Agenda item 6

Voting recommendation by the Executive Board and the Supervisory Board

Pursuant to Sections 78c and 98a of the Austrian Stock Corporation Act (Aktiengesetz, AktG), management and supervisory boards of companies listed on a stock exchange must prepare a remuneration report disclosing the remuneration paid to management and supervisory board members. The remuneration report informs shareholders about the amounts paid to members of management and supervisory boards and must be put to a vote of approval at the annual general meeting each year. The nature of such vote is that of a recommendation. The resolution is not contestable (Section 78d(1) of the Austrian Stock Corporation Act (AktG)).

Section 108(1) of the Austrian Stock Corporation Act (AktG) requires management and supervisory boards to issue voting recommendations on motions to approve remuneration reports. This took place for the first time at the 74th Annual General Meeting of 20 April 2021.

Pursuant to Section 108(4)(4) of the Austrian Stock Corporation Act (AktG), VERBUND AG must make the voting recommendation of its Executive and Supervisory Boards available on its website as listed in the commercial register – www.verbund.com – by no later than 21 days prior to the Annual General Meeting, i.e. by no later than 04 April 2022.

The remuneration report disclosing the amounts paid to members of the Executive and Supervisory Boards of VERBUND AG has been approved by the Executive and Supervisory Boards of VERBUND AG pursuant to Section 78c in conjunction with Section 98a of the Austrian Stock Corporation Act (AktG). The Executive Board approved the remuneration report at its meeting of 01 March 2022 and the Supervisory Board approved the remuneration report at its meeting of 16 March 2022.

Deloitte Audit Wirtschaftsprüfungs GmbH examined the remuneration report of VERBUND AG pursuant to Sections 78c–78e of the Austrian Stock Corporation Act (AktG) and Section 98a of the Austrian Stock Corporation Act (AktG) and found that the VERBUND AG remuneration report was in compliance with statutory provisions.

The Executive Board and Supervisory Board therefore recommend voting to approve the remuneration report disclosing the amounts paid to Executive Board and Supervisory Board members in the version made available on the Company website as listed in the commercial register.

The remuneration report is attached to this Voting Recommendation as Annex 1.