

Agenda item 7

Voting recommendation by the Supervisory Board

In accordance with Section 8(1) of the Articles of Association of VERBUND AG, the Supervisory Board consists of up to ten members elected by the Annual General Meeting plus the worker's representatives delegated in accordance with Section 110(1) of the Austrian Labour Constitution Act (*Arbeitsverfassungsgesetz, ArbVG*).

Following the most recent election of Supervisory Board members at the 78th Annual General Meeting on 29 April 2025, the Supervisory Board consisted of fifteen members, of whom ten were elected by the Annual General Meeting.

The terms of five elected members of the Supervisory Board – specifically, Dr. Edith Hlawati, Mag. Jürgen Roth, Mag. Christa Schlager, Mag. Stefan Szyszkowitz and Dipl.-Ing. Peter Weinelt – will expire at the end of the upcoming 79th Annual General Meeting on 21 April 2026. Supervisory Board member Dipl.-Ing. Robert Stajic, MBA, has resigned from his post with effect from the end of the upcoming Annual General Meeting.

As a result, six members would have to be elected at the upcoming 79th Annual General Meeting in order to once again arrive at the previous number of ten members elected by the Annual General Meeting.

Section 86(7) of the Austrian Stock Corporation Act (*Aktiengesetz, AktG*) concerning the proportional gender representation on the Supervisory Board applies to VERBUND AG, which must therefore ensure compliance with the minimum quota requirement in accordance with Section 86(7) of the Austrian Stock Corporation Act (AktG). No objection to full compliance with the quota has been raised pursuant to Section 86(9) of the Austrian Stock Corporation Act (AktG), neither by the majority of the shareholder representatives nor by the majority of the worker's representatives, with the result that full compliance with the minimum quota rather than individual

compliance shall apply in accordance with Section 86(7) of the AktG. Consequently, at least five seats on the Supervisory Board must be filled by women or by men.

Currently, of the ten shareholder representatives on the Supervisory Board, six are men and four are women; of the five employee representatives, three are men and two are women, resulting in a total of nine men and six women on the Supervisory Board. Accordingly, the proportion of women on the Supervisory Board is 40%. This satisfies the requirements set out in the government bill on the Federal Act amending the Stock Corporation Act, the SE Act and the Labour Constitution Act for implementing Directive (EU) 2022/2381 (*Arbeitsverfassungsgesetz zur Umsetzung der Richtlinie (EU) 2022/2381*) – Austria's Leadership Positions Act (GesLeiPoG).

The Supervisory Board proposes filling these six vacancies, so that after the election at the Annual General Meeting on 21 April 2026 the Supervisory Board once again comprises ten members elected at the Annual General Meeting. The following nomination to the Supervisory Board was made on the basis of the requirements of Section 87(2a) of the Austrian Stock Corporation Act (AktG) and the Austrian Code of Corporate Governance (Österreichischer Corporate Governance Kodex, ÖCGK). The Supervisory Board proposes to elect members to the Supervisory Board with effect from the end of this Annual General Meeting

- Dr. Edith Hlawati, until the end of the Annual General Meeting, which resolves on the discharge of the shareholders for the 2026 financial year.
- Mag. Jürgen Roth, until the end of the Annual General Meeting, which resolves on the discharge for the 2026 financial year.
- Mag. Christa Schlager, until the end of the Annual General Meeting, which resolves on the discharge of the shareholders for the 2027 financial year.
- Dr. Sabine Stock, until the end of the Annual General Meeting, which resolves on the discharge of the shareholders for the 2027 financial year.
- Stefan Szyszkowitz, MBA, until the end of the Annual General Meeting that resolves on the discharge of the shareholders for the 2028 financial year.
- Dipl.-Ing. Peter Weinelt, until the end of the Annual General Meeting, which resolves on the discharge for the 2028 financial year.

In the event of the election of the nominated persons at the Annual General Meeting on 21 April 2026, there would once again be five women among the shareholder representatives as members of the Supervisory Board, and the proportion of women among the shareholder representatives would thus continue to be 50%, in line with the requirements of the GesLeiPoG.

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

The Supervisory Board's Nomination Committee prepared this voting recommendation and, in submitting it as defined in Section 87(2a) of the Austrian Stock Corporation Act (AktG), gave attention to the professional and personal qualifications of the given member as well as the gender-balanced composition of the Supervisory Board in professional terms and duly considered diversity aspects of the Supervisory Board in regard to the representation of both genders and the age structure as well as the degree of internationality of its members.

For the elections, the Annual General Meeting is bound to the candidates for election, as follows. The nomination of candidates for the election of Supervisory Board members, including the declarations pursuant to Section 87(2) of the Austrian Stock Corporation Act (AktG) for each nominated person, must be made available on the Company's website no later than by 14 April 2026; the person in question shall otherwise be excluded from the election. This also applies to candidates nominated by shareholders in accordance with Section 110 of the Austrian Stock Corporation Act (AktG), which must be received by the Company in text form by no later than 10 April 2026.