Verbund

Information on organisational and technical prerequisites for participating in the 74th Annual General Meeting
to be held on Tuesday, 20 April 2021 at 10:30 a.m. CEST (Vienna time)
as a virtual Annual General Meeting

The Notice to Convene the 74th Annual General Meeting of **VERBUND AG** on Tuesday, **20 April 2021** at **10:30 a.m. CEST (Vienna time)** was published on **19 March 2021**.

Virtual version of the Annual General Meeting
In the interest of protecting the health of shareholders and other participants, the Executive Board has decided to avail itself of the statutory option permitting annual general meetings to be held virtually.

The 74th Annual General Meeting of **VERBUND AG** will be held virtually on **20 April 2021** as provided for in the COVID-19 Company Law Act (COVID-19-GesG) as currently amended and the COVID-19 Company Law Regulation (COVID-19-GesV) as currently amended, which is based upon the aforementioned Act.

Thus, in order to avoid jeopardising the health of meeting participants, neither shareholders nor their representatives (with the exception of special proxies) may physically attend the 74th Annual General Meeting of **VERBUND AG** on **20 April 2021**.

The Annual General Meeting will take place at **Europaplatz 2, 1150 Vienna, Austria**. Only the Chairman of the Supervisory Board, the Chairman and other members of the Executive Board, the certifying public notary and the five special proxies appointed by the Company will be physically present at the meeting.

The Executive Board believes that holding the Annual General Meeting virtually best serves the interests of both the Company and its shareholders.

We would like to expressly note that it **will not be possible for shareholders to be present at the location of the Annual General Meeting**

Internet transmission of the Annual General Meeting
The virtual Annual General Meeting will be livestreamed in its entirety to allow all Company shareholders to follow the Annual General Meeting online on **20 April 2021** at **10:30 a.m. CEST** (Vienna time) at **www.verbund.com**.

Online transmission of the Annual General Meeting gives all Company shareholders the opportunity to **follow the Annual General Meeting** in real time via a one-way acoustic and optical communication line, especially the presentation of the Executive Board, the Board's response to shareholder questions and the voting process. No prior registration or login is necessary.

Technical prerequisites for shareholders include suitable Internet access, i.e. a high-speed Internet connection, and an Internet-capable device equipped with a browser supporting HTML5 and JavaScript that is capable of audio and video playback of the transmission (PC, laptop, tablet, smartphone, etc.).

Exercise of voting rights and the right to bring motions and raise objections by special proxies only

Pursuant to Section 3(4) of the COVID-19 Company Law Regulation (COVID-19-GesV), the special proxies listed below, who are independent of the Company, are the only persons entitled to bring motions, cast votes or raise objections at the virtual Annual General Meeting of **VERBUND AG** on **20 April 2021**. The costs of the special proxies are borne by the Company.

Any shareholder who is entitled to participate in the Annual General Meeting and who has provided evidence of such fact to the Company as provided for in the Notice to Convene (see item IV of the Notice to Convene) has the right to **exercise their right to vote, bring motions and raise objections via one of the voting proxies listed below**.

(i) Dr. Michael Knap
c/o IVA Interessenverband für Anleger
Feldmühlgasse 22, 1130 Vienna, Austria
E-mail: vollmacht.verbund.knap@computershare.de

(ii) Attorney Dr. Christoph Nauer LL.M.
c/o bpv Hügel Rechtsanwälte GmbH
Enzersdorferstraße 4, 2340 Mödling, Austria
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(iii) Attorney Dr. Sascha Schulz
c/o Schönherr Rechtsanwälte GmbH
Schottenring 19, 1010 Vienna, Austria
E-mail: vollmacht.verbund.schulz@computershare.de

(iv) Attorney Mag. Philipp Stossier
c/o Stossier Heitzinger, Rechtsanwälte in Kooperation
Dragonerstraße 54, 4600 Wels, Austria

E-mail: vollmacht.verbund.stossier@computershare.de

(v) Attorney Mag. Gernot Wilfling
c/o MÜLLER PARTNER RECHTSANWÄLTE GMBH
Rockhgasse 6, 1010 Vienna, Austria
E-mail: vollmacht.verbund.wilfling@computershare.de

To ensure smooth processing, please make sure to use the **proxy form** provided **on the Company's website** at **https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2021**, where the form for revoking power of attorney can also be found.

In order to verify your shareholder status, we ask that you supply the e-mail address you will be using for submitting instructions to the proxy (including instructions on bringing motions and raising objections), and for submitting questions or comments to the Company in the field provided on the proxy form.

In your own interest, all **powers of attorney** should be received **by no later than 16 April 2021, 4:00 p.m. CEST (Vienna time)** via one of the following communication channels:

Powers of attorney conferring authority to act as a special proxy may be sent **by e-mail to whomever of the aforementioned persons you have selected using the e-mail address provided.** This ensures that your chosen special proxy will have immediate access to the power of attorney.

The following communication channels and addresses are also available for sending powers of attorney:

by mail or courier	VERBUND AG Corporate Office, attn.: Dr. Andreas Bräuer Am Hof 6a, 1010 Vienna, Austria
by fax:	+49 89 30903 74675

Banks may additionally use **SWIFT** to send evidence of power of attorney pursuant to Section 114(1)(4) of the Austrian Stock Corporation Act (AktG):

COMRGB2L
(Message Type MT598 or MT599;
ISIN AT0000746409
must be referenced in the body of the message)

Submission of powers of attorney in person at the meeting location is expressly prohibited.

In the event **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 for the purpose of exercising the aforementioned rights at 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**.

The aforementioned regulations on the granting of power of attorney apply *mutatis mutandis* to revocation of the power of attorney. If a power of attorney is revoked after **4:00 p.m. CEST (Vienna time) on 16 April 2021**, we recommend sending the notice of revocation to the special proxy by e-mail or fax to ensure timely receipt.

Instructing special proxies

Special proxies will only exercise the right to vote, to bring motions and to raise objections if so instructed. If no instructions have been issued for an agenda item, the proxy will abstain from voting. The proxy will likewise abstain from voting on agenda items for which the instructions are unclear (e.g. if both IN FAVOUR and AGAINST have been indicated for the same agenda item).

Shareholders are requested to issue instructions to their chosen proxy by filling in the relevant section on the power of attorney form, which will be available for download from the Company's website at **https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2021** by no later than **30 March 2021**. A separate form for issuing instructions is also available – together with the power of attorney – on the Company's website at **https://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2021**. We ask that you send your instructions **by e-mail** to your chosen proxy using the address indicated above. This ensures that your chosen proxy will have immediate access to the instructions.

You may issue your instructions either at the same time as granting the power of attorney or at a later point in time. Instructions on how to vote, bring motions and raise objections may be issued either before or **during the Annual General Meeting, up until the time designated by the Chairman**. Shareholders are able to change instructions already issued or issue new instructions up until that time.

Given the **difficulty in ensuring that proxies will be reachable by phone during the Annual General Meeting** when multiple, simultaneous contact attempts are possible, **e-mail** is the

only communication channel to be used for contacting your proxy. E-mails should be sent to the address indicated above.

Such e-mails must identify the shareholder (name/company name, date of birth/commercial register number of the shareholder). Completion of the proxy statement must be evidenced through reproduction of a signature or in another manner, such as by indicating the shareholder's name or company name (Section 13(2) of the Austrian Stock Corporation Act (AktG)). We ask that you additionally include your custody account number in the e-mail to enable the proxy to confirm your identity and verify consistency with the safe custody receipt.

Please note that it **may be necessary** to **briefly interrupt the virtual Annual General Meeting** in order to ensure processing of any shareholder instructions to proxies received during the Annual General Meeting.

Shareholders' right to information and right to speak

Any shareholder so requesting must be provided with information on matters of the Company during the Annual General Meeting to the extent that such information is necessary to permit proper assessment of an agenda item.

Shareholders who have submitted their safe custody receipts as defined in Section 10a of the Austrian Stock Corporation Act (AktG) by the deadline and who have authorised a special proxy may avail themselves of their **right to information and right to speak** at the Annual General Meeting **by electronic means only**, specifically by **sending an e-mail** to **fragen.hauptversammlung@verbund.com** (a dedicated e-mail address set up specifically for this purpose). Please use the **form provided**, which will be available for download from the Company's website at **www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2021** by no later than **30 March 2021**, and return the completed and signed form as an e-mail attachment.

If you submit your questions or comments **without using the form provided on the website**, you must **identify the shareholder** (name/company name, date of birth/commercial register number of the shareholder) and indicate completion of the proxy statement through **reproduction of a signature** or in another manner such as by indicating the shareholder's name or company name (Section 13(2) of the Austrian Stock Corporation Act (AktG)). We ask that you **additionally** include your **custody account number** in the e-mail to enable the Company to confirm your identity and verify consistency with the safe custody receipt.

If the right to information and/or right to speak is exercised by a proxy, proof of power of attorney must also be provided in text form. Please note that **none of the special proxies may be authorised to exercise the right to information or the right to speak**.

Shareholders are **requested** to **send their questions in advance of the Annual General Meeting in text form (by e-mail) to fragen.hauptversammlung@verbund.com** such that they are received by the Company by no later than **15 April 2021**. By sending your questions in advance, you enable the Executive Board to prepare as thoroughly as possible so that it can respond to your questions quickly. This process serves to improve meeting efficiency in the interests of all participants wishing to follow the Annual General Meeting from the start of the meeting until the votes have been cast.

Even **during the Annual General Meeting**, shareholders will have the opportunity to send their questions and comments to the Company electronically. Any such questions and comments must be sent to the Company in text form to **fragen.hauptversammlung@verbund.com**. Please note that **the Chairman may set time limits for questions and comments during the Annual General Meeting**.

It is planned in principle to read out and respond to questions received from shareholders as provided for in Section 118 of the Austrian Stock Corporation Act (AktG) and in due consideration of the preceding statements.

Notice to Convene

Please refer to the text of the Notice to Convene dated **19 March 2021** for more information, specifically with respect to the requirement to submit the safe custody receipt by the deadline specified to enable shareholders to exercise their rights at the virtual Annual General Meeting on **20 April 2021**.

The Executive Board