

DGAP-News: VERBUND AG / Announcement of the Convening of the General Meeting  
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Announcement of the Convening of the General Meeting, transmitted by DGAP - a service of EQS Group AG.  
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## VERBUND AG

Vienna  
FN 76023 z, ISIN AT0000746409

### Convening of the 73rd Annual General Meeting

VERBUND AG  
("Company")  
for Tuesday, 16 June 2020 at 10:30 a.m.  
at Europaplatz 2, 1150 Vienna

## I. VIRTUAL FORM OF THE ANNUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS

### 1. COVID-19 Company Law Act (Gesellschaftsrechtliches COVID-19-Gesetz, COVID-19-GesG) and COVID-19 Company Law Regulation (Gesellschaftsrechtliche COVID-19-Verordnung, COVID-19-GesV)

In the interest of protecting shareholders and other participants, the Executive Board - after careful consideration - has decided to take advantage of the new statutory regulations governing virtual annual general meetings.

On the basis of Section 1(2) of the COVID-19 Company Law Act (COVID-19 GesG), Federal Law Gazette [BGBl.] I 16/2020 as amended in Federal Law Gazette [BGBl.] I 24/2020 and the COVID-19 Company Law Regulation (COVID-19 GesV) (Federal Law Gazette [BGBl.] II 140/2020), the Annual General Meeting of VERBUND AG on 16 June 2020 will therefore be conducted as a "virtual annual general meeting" in the interest of both the Company and the participants.

This Executive Board decision means that shareholders and their representatives (with the exception of the special proxies in accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV)) can not physically attend the Annual General Meeting on 16 June 2020 in the interests of health protection.

The Annual General Meeting will take place at Europaplatz 2, 1150 Vienna, with physical attendance of the Chairman of the Supervisory Board, the Chairman of the Executive Board and other members of the Executive Board, the certifying notary and the five special proxies chosen by the Company.

Conducting the ordinary Annual General Meeting as a virtual annual general meeting according to the COVID-19 Company Law Regulation (COVID-19 GesV) necessitates modifications to the otherwise normal course of the Annual General Meeting as well as in exercising shareholder rights.

Exercising voting rights, the right to propose motions and the right to raise objections will occur in accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) exclusively by issuing a power of attorney and instructions to one of the special proxies suggested by the Company.

Even in a virtual annual general meeting, the shareholders themselves can exercise their right to information using electronic communication, specifically by transmitting questions in text form via email directly to the Executive Board.

### 2. Internet transmission of the Annual General Meeting

In accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) in conjunction with Section 102(4) of the Austrian Stock Corporation Act (Aktiengesetz, AktG), the Annual General Meeting will be transmitted in its entirety, in real time image and sound on the Internet.

This is permitted under data protection laws on the legal basis of Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) and Section 102(4) of the Austrian Stock Corporation Act (AktG).

All shareholders of the Company can follow the virtual version of the Annual General Meeting on **16 June 2020 at approximately 10:30 a.m.** on the Internet at **[www.verbund.com](http://www.verbund.com)** using the appropriate technical aids.

By transmitting the Annual General Meeting on the Internet, all shareholders interested in doing so will have the opportunity to follow the course of the Annual General Meeting in real time through this acoustical and optical connection and to observe the presentation of the Executive Board and responses to the shareholders' questions.

Please note that this live transmission as a virtual annual general meeting does not allow for remote participation (Section 102(3)(2) of the Austrian Stock Corporation Act (AktG)) or remote voting (Section 102(3)(3) of the Austrian Stock Corporation Act (AktG) and Section 126 of the Austrian Stock Corporation Act (AktG)), and the Internet transmission is not a two-way connection.

Likewise, please note that the Company is only responsible for the use of technical means of communication insofar as these are attributable to its own sphere.

Furthermore, please also note the organisational and technical prerequisites for participating in the virtual annual general meeting included in this notice to convene in accordance with Section 2(4) of the COVID-19 Company Law Regulation (COVID-19 GesV) and in the ADDITIONAL INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY AS DEFINED IN COVID-19 COMPANY LAW REGULATION, ON THE COURSE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDER DATA PROTECTION, which is accessible on the Company's website at **[www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020)**.

We ask shareholders this year to pay particular attention to the following items of this notice to convene: item V on the appointment of a special proxy, item VI, sub-item 4, on exercising the shareholders' right to information and item VI, sub-item 5, on exercising the shareholders' right to propose a motion.

## II. AGENDA

1. Presentation of the approved 2019 annual financial statements including the management report by the Executive Board and the corporate governance report, the consolidated financial statements including the Group management report, the proposal for the distribution of profits and the report of the Supervisory Board for financial year 2019.
2. Resolution on the appropriation of the net profit reported in the 2019 annual financial statements
3. Resolution on the approval of the actions of the members of the Executive Board for financial year 2019

4. Resolution on the approval of the actions of the members of the Supervisory Board for financial year 2019
5. Appointment of the auditor and the Group auditor for financial year 2020
6. Resolution on remuneration policy
7. Elections to the Supervisory Board

### III. INFORMATION ON THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following documents shall be accessible on the Company's website as entered in the commercial register at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020) by no later than **26 May 2020**:

- integrated annual report;
- annual financial statements and management report;
- corporate governance report;
- consolidated financial statements and Group management report;
- proposal for the distribution of profits; and
- report of the Supervisory Board.

each for financial year 2019

- proposals concerning agenda items 2 through 7;
- Declarations for the elections to the Supervisory Board pursuant to Section 87(2) of the Austrian Stock Corporation Act (AktG) including curriculum vitae (agenda item 7);
- remuneration policy;
- power of attorney form for Dr. Wilhelm Rasinger, IVAInteressenverband für Anleger;
- power of attorney form for attorney Dr. Dr. Christoph Nauer LL.M.;
- power of attorney form for attorney Dr. Sascha Schulz;
- power of attorney form for attorney Mag. Philipp Stossier;
- power of attorney form for attorney Mag. Gernot Wilfling;
- question form;
- form for revoking power of attorney; and
- the complete text of this notice to convene.

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

Participation in the virtual Annual General Meeting and exercising voting rights and all other shareholder rights exercised in the course of this virtual Annual General Meeting on the basis of the COVID-19 Company Law Act (COVID-19 GesG) and COVID-19 GesV depend on the ownership of shares at the end of the day on **6 June 2020** (record date).

Only those who are shareholders on this record date and who provide evidence of this fact to the Company are entitled to participate in this virtual Annual General Meeting based on the COVID-19 Company Law Act (COVID-19 GesG) and the COVID-19 Company Law Regulation (COVID-19 GesV).

#### 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) shall be submitted to the Company no later than on **10 June 2020** (12:00 midnight CEST, Vienna time) exclusively by one of the following communication methods:

By mail or courier: VERBUND AG  
Corporate Affairs, att. Dr. Andreas Bräuer  
Am Hof 6a, 1010 Vienna, Austria

By email: an electronic document in PDF format with a qualified electronic signature:  
[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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 format:  
by fax: +49 89 30903 74675 or  
by regular email:  
[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
(Safe custody receipts must be in PDF format.)

Shareholders can not **appoint a special proxy** and **exercise the right to information** in an **effective manner** if a **safe custody receipt** is **not** submitted to the Company in a timely manner.

Shareholders are requested to contact the bank maintaining the deposit and to arrange for issuing and transmission of a safe custody receipt.  
The record date has no effects on the saleability of the shares and is not significant for calculation of the dividend.

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

The safe custody receipt must be issued by a bank maintaining the deposit domiciled in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- information on the issuer: name/company and address or a common code used for transactions between banks (BIC);

- information on the shareholder: name/company, address, date of birth for natural persons, or registry and registration number for legal entities, if applicable;
- information on shares: number of shares held by the shareholder;  
ISIN AT0000746409 (international securities identification number);
- securities account number or other designation; and
- date the safe custody receipt refers to.

The safe custody receipt as evidence of share ownership for the purpose of participation in the Annual General Meeting must refer to the aforementioned record date by the end of **6 June 2020** (12:00 midnight CEST, Vienna time).  
Safe custody receipts may be submitted in German or English.

#### Registered shares

For registered shares, entry in the share register at the end of the record date is solely relevant; the shareholder is not required to provide separate evidence nor to register for the Annual General Meeting.

#### V. APPOINTMENT OF A SPECIAL PROXY AND PROCEDURE TO BE FOLLOWED

Each shareholder entitled to participate in this virtual Annual General Meeting based on the COVID-19 Company Law Act (COVID-19 GesG) and the COVID-19 Company Law Regulation (COVID-19 GesV), and who has provided evidence of this fact to the Company in accordance with the provisions of item IV of this notice to convene, has the right to appoint a special proxy.

In accordance with Section 3(4) of the COVID-19 Company Law Regulation (COVID-19 GesV), proposing a motion for resolution, casting a vote and raising an objection in this virtual Annual General Meeting of VERBUND AG on **16 June 2020** can only be done through a special proxy.

The following persons who are suitable and independent of the Company are proposed as special proxies:

(i) Dr. Wilhelm Rasinger,  
IVA Interessenverband der Anleger  
Feldmühlgasse 22, A-1130 Vienna, Austria  
Phone: +43 1 8763343-30  
Fax: +43 1 8763343-39  
Email: [vollmacht.verbund.rasinger@computershare.de](mailto:vollmacht.verbund.rasinger@computershare.de)

(ii) Attorney Dr. Christoph Nauer LL.M.  
bvp Hügels Rechtsanwälte GmbH  
Enzersdorferstraße 4, A-2340 Mödling, Austria  
Phone: +43 2236-893377-0  
Fax: +43 2236-893377-40  
Email: [vollmacht.verbund.nauer@computershare.de](mailto:vollmacht.verbund.nauer@computershare.de)

(iii) Attorney Dr. Sascha Schulz  
Schönherr Rechtsanwälte GmbH  
Schottenring 19, A-1010 Vienna, Austria  
Phone: +43 1 53437-50770  
Fax: +43 1 53437-66100  
Email: [vollmacht.verbund.schulz@computershare.de](mailto:vollmacht.verbund.schulz@computershare.de)

(iv) Attorney Mag. Philipp Stossier  
Stossier Heitzinger, Rechtsanwälte in Kooperation  
Dragonerstraße 54, A-4600 Wels, Austria  
Phone: +43 7242-42605  
Fax: +43 7242-42605-20  
Email: [vollmacht.verbund.stossier@computershare.de](mailto:vollmacht.verbund.stossier@computershare.de)

(iv) Attorney Mag. Gernot Wilfling  
MÜLLER PARTNER RECHTSANWÄLTE GMBH  
Rockhgasse 6, A-1010 Vienna, Austria  
Phone: +43 1 5358008  
Fax: +43 1 5358008-50  
Email: [vollmacht.verbund.wilfling@computershare.de](mailto:vollmacht.verbund.wilfling@computershare.de)

Each shareholder can select one of the five persons named above as his or her special proxy and grant that person a power of attorney.

Granting a power of attorney to any other person is not permitted under COVID-19 Company Law Regulation (COVID-19 GesV) and is therefore invalid.

Express reference is made to the fact that the special proxy granted a power of attorney **does not accept orders to ask questions or to read out contributions**. Rather the shareholders themselves can exercise their right to information by means of electronic communication, specifically by transmitting questions in text form via email directly to the Executive Board in accordance with item VI, sub-item 4.

**If orders are to be issued to a special proxy granted a power of attorney to propose motions for resolution and to raise objections in the virtual Annual General Meeting on one or several agenda item(s), timely contact with the special proxy granted a power of attorney by the shareholder is recommended.**

It is expressly requested that the shareholder indicate an email address and a **password** when granting a power of attorney so that the special proxy is able to verify or more easily **verify the identity** of the affected shareholder in an appropriate way in communications taking place at a later date, particularly during the Annual General Meeting via email.

A separate power of attorney form for granting power of attorney is available for download on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

Please carefully read through this power of attorney form and also please note the ADDITIONAL INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY AS DEFINED IN COVID-19 COMPANY LAW REGULATION, ON THE COURSE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDER DATA PROTECTION, which is accessible on the Internet at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

In your interest, the **powers of attorney** should be received at one of the email addresses listed below no later than **by 12 June 2020, 4:00 p.m. CEST**, Vienna time:

(i) [vollmacht.verbund.rasinger@computershare.de](mailto:vollmacht.verbund.rasinger@computershare.de)

- (ii) [vollmacht.verbund.nauer@computershare.de](mailto:vollmacht.verbund.nauer@computershare.de)
- (iii) [vollmacht.verbund.schulz@computershare.de](mailto:vollmacht.verbund.schulz@computershare.de)
- (iv) [vollmacht.verbund.stossier@computershare.de](mailto:vollmacht.verbund.stossier@computershare.de)
- (v) [vollmacht.verbund.wilfling@computershare.de](mailto:vollmacht.verbund.wilfling@computershare.de)

By using this method of transmission, only the special proxy selected and granted a power of attorney by you has direct access to the power of attorney, whereas none of the other proxies has access.

Because of the need to uphold the special measures necessitated by COVID-19, personally handing over the power of attorney to the special proxy at the location where the meeting will be held is expressly prohibited.

Furthermore, the following communication methods and addresses are also available for transmitting the powers of attorney:

By mail or courier: VERBUND AG

Corporate Office

att. Dr. Andreas Bräuer

Am Hof 6a, 1010 Vienna, Austria

By fax: +49 89 30903 74675

By email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

By SWIFT: COMRGB2L

(Message Type MT598 or MT599,

ISIN AT0000746409 must be referenced in the body of the message)

To ensure smooth processing, please only use the forms provided.

Details on granting a power of attorney, particularly to the text form and content of the power of attorney, can be found on the power of attorney forms provided for the shareholders.

The aforementioned regulations on the granting of the power of attorney shall analogously apply for the revocation of the power of attorney.

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

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

Shareholders whose individual or aggregate shareholding equals at least 5% of the share capital, and who have held such shares for a period of at least three months prior to submitting this request, can request that **additional items be added to the agenda** for this Annual General Meeting and be made public. These requests must be received by the Company in text form by mail or courier no later than **26 May 2020** (12:00 midnight CEST, Vienna time) exclusively to the attention of Dr. Andreas Bräuer, VERBUND AG Corporate Office, Am Hof 6a, 1010 Vienna, Austria, or by email: an electronic document in PDF format with a qualified electronic signature: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de), or by SWIFT: COMRGB2L, message type MT598 or MT599. Each agenda item requested in this way must be accompanied by a proposal for such resolution including a statement of reasons. A German version of the agenda item and the proposal for resolution must also be provided, however this does not apply to the statement of reasons. Evidence of the shareholder status shall 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 have held the relevant shares at least three months prior to submitting such request. This safe custody receipt can be no more than seven days old on the date of its submission to the Company. Multiple safe custody receipts for shares comprising an aggregate shareholding of 5% must reference the same time (date, time of day).

With respect to the other requirements applicable to the safe custody receipt, please refer to the details concerning the right to participation (item IV of this notice to convene).

### 2. Shareholder proposals of motions for resolution on the agenda in accordance with Section 110 of the Austrian Stock Corporation Act (AktG)

Shareholders whose individual or aggregate shareholding equals at least 1% of the share capital can transmit in text form as defined in Section 13(2) of the Austrian Stock Corporation Act (AktG) **proposed motions for resolution** including a statement of reasons on each agenda item and request that these, along with the name of the shareholder in question, the statements of reasons to be attached and any comments by the Executive Board or the Supervisory Board, be made available on the Company's website listed in the commercial register, provided that this request is received by the Company by **4 June 2020** (12:00 midnight CEST, Vienna time) in text form as defined in Section 13(2) of the Austrian Stock Corporation Act (AktG) either by fax to +43 (0) 50313-154010 or mail to the attention of Dr. Andreas Bräuer, VERBUND AG Corporate Office, Am Hof 6a, 1010 Vienna, Austria, or by email [hv@verbund.com](mailto:hv@verbund.com) by attaching the request in text form, such as in PDF format. If the text form is required by law pursuant to Section 13(2) of the Austrian Stock Corporation Act (AktG), the declaration must be made in a document or in another manner suitable for its permanent reproduction in writing, the person making the declaration must be named and the completion of the declaration must be shown through reproduction of a signature of the name or otherwise. A German version of the proposal for resolution must also be provided, however this does not apply to the statement of reasons.

For **nominations to the election of Supervisory Board members**, the declaration of the candidate pursuant to Section 87(2) of the Austrian Stock Corporation Act (AktG) replaces the statement of reasons.

Evidence of the shareholder status shall be provided by means of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act (AktG). This safe custody receipt can be no more than seven days old on the date of its submission to the Company.

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

With respect to the other requirements applicable to the safe custody receipt, please refer to the details concerning the right to participation (item IV of this notice to convene).

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

In the event of a shareholder nomination submitted pursuant to Section 110 of the Austrian Stock Corporation Act (AktG) to the agenda item 7 "Candidate nomination for election to the Supervisory Board", the Company discloses the following:

The Supervisory Board of VERBUND AG currently has ten members elected by the General Meeting (shareholder representatives) and five appointed by the Works Council pursuant to Section 110 of the Austrian Labour Constitution Act (Arbeitsverfassungsgesetz, ArbVG). On the date of the convening of this Annual General Meeting, of the ten shareholder representatives, three are women and, of five employee representatives, three are women. There is no objection pursuant to Section 86(9) of the Austrian Stock Corporation Act (AktG) against total fulfilment of the quota by the shareholder representatives or the employee representatives.

In the event of a shareholder nomination submitted pursuant to Section 110 of the Austrian Stock Corporation Act (AktG) to the agenda item 7 "Candidate nomination for election to the Supervisory Board", it should be taken into account that, in the event that the nomination is accepted, at least 5 of the 15 seats on the Supervisory Board are held by women.

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

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

The information may be refused if - based on a reasonable economic 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.

Express reference is made to the fact that, even in virtual annual general meetings, the **right to information** pursuant to Section 118 of the Austrian Stock Corporation Act (AktG) can also be exercised by the shareholders themselves **during the Annual General Meeting**. Please note that **the Chairman** can define **appropriate time limits** during the Annual General Meeting.

Regardless of this, the shareholders are requested to transmit all **questions in text form** by email to the address [fragen.hauptversammlung@verbund.com](mailto:fragen.hauptversammlung@verbund.com) and to do so in such a way that they are **received** by the Company no later than by the second business day before the Annual General Meeting, which is Friday, **12 June 2020**.

This provides the Executive Board with the opportunity to prepare as precisely as possible and to answer the questions you have asked as quickly as possible in the Annual General Meeting.

Please use the **question form** accessible on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

It is expressly requested that the shareholder indicate an email address and a **password** on the question form so that the Executive Board is able to verify or more easily verify the identity of the affected shareholder in an appropriate way in communications taking place at a later date, particularly during the Annual General Meeting via email.

To **exercise the shareholder's right to information requires evidence of the right to participation** in accordance with item IV of this notice to convene **and** granting a corresponding **power of attorney to the special proxy** in accordance with item V of this notice to convene.

Please note the **ADDITIONAL INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY AS DEFINED IN THE COVID-19 COMPANY LAW REGULATION, ON THE COURSE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDER DATA PROTECTION**, which is accessible on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

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

Each shareholder has the right - regardless of a certain shareholding - to propose motions on each agenda item in the virtual Annual General Meeting pursuant to the COVID-19 Company Law Act (COVID-19 GesG) and the COVID-19 Company Law Regulation (COVID-19 GesV).

This **requires evidence of the right to participation** in accordance with item IV of this notice to convene **and** granting a corresponding **power of attorney to the special proxy** in accordance with item V of this notice to convene.

Pursuant to Section 110 of the Austrian Stock Corporation Act (AktG), however, a proposal must be submitted in a timely manner for **shareholder requests to nominate a candidate for election to the Supervisory Board**: Persons can only be nominated for election to the Supervisory Board (agenda item 7) by shareholders whose aggregate shareholding equals 1% of the share capital. Such nominations must be received by the Company in the manner described above no later than **4 June 2020** (item VI, sub-item 2). Pursuant to Section 87(2) of the Austrian Stock Corporation Act (AktG), each nomination shall be accompanied by the candidate's declaration of his or her professional qualifications, professional or comparable roles as well as all circumstances which could give rise for concerns regarding impartiality.

If these are not included with the nomination, the shareholder request to nominate a candidate for election to the Supervisory Board will be excluded from the vote.

Please refer to the explanation of item VI, sub-item 3, in regard to the information in accordance with Section 110(2)(2) in conjunction with Section 86(7) and (9) of the Austrian Stock Corporation Act (AktG).

Please note the **ADDITIONAL INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY AS DEFINED IN THE COVID-19 COMPANY LAW REGULATION, ON THE COURSE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDER DATA PROTECTION**, which is accessible on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

#### **6. Information on the website**

Further information regarding these rights of shareholders pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) as defined by COVID-19 Company Law Act (COVID-19 GesG) and COVID-19 Company Law Regulation (COVID-19 GesV) and on the course of the Annual General Meeting are available on the Company's website at [www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020](http://www.verbund.com/en-at/about-verbund/investor-relations/general-meeting/2020).

#### **7. Information for shareholders on data processing**

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

VERBUND AG processes the **personal data** of the shareholders - in particular that information pursuant to Section 10a(2) of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, banking information, securities custody account information, 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 behaviour and other actions of the shareholder during the Annual General Meeting as recorded in the minutes - on the basis of the applicable data protection regulations, especially the **EU General Data Protection Regulation (GDPR)** and the Austrian Data Protection Act and the Austrian Stock Corporation Act.

The personal data of shareholders is 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 depository bank (data in accordance with Section 10a(2) of the Austrian Stock Corporation Act (AktG)).

The processing of the personal data of shareholders is absolutely necessary for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. Accordingly, the legal basis for processing is **Article 6(1) lit c of the GDPR**.

VERBUND AG uses service companies and processors such as IT and back office service providers for the purpose of holding the Annual General Meeting. They only receive the personal data from VERBUND AG which is required to carry out the contracted service, and process the data solely on the basis of an agreement under data protection laws.

If a shareholder takes part in the Annual General Meeting, all shareholders and their proxies who are present, the members of the Executive Board and Supervisory Board, the notary and all other persons authorised to participate are allowed to view the legally required **list of participants** (Section 117 of the Austrian Stock Corporation Act (AktG)) and thus also see the personal data included 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.

The data of the shareholders and their representatives are erased and/or anonymised as soon as they are no longer required for the purposes for which they were collected and processed, and as long as no other legal obligations require their further storage.

**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 by VERBUND AG against shareholders, the storage of personal data serves the purpose of **clarifying and asserting such claims** in individual cases. In the context of legal proceedings involving civil lawsuits, this may result in the storage of data during the period of limitation plus the duration of the legal proceedings until the latter's legally valid conclusion.

Shareholders and proxies are at all times entitled to exercise any of the **rights of access, rectification, restriction, objection and 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 email to the data protection officer at

[datenschutz@verbund.com](mailto:datenschutz@verbund.com) or by way of the following **point of contact**:

VERBUND AG

Am Hof 6a

1010 Vienna

Furthermore, shareholders have the right to lodge a complaint with the supervisory authorities for data protection according to Article 77 of the GDPR.

## VII. ADDITIONAL INFORMATION AND INSTRUCTIONS

### Total number of shares and voting rights

As of the date of the convening of the Annual General Meeting, the Company's share capital amounts to EUR 347,415,686 and is divided into 170,233,686 ordinary bearer shares and 177,182,000 registered ordinary shares.

Each share confers the right to one vote, but with the following proviso:

Pursuant to Section 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, thus to 17,370,784 votes.

### No physical attendance

For the upcoming Annual General Meeting, we once again expressly point out that neither shareholders nor guests can come to the site where the Annual General Meeting is being held.

Vienna, in May 2020 The Executive Board

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