of the Executive Board and the Supervisory Board. Please note that the proxy does not accept instructions regarding requests to speak, requests to lodge objections to resolutions of the Annual General Meeting or requests to ask questions or file applications.

The Company publishes the voting proposed resolutions on its website at www.verbund.com and <https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2024>.

V. INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Additions to the agenda by shareholders pursuant to Section 109 of the Austrian Stock Corporation Act (AktG)

Shareholders whose individual or aggregate shareholding equals 5% of the share capital and who have held such shares for a period of at least three months prior to submitting a request may request in writing that **additional items be added to the agenda** of this Annual General Meeting and be made public. Any such request must be received by the Company in written form (by mail or courier) by no later than 11:59 p.m. CEST (Vienna time) on **9 April 2024**. Requests may only be sent via one of the following channels: by mail (**VERBUND AG**, Corporate Office, attn.: Dr. Andreas Bräuer, Am Hof 6a, 1010 Vienna, Austria), by e-mail (consisting of an electronic document in PDF format bearing a qualified electronic signature and sent to: anmeldestelle@computershare.de), or by SWIFT (COMRGB2L, Message Type MT598 or MT599; ISIN AT0000746409 must be referenced in the body of the message).

Each agenda item so requested must be accompanied by a motion, including a statement of reasons. A German version of the agenda item and the motion submitted must also be provided; however, this does not apply to the statement of reasons. Evidence of shareholder status must be provided by means of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) confirming that the shareholders making the request held their shares for at least three months prior to submitting such request. The safe custody receipt may be no more than seven days old at the time it is submitted to the Company. Multiple safe custody receipts for shares comprising an aggregate shareholding of 5% must bear identical date/time stamps.

With respect to the other requirements applicable to safe custody receipts, please refer to the information on participation rights (item III of this notice to convene).

2. Motions on agenda items put forward by shareholders in accordance with Section 110 of the Austrian Stock Corporation Act (AktG)

Shareholders whose individual or aggregate shareholding equals 1% of the share capital may submit **motions** in text form as defined in Section 13(2) of the Austrian Stock Corporation Act (AktG), including a statement of reasons, on each agenda item and may request that any such motions, along with the names of the relevant shareholders, the statement of reasons to be attached and any comments by the Executive Board or the Supervisory Board, be made available on the Company website as listed in the commercial register, provided such request is received by the Company by no later than 11:59 p.m. CEST (Vienna time) on **19 April 2024** in text form as defined in Section 13(2) of the AktG either by mail addressed to the attention of Dr. Andreas Bräuer, **VERBUND AG**, Corporate Office, Am Hof 6a, 1010 Vienna, Austria, or by

e-mail addressed to **hv@verbund.com**; in the latter case the request shall be attached to the e-mail as a PDF. If the text form pursuant to Section 13(2) of the Austrian Stock Corporation Act (AktG) is required, the relevant declaration must be made on paper or in another manner suitable for its permanent reproduction in writing, the person making the declaration must be named and completion of the declaration must be evidenced through reproduction of a signature or in another manner. A German version of the proposed motion must also be provided; however, this does not apply to the statement of reasons.

Where candidates are being **nominated for election to the Supervisory Board**, the declaration of the nominated persons pursuant to Section 87(2) of the Austrian Stock Corporation Act (AktG) shall take the place of the statement of reasons.

In case of bearer shares, evidence of shareholder status must be provided by means of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG). The safe custody receipt may be no more than seven days old at the time it is submitted to the Company. If multiple shareholders are needed to reach the 1% shareholding requirement, all of the shareholders' safe custody receipts must bear identical date/time stamps.

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

With respect to the other requirements applicable to safe custody receipts, please refer to the information on participation rights (item III of this notice to convene).

3. Statements in accordance with Section 110(2) sentence 2 of the Austrian Stock Corporation Act (AktG) in conjunction with Section 86(7) and (9) of the AktG

The Company is making the following statements with regard to agenda item 7, "Elections to the Supervisory Board", and the possibility that a corresponding nomination will be made by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act (AktG):

Pursuant to Article 10(1) of the Articles of Association of **VERBUND AG**, the Supervisory Board comprises up to twelve members (elected by the Annual General Meeting).

Following the election of Supervisory Board members by the 76th Annual General Meeting on 25 April 2023, the Supervisory Board comprised ten members elected by the Annual General Meeting and five members delegated by the Works Council.

Section 86(7) of the Austrian Stock Corporation Act (AktG) is applicable to **VERBUND AG**.

The Supervisory Board of **VERBUND AG** currently comprises ten members elected by the Annual General Meeting (shareholder representatives) and five members delegated by the Works Council in accordance with Section 110 of the Austrian Labour Constitution Act (*Arbeitsverfassungsgesetz, ArbVG*) (employee representatives). Of the ten shareholder representatives, six are men and four are women; of the five employee representatives, three are men and two are women.

No objection pursuant to Section 86(9) of the Austrian Stock Corporation Act (AktG) has been raised and the minimum percentage pursuant to Section 86(7) of the Austrian Stock Corporation Act (AktG) is therefore complied with in its entirety.

4. Shareholders' right to information pursuant to Section 118 of the Austrian Stock Corporation Act (AktG)

Every shareholder must be provided with information on matters of the Company upon request during the Annual General Meeting to the extent that such information is necessary to allow proper assessment of an agenda item. The right to information also extends to legal relationships between the Company and an affiliated company as well as the position of the Group and the companies included in the consolidated financial statements.

The provision of information may be refused if – based on a reasonable entrepreneurial 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.

The exercise of shareholders' right to information requires evidence of the right to participate (item III of this notice to convene).

Requests for information must be presented verbally at the Annual General Meeting, but they may also be submitted in writing.

Questions the responses to which require extensive preparation may be submitted in text form to the Executive Board in a timely manner prior to the Annual General Meeting in order to maintain meeting efficiency. The relevant questions may be sent to the Company by e-mail to fragen.hauptversammlung@verbund.com.

5. Shareholder motions during the Annual General Meeting in accordance with Section 119 of the Austrian Stock Corporation Act (AktG)

Every shareholder has the right – regardless of their specific shareholding – to file motions on each agenda item during the Annual General Meeting. If several motions have been filed with regard to an agenda item, the chairperson shall determine the voting sequence in accordance with Section 119(3) of the Austrian Stock Corporation Act (AktG).

This **requires evidence of the right to participate** in accordance with item III of this notice to convene.

However, any **shareholder motion regarding the election of a Supervisory Board member** is predicated on timely transmission of a motion pursuant to Section 110 of the Austrian Stock Corporation Act (AktG): candidates for election to the Supervisory Board may only be proposed by shareholders whose aggregate shareholdings equal 1% of the share capital. Any such nominations must be received by the Company by no later than 11:59 p.m. CEST (Vienna time) on **19 April 2024** in the manner described above. In accordance with Section 87(2) of the Austrian Stock Corporation Act (AktG), the declaration of the relevant candidate regarding their specialised qualifications, their professional or comparable roles as well as any circumstances that could give rise to concerns of bias must be attached to all nominations. Absent such information, the shareholder motion regarding the election of a Supervisory Board member may not be considered in the voting. As Section 86(7) of the Austrian Stock Corporation Act (AktG) concerning the proportional gender representation on the Supervisory Board applies to the Company, note furthermore that at least five seats each on the Supervisory Board must be allocated to women and to men in order to fulfil the minimum quota requirement pursuant to Section 86(7) of the Austrian Stock Corporation Act (AktG).

6. Information for shareholders on data processing **VERBUND AG, Am Hof 6a, 1010 Vienna, Austria**, is the **party responsible (data controller)** for processing shareholders' personal data.

VERBUND AG processes the **personal data** of its shareholders – in particular that pursuant to Section 10a(2) of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, bank details, securities custody account number, 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 record and other actions of the shareholder during the Annual General Meeting as recorded in the minutes – in accordance with the applicable data protection regulations, in particular, the **EU General Data Protection Regulation (GDPR)**, the Austrian Data Protection Act and the Austrian Stock Corporation Act (AktG).

The personal data of shareholders are 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 custodian bank (data pursuant to Section 10a(2) of the Austrian Stock Corporation Act (AktG)). The processing of the personal data of shareholders or of their authorised representatives is absolutely necessary to enable shareholders and their representatives to participate in the Annual General Meeting pursuant to the Austrian Stock Corporation Act (AktG). Accordingly, the legal basis for data processing is **Article 6(1)(c) of the GDPR**.

VERBUND AG uses service companies and order processors such as IT and back office service providers for the purpose of organising the Annual General Meeting. These parties are only furnished with such personal data from **VERBUND AG** as is required to carry out the contracted service, and they process the data solely on the basis of an agreement under data protection law.

If a shareholder or their authorised representative takes part in the Annual General Meeting, all attending shareholders or their authorised representatives, the members of the Executive Board and the Supervisory Board, the notary and all other authorised persons may view the legally required **list of participants** (Section 117 of the Austrian Stock Corporation Act (AktG)) and thus also obtain access to the personal data specified 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.

Data on shareholders and their representatives are deleted and/or anonymised as soon as the data are no longer required for the purposes for which they were collected and processed, and as long as no other legal obligations require further retention thereof. **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 conversely by **VERBUND AG** against shareholders, the retention of personal data serves the purpose of **investigating and asserting such claims** in individual cases. In the context of legal proceedings involving civil lawsuits, this may result in the data being retained for the duration of the period of limitation plus the duration of the legal proceedings until their final and binding conclusion.

All shareholders and all authorised representatives are at all times entitled to exercise any of their **rights to information, rectification, restriction, objection or 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 e-mail to the data protection officer at **datenschutz@verbund.com** or by way of the following **points of contact**:

VERBUND AG

Am Hof 6a
1010 Vienna, Austria

Furthermore, shareholders have the right to lodge a complaint with the supervisory authority for data protection as defined in Article 77 of the GDPR.

VI. ADDITIONAL INFORMATION AND INSTRUCTIONS

1. Total number of shares and voting rights

As at the date of this notice to convene the Annual General Meeting, the Company's share capital was €347,415,686 and was divided into 170,233,686 no-par value bearer shares and 177,182,000 no-par value registered shares.

Each share confers the right to one vote at the Annual General Meeting, subject to the following, however:

Pursuant to Article 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, and thus to 17,370,784 votes.

2. Entry and registration

Entry to the Annual General Meeting begins on 30 April 2024 at 9:30 a.m. Valid, official photo ID must be presented for verification purposes at the time of registration. A person may be denied entry if they cannot verify their identity.

If you are attending the Annual General Meeting as an authorised representative, please also present the proxy agreement form along with your photo ID. If you have already submitted the original of the proxy agreement form to the Company, please present a copy thereof to facilitate your being granted entry.

3. Safety controls and prohibition of weapons

Please allow enough time for what are by now customary safety checks such as personal identity verification as well as inspections of bags and backpacks.

Persons in possession of dangerous items suitable for committing violence against people or objects – such as firearms, knives, pepper spray or the like – shall be allowed entry to the Annual General Meeting only if they leave the dangerous items with the security personnel.

Vienna, March 2024

The Executive Board