

Consolidated Corporate Governance Report 2025

in accordance with Section 267b of the Austrian Commercial Code (UGB)

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Corporate governance – framework

VERBUND AG is a listed stock corporation domiciled in Austria. Its corporate governance framework is derived from Austrian and European law, including, but not limited to, stock corporation and capital market law, the Austrian Commercial Code (*Unternehmensgesetzbuch*, UGB) including the regulations governing employee co-determination, the Company's Articles of Association, the rules of procedure for the Company's Boards and, finally, the Austrian Code of Corporate Governance (*Österreichischer Corporate Governance Kodex*, ÖCGK).

Commitment to the Austrian Code of Corporate Governance

Declaration of conformity

VERBUND has declared its unconditional commitment to the Austrian Code of Corporate Governance (ÖCGK). The Executive Board and Supervisory Board see it as their primary duty to comply with all of the rules of the Code as fully as possible and to maintain and continue to develop the Group's high internal standards. The Code as amended in January 2025 was applied during financial year 2025 and adhered to in accordance with the explanatory notes in this report. Active implementation of the requirements of the Code is intended to ensure responsible management and control of the Group directed at sustainable, long-term value creation and to create a high level of transparency for all stakeholders. VERBUND will continue to actively adhere to the Code as amended during financial year 2026. Applying the Code as fully as possible is an essential building block for strengthening the trust placed in the Group by shareholders, business partners, employees and the general public.

The Austrian Code of Corporate Governance as amended is available on the website of the Austrian Working Group for Corporate Governance at www.corporate-governance.at.

Scope of reporting

A consolidated corporate governance report is presented as required under statutory provisions. As a combined report, it also includes the report in accordance with Section 243c of the Austrian Commercial Code (UGB), and key items have been expanded beyond the listed parent company to include the entire Group. Opinion 22 of the Austrian Financial Reporting and Auditing Committee (AFRAC) has been followed with respect to the requirements on content.

VERBUND has applied European Sustainability Reporting Standards (ESRS) for the 2025 Non-Financial Statement. This Consolidated Corporate Governance Report includes not only the disclosures required by law but also the additional content as intended by the Code of Corporate Governance, plus the corresponding additions arising from ESRS disclosure requirements. Accordingly, the content is reported as part of the Corporate Governance Report in accordance with ESRS 2 GOV-1 and ESRS 2 GOV-2. Significant events after the reporting date are included in the report.

The 2025 report therefore underwent a voluntary external evaluation of compliance with the Austrian Code of Corporate Governance (ÖCGK), as well as an external assurance as to whether the disclosures pursuant to ESRS 2 GOV-1 and GOV-2 for financial year 2025 included in the report were in line with ESRS. The findings of this evaluation can be found at the end of this report in the External evaluation section.

Detailed information on the composition and work procedures of the Executive Board, the Supervisory Board and the Supervisory Board's committees is provided in the sections entitled Executive Board and Supervisory Board.

For information on the remuneration of the Executive Board and Supervisory Board, please refer to the separate remuneration report, which is to be submitted to the Annual General Meeting and is published on the website. The information required for ESRS reporting on Executive Board remuneration can be found in General Disclosures and ESRS 2 (Disclosure Requirement GOV-3 – Integration of sustainability-related performance in incentive schemes).

Deviations

VERBUND complies with almost all the rules of the Austrian Code of Corporate Governance, including the R-Rules. In financial year 2025 there were slight deviations in the application of only two C-Rules in the code, which were to some extent the result of legislative circumstances. In accordance with the “comply or explain” principle, those deviations are explained below.

C-Rule 2:

The principle of “one share – one vote” is generally adhered to with respect to VERBUND shares. The sole exception is based on a restriction on voting rights embodied in the “Federal constitutional act regulating the ownership structure of enterprises in the Austrian electricity industry” and in the provision of the Articles of Association based on this. That provision states: “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 at the Annual General Meeting are restricted to 5% of the share capital.”

C-Rule 45:

The rule according to which Supervisory Board members may not assume any functions on the boards of other companies that are competitors of the Group was adhered to by all the members of the Supervisory Board, with two exceptions.

The two Supervisory Board members in question (Mr Szyszkowitz and Mr Weinelt) each carry out leading functions on boards of companies which are shareholders of VERBUND AG. If there is a conflict of interest among the Supervisory Board members in a specific case, then the chairperson will institute appropriate measures (e.g. withholding certain documents or information, abstaining from voting or departing from the meeting). This was not required during the reporting period.

Executive Board

Composition of the Executive Board

The Executive Board was composed of four members in financial year 2025 (previous year: four). Mag. Dr. Achim Kaspar's term of office was extended in the past year until 31 December 2028.

[ESRS 2 GOV-1-21a]

The Executive Board [ESRS 2 GOV-1-22a]

Name	Year of birth	Date of initial appointment	End of current term of office
CEO Mag. Dr. Michael Strugl MBA Chairman	1963	1/1/2019	31/12/2028
Dr. Peter F. Kollmann, Member of the Executive Board Vice Chairman	1962	1/1/2014	31/12/2027
Mag. Dr. Achim Kaspar, Member of the Executive Board	1965	1/1/2019	31/12/2028
Dr. Susanna Zapreva-Hennerbichler, Member of the Executive Board	1973	1/1/2024	31/12/2027

Board functions of Executive Board members within the Group

Name	Group company		Function
Mag. Dr. Michael Strugl MBA	Austrian Power Grid AG	Supervisory Board	Member
	VERBUND Hydro Power GmbH	Supervisory Board	Chairman
		Annual General Meeting	Chairman
	VERBUND Thermal Power GmbH	Supervisory Board	Chairman
		Annual General Meeting	Chairman
	Ennskraftwerke AG	Supervisory Board	1st Vice-Chairman
	GAS CONNECT AUSTRIA GmbH	Supervisory Board	1st Vice-Chairman
VERBUND Ventures GmbH	Annual General Meeting	Chairman	
Dr. Peter F. Kollmann	Austrian Power Grid AG	Supervisory Board	Chairman
	VERBUND Hydro Power GmbH	Supervisory Board	Member
	VERBUND Business Solutions GmbH	Annual General Meeting	Chairman
	VERBUND Energy4Business GmbH	Supervisory Board	Vice-Chairman
	GAS CONNECT AUSTRIA GmbH	Supervisory Board	Chairman

Board functions of Executive Board members within the Group

Name	Group company		Function
Mag. Dr. Achim Kaspar	Ennskraftwerke AG	Supervisory Board	Member
	VERBUND Hydro Power GmbH	Supervisory Board	Vice-Chairman
	VERBUND Innkraftwerke GmbH	Supervisory Board	Chairman
		Shareholders' Meeting	Chairman
	Grenzkraftwerke GmbH	Supervisory Board	Chairman
		Annual General Meeting	Chairman
	Innwerk AG	Supervisory Board	Chairman
	Donaukraftwerk Jochenstein AG	Supervisory Board	Chairman
	Österreichisch-Bayerische Kraftwerke AG	Supervisory Board	Chairman
	VERBUND Thermal Power GmbH	Supervisory Board	Vice-Chairman
		Annual General Meeting	Vice-Chairman
VERBUND Digital Power GmbH	Annual General Meeting	Chairman	
Dr. Susanna Zapreva-Hennerbichler	VERBUND Hydro Power GmbH	Supervisory Board	Member
Zapreva-Hennerbichler	VERBUND Energy4Business GmbH	Supervisory Board	Chairwoman
		Annual General Meeting	Chairwoman
	VERBUND Energy4Customers GmbH	Annual General Meeting	Chairwoman
	VERBUND Green Power GmbH	Annual General Meeting	Chairwoman
	VERBUND Green Hydrogen GmbH	Annual General Meeting	Chairwoman
	VERBUND Green Hydrogen Sales GmbH	Annual General Meeting	Chairwoman
	GmbH		

Supervisory Board appointments of Executive Board members outside the Group

Name	Company	Function
Dr. Peter F. Kollmann	Telekom Austria Aktiengesellschaft	Member
Mag. Dr. Achim Kaspar	KELAG-Kärntner Elektrizitäts-Aktiengesellschaft ¹	Member
Dr. Susanna Zapreva-Hennerbichler	PNE AG	Member
	Salzgitter AG	Member

¹ As at 31 December 2025, VERBUND held a 35.17% equity interest in KELAG.

Work procedures and allocation of responsibilities

The Executive Board manages the Group's business activities and represents the Group externally.

The rules of procedure for the Executive Board govern the allocation of responsibilities and how the members of the Executive Board are to work together. In addition, they lay down the Executive Board's duties to notify and report, and contain a list of measures that require approval by the Supervisory Board. The measures requiring approval also include material transactions proposed by the Group's main subsidiaries. [ESRS 2 GOV-1-22c]

The allocation of responsibilities within the Executive Board is part of the rules of procedure and defines the range of duties of the Executive Board members without prejudice to the overall responsibility of the Executive Board. [G1-GOV-1-5a]

Allocation of responsibilities 2025

Mag. Dr. Michael Strugl MBA	Chairman; corporate development (incl. mergers & acquisitions and corporate responsibility), corporate office (incl. legal affairs, corporate affairs, compliance & audit), strategic human resources, corporate innovation & new business, communications, ventures
Dr. Peter F. Kollmann	Financial management and investor relations, group controlling, corporate accounting and risk management, solutions, electricity grid and gas grid
Mag. Dr. Achim Kaspar	Digital, renewable hydropower generation, thermal generation, tourism
Dr. Susanna Zapreva-Hennerbichler	Business, customers, new renewables generation, green hydrogen

The Executive Board aims to take account of the impacts, risks and opportunities of sustainability matters arising from the materiality assessment in all VERBUND's business areas and to implement the sustainability strategy. All topics identified as material are listed in ESRS 2 SBM-3. A list of all material impacts, risks and opportunities was brought to the attention of the Executive Board. In their respective areas of responsibility, each member of the Executive Board ensures these requirements are taken into account and that corresponding policies and actions are developed and implemented. [ESRS 2 GOV-1-22a-b]

The Executive Board keeps the Supervisory Board informed with regular written reports on the material impacts, opportunities and risks related to the topics identified in the materiality assessment as well as the ongoing development and implementation of action plans. In the Strategy and Sustainability Committee, the Supervisory Board deals with sustainability priorities such as the materiality assessment and the Climate Transition Plan on a quarterly basis. [ESRS 2 GOV-1-22c i-ii, GOV-2-26a-c, GOV-1-AR3]

Diversity in the Executive Board and access to sustainability expertise

The Executive Board is composed of 75% male members (previous year: 75%) and 25% female members (previous year: 25%). The average age of the Executive Board members is approximately 59 years (previous year: 58), with the youngest member being 52 (previous year: 51) and the oldest being 63 (previous year: 62). [ESRS 2 GOV-1-21d]

The Executive Board's expertise ranges from university education in law, social and economic sciences and business administration, with various relevant studies abroad (Oxford University, Stanford University, University of Toronto), to electrical engineering. Experience in a wide variety of national and international companies, in policymaking and in the energy market, telecommunications and investment banking completes the Executive Board's practical skills. [ESRS 2 GOV-1, AR5, G1 GOV-1-5b]

Thanks to the wide range of professional experience they have gained in their extensive careers both at home and abroad, the members of the Executive Board have acquired a wealth of expertise in sustainability matters and consistently stay up to date with the latest developments. Their ongoing involvement with national and international bodies and with employees in VERBUND's Sustainability organisation, as well as reporting to the Supervisory Board and the public on sustainability matters, keep this knowledge current and ensure that they explore material impacts, risks and opportunities competently. [ESRS 2 GOV-1-23a-b, AR5]

The Executive Board plays a key role with respect to the sustainability matters that are material to VERBUND. The Executive Board defines the parameters for VERBUND's sustainability ambitions, approves any necessary actions, reviews their implementation, reports on them to the Supervisory Board

and/or its Strategy and Sustainability Committee and obtains any necessary approvals from the Supervisory Board. The Executive Board is supported by the internal Sustainability organisation in managing material impacts, opportunities and risks. This organisation consists of a steering committee and a dedicated area of expertise in Corporate Development that reports to the Chairman of the Executive Board and carries out operational tasks. [ESRS 2 GOV-1-20c, 22c i-ii, 23a-b, AR 4]

VERBUND has issued an internal Group policy for ensuring compliance with the principles of sustainability in all of the Group's actions and decisions. The primary responsibility for sustainability and the aforementioned policy lies with the Group Executive Board, which determines the strategic sustainability performance targets. The Executive Board member responsible for sustainability ensures that sustainability is integrated into the business processes and reports to the Supervisory Board on sustainability and progress in achieving the targets. The Supervisory Board's Strategy and Sustainability Committee particularly focuses on impacts, actions and targets concerning sustainability. However, other committees, such as the Audit and Remuneration Committee, also deal with sustainability-related risks and opportunities, internal controls and sustainability-related remuneration. [ESRS 2 GOV-1-22c, 23a-b, AR3]

Sustainability risks are an integral part of Group risk management and are therefore also included in the reporting to the Supervisory Board. [ESRS 2 GOV-2-26b]

Supervisory Board

The Supervisory Board has also explicitly affirmed its commitment to the Austrian Code of Corporate Governance. Consequently, the Code, together with the Austrian Stock Corporation Act (*Aktiengesetz*, AktG) and the Austrian Commercial Code (UGB), the Austrian Labour Constitutional Act (*Arbeitsverfassungsgesetz*, ArbVG), the Company's Articles of Association and the rules of procedure for the Executive Board and the Supervisory Board, has become the basis for the Supervisory Board's actions.

The statutory provisions specify that the Supervisory Board must be comprised of members elected by the Annual General Meeting in accordance with the requirements of the Austrian Stock Corporation Act (shareholder representatives) and members appointed by the employee representatives.

Under Austrian stock corporation law, the Supervisory Board is a supervisory body and has no managerial function. [ESRS 2 GOV-1-21a, G1-GOV-1-5a]

Personal details, chairpersons and other board functions

The Supervisory Board is led by a chairperson. The chairperson and two vice-chairpersons are elected by the Supervisory Board from among its members for the board's whole term of office.

As at 31 December 2025, the Supervisory Board has a total of 15 members (previous year: 15) – ten shareholder representatives elected by the Annual General Meeting and five employee representatives appointed by the Works Council. [ESRS 2 GOV-1-21b]

On 29 April 2025, Dipl.-Ing. Robert Stajic was re-elected to the Supervisory Board. Otherwise, there were no changes to the composition of the Supervisory Board in financial year 2025.

Shareholder representatives [ESRS 2 GOV-1-21a, 22a]

Name	Year of birth	Date of initial appointment	End of current term of office
Mag. Martin Ohneberg Chairman President and CEO of HENN Industrial Group GmbH & Co KG Member of the board of directors of Montana Aerospace AG, Switzerland, and the supervisory board of VARTA AG, Germany	1971	30/4/2019	AGM 2028
Dr. Edith Hlawati 1st Vice-Chairwoman Member of the board of directors of Österreichische Beteiligungs AG Member of the supervisory boards of Telekom Austria AG (chairwoman), OMV AG (vice-chairwoman) and EuroTeleSites AG (chairwoman)	1957	25/4/2022	AGM 2026
Univ.-Prof. Dr. Eva Eberhartinger 2nd Vice-Chairwoman University professor, Vienna University of Economics and Business Supervisory board of Raiffeisen Bank International AG (member)	1968	30/4/2024	AGM 2027
Dr. Ingrid Hengster Barclays Bank Ireland, CEO Germany, Global Chair Investment Banking Member of the board of directors of the Deutsches Aktieninstitut and the Bundesverband deutscher Banken, member of the Board of Trustees of Frankfurt School of Finance and Management, and member of the Banking Committee of Frankfurt Chamber of Commerce and Industry	1961	30/4/2024	AGM 2027
Kommerzialrat Mag. Jürgen Roth Managing partner at Tank Roth GmbH Member of the supervisory board of ICS Internationalisierungszentrum Steiermark GmbH; Member of the European Economic and Social Committee/CCMI	1973	22/4/2015	AGM 2026
Dipl.-Ing. Eckhardt Rümmler Supervisory Board member and corporate consultant Member of the supervisory board of PreussenElektra GmbH, Germany (member), and the board of directors of Northland Power Inc, Toronto (member)	1960	16/6/2020	AGM 2027
Mag. Christa Schlager Head of the economic policy department at the Vienna Chamber of Labour Member of the supervisory boards of Forschungsförderungsgesellschaft mbH (member until September 2025) and Austria Wirtschaftsservice Gesellschaft mbH (aws) (member)	1969	16/6/2020	AGM 2026

Shareholder representatives [ESRS 2 GOV-1-21a, 22a]

Name	Year of birth	Date of initial appointment	End of current term of office
Dipl. Ing. Robert Stajic MBA Executive director of Österreichische Beteiligungs AG (until September 2025)	1979	25/4/2022	AGM 2028
Mag. Stefan Szyszkowitz Spokesman for the Executive Board of EVN AG Member of the supervisory boards of Burgenland Holding Aktiengesellschaft (chairman), EVN Macedonia AD (vice-chairman), RAG-Beteiligungs-Aktiengesellschaft (chairman), RAG Austria AG (chairman), Burgenland Energie AG (vice-chairman) and Netz Niederösterreich GmbH (vice-chairman)	1964	23/4/2018	AGM 2026
CEO Dipl.-Ing. Peter Weinelt Managing director of Wiener Stadtwerke GmbH and Wiener Stadtwerke Planvermögen GmbH Member of the supervisory boards of Wien Energie GmbH (chairman), Wiener Netze GmbH (chairman), EVN AG (member) and Burgenland Holding Aktiengesellschaft (member); Chairman of the gas and heating section of the Austrian Economic Chamber of Trade (WKÖ)	1966	5/4/2017	AGM 2026

Supervisory Board appointments or comparable roles in publicly traded companies and other significant companies have been listed in relation to (ancillary) functions. Full-time functions are listed where appropriate.

Employee representatives [ESRS 2 GOV-1-21b, 22a]

Name	Year of birth	Date of initial appointment	
Kurt Christof Chairman of the Group's employee representatives Member of the supervisory boards of Stadtwerke Voitsberg GmbH and Sparkasse Voitsberg/Köflach Bankaktiengesellschaft	1964	since 8/3/2004	appointed by the employee representatives
Mag. Dr. Isabella Hönlinger Chairwoman of the Works Council	1971	since 1/9/2016	appointed by the employee representatives
Ing. Wolfgang Liebscher Chairman of the Central Works Council	1966	since 1/11/2013	appointed by the employee representatives
Veronika Neugeboren Chairwoman of the Works Council	1967	since 30/4/2019	appointed by the employee representatives
Ing. Hans Peter Schweighofer Chairman of the Central Works Council	1970	since 18/4/2023	appointed by the employee representatives

The appointment of employee representatives by the Group's employee representatives is for an unlimited period and can be revoked at any time.

Diversity in the Supervisory Board and access to sustainability expertise

Diversity: of the Supervisory Board members, 7% are between the ages of 30 and 50, 93% are over 50, and 40% of all Supervisory Board members are women. [ESRS 2 GOV-1-21d]

The members of the Supervisory Board have broadly diversified training and many years of professional experience in Austria and abroad, with expertise in all the specialist areas listed in the diversity policy (page 18). [ESRS 2 GOV-1-23b, AR5, G1-GOV-1-5b]

The Supervisory Board plays an important role in VERBUND's sustainability management. Together with the Executive Board, it deals with all of the Company's sustainability matters, receives reports from the Executive Board on sustainability topics and actions, monitors the implementation of the sustainability strategy and oversees the achievement of sustainability performance targets. The fact that the 2024 Supervisory Board merged its previous Sustainability Committee with the Strategy Committee is testimony to the emphasis placed on sustainability at VERBUND.

In the reporting period, the Strategy and Sustainability Committee worked on ESG reporting, including the omnibus update, ensuring that the right sustainability expertise is available in the Supervisory Board's committees.

Independence

Back in 2010, the Supervisory Board of VERBUND AG defined the following criteria for its independence (pursuant to C-Rule 53 of the Austrian Code of Corporate Governance (ÖCGK)):

- The Supervisory Board member shall not have served as a member of the Executive Board or as a member of the senior management staff of the Company or one of its subsidiaries in the past five years.
- The Supervisory Board member shall not maintain or have maintained in the past year any business relationships with the Company or one of its subsidiaries to an extent that would be significant to the member of the Supervisory Board. This shall also apply to relationships with companies in which the member of the Supervisory Board has a material economic interest, but not to exercising functions on the boards of the Group. The approval of individual transactions by the Supervisory Board pursuant to L-Rule 48 shall not automatically mean that the person is deemed not to be independent.
- The Supervisory Board member shall not have acted as auditor of the Company or have owned a share in the audit firm or have worked there as an employee in the past three years.
- The Supervisory Board member shall not be a member of the managing board of another company in which a member of the Executive Board of the Company is a supervisory board member.
- The Supervisory Board member may not remain on the Supervisory Board for more than 15 years. This shall not apply to Supervisory Board members who are shareholders with a direct equity interest in the Company or who represent the interests of such a shareholder.
- The Supervisory Board member shall not be a close relative (direct descendant, spouse, life partner, parent, uncle, aunt, sibling, niece or nephew) of a member of the Executive Board or of persons who hold one of the aforementioned positions.

Based on these guidelines for independence (Annex to the Austrian Code of Corporate Governance), all ten shareholder representatives have issued a written statement on their independence. Eight of them (80%) have declared their independence, and two members (20%) of the Supervisory Board (Mr Weinelt and Mr Szyszkowitz) have classified themselves as not being independent (with respect to only the "relationships with related parties" criterion). As such, there was no change compared with the previous year. [ESRS 2 GOV-1-21e]

In addition, the following shareholder representatives on the Supervisory Board meet the criteria for independence contained in C-Rule 54 (not representing the interests shareholders with a stake exceeding

10%): Mr Ohneberg, Ms Eberhartinger, Ms Hengster, Mr Roth, Mr Rümmler and Ms Schlager. Both quotas required for independence by Rule 53 and Rule 54 of the Code have thus been met. [ESRS 2 GOV-1-21e]

Supervisory Board meetings

Five plenary meetings of the Supervisory Board were held during financial year 2025 (previous year: six). At individual meetings, some Supervisory Board members attended remotely by video. The overall attendance rate for all Supervisory Board members (including remote attendees) was 97% (previous year: 94%).

As in the previous year, no member of the Supervisory Board attended fewer than half of the meetings in person (including virtual attendance). [ESRS 2 GOV-2-26a]

In addition to coordinating the ongoing strategic direction of the Company with the Executive Board – a direction in which sustainability matters have always played a significant role – and dealing with ongoing reporting, the Supervisory Board focused in particular on decisions relating to the following matters during the reporting period (Please also refer to the section describing the activities focused upon by the Supervisory Board's committees):

- the consolidated financial statements and annual financial statements of VERBUND AG for 2024;
- the proposal for profit appropriation in accordance with Section 96(1) of the Austrian Stock Corporation Act (AktG);
- motions for the 2025 Annual General Meeting;
- appointment of the spin-off auditor for the spin-off of the Household and Small Enterprise business unit (circular resolution);
- engagement of the auditor;
- extension of the term of office of an Executive Board member;
- constitution of the Supervisory Board's committees;
- amendment of the Executive Board's rules of procedure (transactions requiring approval);
- submissions by the Executive Board concerning
 - wind and PV projects in Romania, Spain, Germany and Italy;
 - hydropower: conversion of the administrative site in Töging (with repurposing of the old powerhouse); renovation of the tunnel at the Landl power plant; appointment of a managing director, and conclusion of employment contracts;
 - hydrogen: conclusion of a shareholder agreement for a development project;
 - business: framework agreement concerning battery storage projects;
 - holding company: extension of lines of credit with banks; long-term borrowing; provision of a Group guarantee for a project in Spain; granting of comprehensive signatory authority; interim accommodation due to general renovation of the Am Hof site;
- approval of agreements with entities that are related parties of Supervisory Board members; and
- approval of the Group budget for 2026 and the investment plan for 2026.

[ESRS 2 GOV-2-26c]

The Executive Board's regular written reports provide the Supervisory Board with information on the material impacts, opportunities and risks related to the topics identified in the materiality assessment and keep them informed of the ongoing development and implementation of action plans and targets. [ESRS GOV-1-22c, 22c ii, 22d]

Each year during the audit of the financial statements, the auditor provides the Supervisory Board with a separate report on the reliability of the risk management system. The report from the auditor also details sustainability risks and opportunities in the same manner as in the written quarterly reports on operating risk management that the Supervisory Board discusses at its quarterly meetings.

[ESRS 2 GOV-1-26b]

In addition to the meetings of the Supervisory Board and its committees (see below), there were regular discussions and teleconferences between the Chairman of the Supervisory Board and the Chairman of the Executive Board, and several discussions were held with individual members of the Executive Board.

[ESRS 2 GOV-2-24, 26a, b]

During one Supervisory Board meeting, the required NIS2 training for the management bodies of an “essential entity” was conducted by external experts.

Evaluation of the performance of the Supervisory Board

The performance of the Supervisory Board is evaluated annually during the Annual General Meeting, at which the shareholders vote to approve the actions of the Supervisory Board. At the 78th Annual General Meeting on 29 April 2025, the actions of all Supervisory Board members were formally approved.

In light of the highly detailed self-evaluation carried out with the help of external moderators in the previous year, which included qualitative and quantitative interviews with all members of the Supervisory Board and the Executive Board and an in-depth discussion of the results, no formal evaluation was carried out in the year under review. However, the Supervisory Board meetings included an ongoing discussion on how to improve the board’s activities and the Chairman asked its members for feedback after meetings.

Composition and work procedures of the committees

In accordance with the provisions of the rules of procedure for the Supervisory Board, following the Annual General Meeting, the Supervisory Board elected the members of an Audit Committee, a Strategy and Sustainability Committee, a Remuneration Committee and a Nomination Committee. In addition, it can form temporary or permanent committees specifically for certain projects and topics.

Each chairperson of a committee is required to report to the Supervisory Board on the work of the committee they chair and on its decisions. In urgent cases, the chairperson of a committee is required to report in advance to the Chairman of the Supervisory Board. [ESRS 2 GOV-22c ii, 26a-b]

Dedicated controls and procedures for the management of impacts, risks and opportunities by the Supervisory Board are not currently implemented. [ESRS 2 GOV-1-22c iii]

Audit Committee

The Audit Committee was established pursuant to Section 92(4a) of the Austrian Stock Corporation Act (AktG) and, in accordance with the rules of procedure for the Supervisory Board, consists of six Supervisory Board members elected by the shareholders and three employee representatives in accordance with Section 92(4) of the Austrian Stock Corporation Act (AktG). The chairperson and vice-chairperson of the committee are elected from among its members.

The Audit Committee performs the tasks under Section 92(4a) of the Austrian Stock Corporation Act (AktG) and Rule 40 of the Austrian Code of Corporate Governance (ÖCGK). It has the financial expert required by law and by the Code at its disposal, who is also the chairperson of the committee.

Members of the Audit Committee

Name	Function
Univ.-Prof. Dr. Eva Eberhartinger	Chairwoman
Mag. Martin Ohneberg	Vice-Chairman
Dr. Ingrid Hengster	Member
Mag. Jürgen Roth	Member
Mag. Christa Schlager	Member
Dipl.-Ing. Robert Stajic	Member
Kurt Christof	Employee representative
Mag. Dr. Isabella Hönlinger	Employee representative
Veronika Neugeboren	Employee representative

The Audit Committee of the Supervisory Board held three meetings in financial year 2025 (previous year: three). The activities of the Audit Committee focused on:

- preparing the resolution on the consolidated financial statements for 2024 and the annual financial statements of VERBUND AG for 2024, including appropriation of profit;
- the proposal for the election of the Group auditor and the auditor of the sustainability report;
- medium-term capital expenditure and financial planning;
- hedging strategy for electricity prices;
- acknowledgement of the semi-annual financial statements for 2025;
- the audit process and 2025 audit areas of emphasis (auditor);
- audit and non-audit services performed by the auditor;
- acknowledgement of the reports of the Executive Board;
- acknowledgement of the audit programme and the report of the Internal Audit department
- the compliance status report;
- the information security report, cyber threats;
- impairment benchmarking;
- post-merger integration; and
- the 2026 budget and financial report.

[ESRS 2 GOV-1-22b, d, GOV-2-26c]

Strategy and Sustainability Committee

A Strategy and Sustainability Committee has been established in accordance with the applicable rules of procedure. It is comprised of six members of the Supervisory Board elected by the shareholders and three employee representatives in accordance with Section 92(4) of the Austrian Stock Corporation Act (AktG). The chairperson and vice-chairperson of the committee are elected from among its members.

The Strategy and Sustainability Committee is responsible for developing a corporate strategy that takes account of ESG objectives in collaboration with the Executive Board, and for the annual review of strategy and support of any adaptive measures and the preparation of material strategic decisions. In addition, it addresses issues which, in view of conflicts of interest and matters relating to competition law, are not to be discussed among the entire Supervisory Board. The committee's other responsibilities include addressing regulatory obligations with respect to sustainability, the New Green Deal, decarbonisation, the energy transition, climate and environmental protection; appropriate strategies and implementation

measures; addressing ESG impacts, risks, opportunities and impacts; and reviewing the sustainability strategy and targets annually. [ESRS 2 GOV-1-22b, 22c i, AR3]

The merger of the Sustainability Committee with the Strategy Committee in 2024 reflects the growing importance of sustainability and ESG matters and improves their integration in all areas of VERBUND's business activities. [ESRS 2 GOV1-22c]

The Strategy and Sustainability Committee met four times during the reporting period (previous year: four). In addition to reporting on current issues, it dealt in particular with

- the implementation of the Group strategy and strategic planning;
- individual M&A projects and their sustainability impacts;
- new scenario calculations; and
- ESG reporting including the omnibus update.

[ESRS 2 GOV-1-22d, GOV-2-26c]

Members of the Strategy and Sustainability Committee

Name	Function
Mag. Martin Ohneberg	Chairman
Dipl.-Ing. Eckhardt Rümmler	Vice-Chairman
Dr. Ingrid Hengster	Member
Mag. Jürgen Roth	Member
Mag. Christa Schlager	Member
Dipl.-Ing. Robert Stajic	Member
Kurt Christof	Employee representative
Ing. Wolfgang Liebscher	Employee representative
Ing. Hans Peter Schweighofer	Employee representative

Remuneration Committee

Pursuant to its rules of procedure, the Supervisory Board is required to appoint a Remuneration Committee in accordance with the Austrian Code of Corporate Governance (ÖCGK) consisting of the chairperson of the Supervisory Board and the two vice-chairpersons. The Supervisory Board has permanently allocated responsibility for the following matters to this committee:

- contracts with members of the Executive Board;
- determination of Executive Board member remuneration;
- decisions on management bonuses and premiums for members of the Executive Board; and
- regular review of the remuneration policy for members of the Executive Board.

Members of the Remuneration Committee

Name	Function
Mag. Martin Ohneberg	Chairman
Dr. Edith Hlawati	1st Vice-Chairwoman
Univ.-Prof. Dr. Eva Eberhartinger	2nd Vice-Chairwoman

The Remuneration Committee has the remuneration expert required by Rule 43 of the Austrian Code of Corporate Governance (ÖCGK) at its disposal, as both Mag. Martin Ohneberg and Dr. Edith Hlawati meet this requirement. [ESRS 2 GOV-1-21c]

The Remuneration Committee met three times during financial year 2025 (previous year: three). The meetings dealt with the agreements on targets and level of target achievement for the Executive Board's variable remuneration components, the Executive Board contract for the CEO, the 2024 remuneration report and the remuneration policy to be submitted to the Annual General Meeting, and the amendment to contracts with members of the Executive Board (lock-up period rule). [ESRS 2 GOV-1-22b, GOV-2-26c]

Nomination Committee

In accordance with its rules of procedure, the Supervisory Board appoints a Nomination Committee comprised of the chairperson of the Supervisory Board and three other members of the Supervisory Board elected by the shareholders plus two employee representatives in accordance with Section 92(4) of the Austrian Stock Corporation Act (AktG). The chairperson of the Supervisory Board chairs the committee, and the committee elects the vice-chairperson.

The Nomination Committee submits proposals to the Supervisory Board on appointments to the Executive Board and is responsible for preparing the election of Supervisory Board members. The Nomination Committee is required to take account of the fact that a candidate's final nomination for the Executive Board must take place before the nominee's 65th birthday.

Members of the Nomination Committee

Name	Function
Mag. Martin Ohneberg	Chairman
Dr. Edith Hlawati	Vice-Chairwoman
Dipl.-Ing. Eckhardt Rümmler	Member
Dipl.-Ing. Robert Stajic	Member
Kurt Christof	Employee representative
Ing. Wolfgang Liebscher	Employee representative

The Nomination Committee met twice during the reporting period (previous year: twice) to discuss the tendering of a consultancy mandate for an executive appraisal and the extension of an executive board mandate. It also drafted a circular resolution on the preparations for elections to the Supervisory Board. [ESRS 2 GOV-1-22b, GOV-2-26c]

Contracts requiring consent – conflicts of interest

In financial year 2025, contracts and/or transactions approved by the Supervisory Board of VERBUND AG in accordance with the Austrian Stock Corporation Act (AktG) and the Austrian Code of Corporate Governance (Rule 49) existed between the VERBUND Group and the following individual Supervisory Board members or companies with which Supervisory Board members have close relationships:

Supervisory Board member Dr Ingrid Hengster

During the reporting period, the Supervisory Board approved two contracts between VERBUND AG and Barclays Bank Ireland, whose CEO is Dr. Ingrid Hengster. One contract concerned consulting services for

an M&A project (circular resolution) and the other concerned acting as sustainability structuring coordinator for the Green Financing Framework as part of an EMTN programme.

Supervisory Board member Mag. Stefan Szyszkowitz

A number of contractual relationships, some of which have been in place for many years, exist between VERBUND and the EVN Group, of which Mag. Stefan Szyszkowitz is spokesman for the managing board. Most of these relationships had already been entered into before Mag. Szyszkowitz became a member of the Supervisory Board. The business transacted under these contracts and the volume of transactions are reported to the Supervisory Board on an annual basis. In financial year 2025, an order volume totalling €6.01m was processed on the basis of existing contracts (excluding transactions with grid subsidiaries Austrian Power Grid AG and GAS CONNECT AUSTRIA GmbH). These primarily involved electricity and grid purchases for various VERBUND companies. An EFET master agreement is also in place for the trading of electricity and gas between VERBUND Energy4Business GmbH and EVN AG. A netting agreement and an EECS appendix were concluded for this during the reporting period. Contractual relationships also exist for the supply of electricity with ENERGIEALLIANZ Austria GmbH, in which EVN holds a 45% interest, an energy supply contract for the purpose of marketing the energy generated by the joint Nussdorf power plant (EVN holds a one-third interest), and a roaming agreement concluded between Group company SMATRICS and EVN for the purpose of sharing charging infrastructure.

Supervisory Board member Dipl.-Ing. Peter Weinelt

A number of contractual relationships, some of which have been in place for many years, exist between VERBUND and the Wiener Stadtwerke Group, of which Dipl.-Ing. Peter Weinelt is CEO. Most of these had already been entered into before Dipl.-Ing. Peter Weinelt became a member of the Supervisory Board. The business transacted under these contracts and the volume of transactions are reported to the Supervisory Board on an annual basis. In financial year 2025, an order volume totalling €3.81m was processed on the basis of existing contracts (excluding transactions with grid subsidiaries Austrian Power Grid AG and GAS CONNECT AUSTRIA GmbH). These primarily involved grid purchases for VERBUND companies. An EFET master agreement is also in place for the trading of electricity between VERBUND Energy4Business GmbH and Wien Energie GmbH. Contractual relationships also exist for the supply of electricity with ENERGIEALLIANZ Austria GmbH, in which Wiener Stadtwerke holds a 45% interest, an energy supply contract for the purpose of marketing the energy generated by the joint Nussdorf power plant (Wien Energie holds a one-third interest), and a roaming agreement concluded between Group company SMATRICS and Wien Energie GmbH for the purpose of sharing charging infrastructure.

In financial year 2025, the Supervisory Board again looked at possible (other) conflicts of interest involving Supervisory Board members that could arise in particular as a result of activities or equity interests in the energy area or in companies competing with the VERBUND Group or with individual projects. Supervisory Board members reported no conflicts of interest on their parts. According to the assessment of the Supervisory Board, there are no fundamental conflicts of interest that would require further measures. Should such conflicts arise, suitable measures, such as abstention from voting or from providing advice and voting on individual agenda items, would be implemented promptly.

Annual General Meeting

At the Annual General Meeting, which is held at least once a year, shareholders exercise their rights and their voting power. Under their right to request information and propose motions, all shareholders have the opportunity to engage in dialogue with the Executive Board and the Supervisory Board and to express their opinions and state their concerns.

The main tasks and responsibilities of the Annual General Meeting include deciding on the appropriation of profit, electing the Supervisory Board, electing the auditor, formally approving the actions of the Executive Board and the Supervisory Board and making amendments to the Articles of Association.

The 78th Annual General Meeting of VERBUNDAG was held on 29 April 2025. Shareholders or their proxies attended in person. The agenda and resolutions adopted at that Annual General Meeting and the voting results can be viewed on the website at www.verbund.com > Group > Investor Relations > General Meeting.

Diversity policy for appointments to the Executive Board and Supervisory Board

(Section 243c(2)(3) of the Austrian Commercial Code, UGB)

Studies indicate that mixed teams achieve better results and are more effective and innovative than homogeneous groups. This is also true for a company's boards. When members of the Executive Board and the Supervisory Board are being appointed, in order to get maximum benefit from different perspectives for entrepreneurial decisions, the following principles must therefore be applied in addition to the general and company-specific requirements for specialised and personal qualifications:

Supervisory Board

The relevant aspects of a diverse composition of the Supervisory Board include the age of its members and the duration of their membership on the Supervisory Board, a balanced representation of men and women, internationality and a balance in the education and career backgrounds of its members.

Age: The aim is to achieve a balanced age structure among members in which the difference between the oldest and the youngest member must be a minimum of ten years in order to allow input from the different views of the generations. No Supervisory Board member may remain on the Supervisory Board for more than 15 years. Both criteria were fulfilled in the reporting period.

Gender representation: Following the Supervisory Board elections at the Annual General Meeting of 29 April 2025, the Supervisory Board of VERBUND AG still includes six women (four shareholder representatives and two employee representatives). This share of 40% (overall) not only complies with the statutory quota requiring 30% of the less-represented gender on the supervisory board (women, in the case of VERBUND), it also complies with the federal government's decision according to which women must make up at least 40% of the members on supervisory boards of state-owned companies.

Internationality: The Supervisory Board shall have an appropriate number of members (at least three) who have spent a significant part of their professional career abroad or have many years of experience in international business. This requirement was met in the reporting period, with internationality being reinforced primarily through members from Germany.

Educational and career background: The goal is a Supervisory Board made up of members with the widest possible range of educational backgrounds and experience from different professional careers. On the Supervisory Board, at least one member of the Supervisory Board shall contribute proven skills and expertise in each of the following areas:

Law, capital markets, industry expertise, specialist technical knowledge, financing expertise, expertise in the area of sales, digitalisation and innovation, experience with regulated companies and financial markets as well as experience in strategic projects (e.g. M&A) and experience in the areas of sustainability, environment and stakeholder management.

These diversity criteria were amply taken into account in the composition of the Supervisory Board and in the election of the Supervisory Board at the Annual General Meeting on 29 April 2025. [ESRS 2 GOV-1-20c, 21c, 23, AR5]

Executive Board

The relevant aspects of a diverse composition of the Executive Board include a balance in the educational and career backgrounds, internationality and the duration of its unchanged composition.

Educational and career background: In addition to extensive managerial experience and comprehensive industry knowledge, members of the Executive Board shall have a sound education and relevant professional experience in either the technical or the commercial/administrative area.

Gender representation: The aim is to have one female member on the Executive Board.

Internationality: Some members of the Executive Board shall have spent a significant part of their professional career abroad or have many years of experience in international business.

Duration of the composition: The composition and division of responsibilities of the Executive Board shall not remain unchanged for more than ten years.

All diversity criteria were considered in the chosen composition of the Executive Board. [ESRS 2 GOV-1-20c, 21c, 23, AR5]

Promoting equal opportunities for women

(Section 243c(2)(2) of the Austrian Commercial Code (UGB))

At VERBUND, we see diversity, equality and inclusion not only as an opportunity for greater creativity and resilience in our day-to-day business activities, but also as our social responsibility. We view equal opportunities as a priority. VERBUND treats all its employees equally, regardless of their gender, age, religious beliefs, disability, culture, skin colour, social origins, sexual orientation or nationality. Decisive action is taken against any form of discrimination or harassment. There is no question that employees who feel a sense of belonging, acceptance and the freedom to be themselves are fully committed to their work. We stand by this recipe for success.

We also believe it is crucial for VERBUND that women are represented in all areas of the Company.

Six members, i.e. 40%, of the VERBUND AG Supervisory Board are women: Eva Eberhartinger, Ingrid Hengster, Edith Hlawati and Christa Schlager, along with employee representatives Isabella Hönlinger and Veronika Neugeboren (previous year: 40%). The selection of Supervisory Board members is the responsibility of the Annual General Meeting on the one hand and on the other hand depends on delegates being appointed as employee representatives. [ESRS 2 GOV-1-21d]

As at 31 December 2025, 25 women held (first- and second-level) management positions within the Group (previous year: 24). As such, women held 19.4% of these posts (previous year: 18.6%). [ESRS 2 GOV-1-21d]

As at 31 December 2025, the percentage of women among employees throughout the Group was 23.5% - an increase on the previous year (22.6%).

Diversity, equality and inclusion are firmly integrated at VERBUND and have been progressing constantly thanks to our Diversity team.

VERBUND promotes equal opportunities for women through a variety of measures, listed here as examples:

- A clear objective for the Executive Board and management to increase the proportion of women employees and managers to 25% by 2030.
- VERBUND's diversity management is certified by TÜV AUSTRIA in accordance with ÖNORM S 2501 - Diversity Management.
- The Diversity team, whose parameters, internal structures and responsibilities (including the local points of contact) enable and nurture debate on the topic of gender equity as a facet of a modern and supportive corporate culture.
- Making work-life balance for all employees a high priority. In 2024, VERBUND received the Work and Family Audit certificate for the sixth time.
- We ensure fair pay by preparing an income report comparing the salaries of men and women, and by carrying out additional analyses.
- Under the banner of "with each other, for each other", our Mission V-emale women's network connects women from all areas of the Company, provides a forum for discussion and hosts interesting and informative events.
- The VERBUND Scholarship for Women offers women studying technical subjects "a shot of financial energy" to further their personal development. We have been awarding the scholarship every year since 2009 in cooperation with Vienna University of Technology Career Center.

- In 2025, VERBUND took part as it does every year in Vienna's annual Take Your Daughter to Work Day to give schoolgirls an early insight into fascinating technical careers.
- By participating in Women in Technology (*Frauen in die Technik*, FIT), we show female high school graduates the advantages of studying engineering. FIT presents successful women in technical professions as role models, helping to dispel reservations about embarking on technical or scientific training programmes.

Detailed information on actions to promote equal opportunities for women can be found in the annual report in the section entitled ESRS S1 Own workforce.

External evaluation

Pursuant to C-Rule 62 of the Austrian Code of Corporate Governance, the Company's compliance with the Code and accuracy of reporting are subject to regular external evaluation. The evaluation for the financial year now ended was conducted by the auditor Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H.

Based on the assurance procedures performed and the findings obtained, nothing came to the auditor's attention that caused them to believe that the Consolidated Corporate Governance Report of VERBUND AG for the financial year 2025 does not comply, in all material respects, with the Austrian Code of Corporate Governance (January 2025 as amended).

In addition, this evaluation assessed whether the information pursuant to ESRS 2 GOV-1 and GOV-2 included in the Consolidated Corporate Governance Report for the 2025 financial year was in line with the (ESRS) standards for the consolidated Non-Financial Statement of VERBUND AG. Nothing came to the auditor's attention that caused them to believe that the disclosures pursuant to ESRS 2 GOV-1 and GOV-2 from the consolidated Non-Financial Statement that are included in the Consolidated Corporate Governance Report do not comply, in all material respects, with the provisions of the (ESRS) standards for the consolidated Non-Financial Statement. The Audit Committee evaluated compliance with the provisions of the Code concerning the auditor. In this regard, the Audit Committee reported to the Supervisory Board that the evaluation for 2025 found no deviations from the rules of the Code.

The full report on the external evaluation is available for download on the website at www.verbund.com > Group > Responsibility > Corporate Governance & Compliance.

Vienna, 19 February 2026

The Executive Board



Michael Strugl
Chairman of the Executive Board of
VERBUND AG



Peter F. Kollmann
CFO, Vice Chairman of the Executive Board of
VERBUND AG



Achim Kaspar
Member of the Executive Board of
VERBUND AG



Susanna Zapreva-Hennerbichler
Member of the Executive Board of
VERBUND AG