

Remuneration report on the compensation of the members of the Management Board and Supervisory Board of EVN AG for the 2019/20 financial year

1 Introduction

1.1 General information

On 16 January 2020, the 91st Annual General Meeting of EVN AG (“EVN” or the “Company”) approved the basic principles for the remuneration (remuneration policy) of the members of the Executive Board and – based on a separate remuneration policy – the members of the Supervisory Board of EVN (in total, the “Remuneration Policy”).

The related resolution¹ was approved by 392 shareholders entitled to vote, including the two core shareholders, NÖ Landes-Beteiligungsholding GmbH (interest in share capital as of 30 September 2019: 51.0%) and EnBW Trust e.V. (interest in share capital as of 30 September 2019: 28.6%), with 151,489,484 votes. The number of shares for which valid votes were cast reflects the total number of valid votes submitted and equalled 151,480,669; these votes represented 84.21% of share capital. A total of 370 shareholders, including the two core shareholders, with 151,282,403 votes (99.87%) approved the resolution, while 16 shareholders with 198,266 votes (0.13%) rejected the resolution; six shareholders with 8,815 votes (0.01%) abstained from voting. Excluding the votes cast by NÖ Landes-Beteiligungsholding GmbH and EnBW Trust e.V. as core shareholders, 97.63% of the shareholders voted in favour of the resolution, 2.26% voted against the resolution and 0.10% abstained from voting.

This Remuneration Report, which covers the compensation of the members of the Executive Board and Supervisory Board of EVN (“Remuneration Report”), was prepared by the Executive Board and Supervisory Board of EVN in accordance with § 78c of the Austrian Stock Corporation Act to provide a comprehensive overview of the remuneration paid or owed during the 2019/20 financial year to the members of the Executive Board and the members of the Supervisory Board based on the Remuneration Policy (§ 78a of the Austrian Stock Corporation Act and § 98a of the Austrian Stock Corporation Act), including any and all benefits, in whatever form. The Remuneration Report was reviewed by the Company’s Remuneration Committee and approved by the Supervisory Board in its meeting on 15 December 2020.

This Remuneration Report implements the requirements defined by § 78c and § 98a of the Austrian Stock Corporation Act for the preparation of Remuneration Reports for the members of the Executive Board and Supervisory Board of EVN as a listed company. It is also based on Opinion 37 of the Austrian Financial Reporting and Auditing Committee (“AFRAC Opinion”) as well as the guidelines of the European Commission on the standardised presentation of remuneration reports under Directive (EU) 2017/828 of the European Parliament and of the Council dated 17 May 2017 on the amendment of Directive 2007/36/EU concerning support for the exercise of shareholders’ rights over the long-term. These directives were only available in draft form when the Remuneration Report was prepared.

In accordance with § 78d para 1 of the Austrian Stock Corporation Act, the Remuneration Report must be presented to the Annual General Meeting for voting. This voting process represents a recommendation, and the next Remuneration Report must include information as to how the results of voting at the last Annual General Meeting were taken into account.

¹ Disclosures pursuant to § 128 para. 1 nos. 1 to 4 of the Austrian Stock Corporation Act.

1.2 Business development during the past financial year

EVN generated revenue of EUR 2,107.5m in the 2019/20 financial year. The 4.4% year-on-year decline was caused, above all, by a substantial reduction in thermal electricity generation. Results for the previous year included operations at the coal-fired power plant in Dürnrohr up to the beginning of August 2019, while the reporting year saw a cutback in the use of the thermal power plants in Theiss (for network stabilisation) and Walsum 10. Other major factors involved a decrease in revenue, especially in the Networks Segment and in natural gas trading, as well as lower year-on-year valuation effects from the hedges concluded for electricity production. In contrast, positive development was recorded in energy revenue from Bulgaria and revenue from the international project business. EVN generated revenue of EUR 1,082.9m outside Austria in 2019/20 (previous year: EUR 978.7m), which represents an increase in the share of total revenue from 44.4% in the previous year to 51.4% in 2019/20.

Other operating income declined by 45.4% to EUR 64.4m due to changes in inventories caused by the settlement and invoicing of customer projects.

The cost of electricity purchases from third parties and primary energy expenses reflected the development of energy revenue with a decline of 17.9% to EUR 888.3m in 2019/20. This reduction was based, above all, on the lower use of primary energy carriers due to the reduction in thermal generation, a decline in wholesale prices and lower electricity purchases. Moreover, the comparable prior year value was negatively influenced by the valuation of hedges and a resulting increase in expenses.

The cost of materials and services increased by 13.1% to EUR 316.9m due to contract performance in the international project business.

Personnel expenses were 3.1% higher than the previous year at EUR 349.3m. In addition to the annual salary and wage adjustments required by collective agreements, this increase resulted from additional hiring for the realisation by WTE Wassertechnik of the wastewater treatment project in Kuwait. The EVN Group had an average workforce of 7,007 in 2019/20 (previous year: 6,908 employees).

Other operating expenses nearly matched the previous year at EUR 121.1m in 2019/20 (previous year: EUR 120.2m).

The share of results from equity accounted investees with operational nature was influenced by contrary developments and fell by 27.8% year-on-year to EUR 94.1m. Positive factors included the normalisation of the earnings contribution from EVN Energievertrieb GmbH & Co KG and positive non-recurring effects at RAG Austria AG and Energie Burgenland AG. Adverse factors included the decline caused by the effects of impairment testing, above all at Verbund Innkraftwerke GmbH: A revaluation of EUR 92.2m in the previous year was contrasted by an impairment loss of EUR 20.7m as of 30 September 2020 which resulted chiefly from an increase in the discount rate. In addition, an impairment loss of EUR 4.9m was recognised to the Ashta hydropower plant in the second quarter of 2019/20 (previous year: revaluation of

EUR 0.9m) because of the Covid-19-related increase in the country risk premium. The development of business at ENERGIEALLIANZ Austria GmbH was also negatively influenced by the corona crisis.

Based on these developments, EBIDTA declined by 6.5% year-on-year to EUR 590.4m in 2019/20.

Higher investments, the capitalisation of rights of use following the initial application of IFRS 16 and revaluations to property, plant and equipment as of 30 September 2019 led to an increase of 10.0% in scheduled depreciation and amortisation to EUR 296.7m. In comparing the effects of impairment testing, it is important to note the positive effect of EUR 41.6m in the previous year which resulted, among others, from revaluations to renewable generation assets, electricity procurement rights and district heating assets and to customer bases in Bulgaria und North Macedonia. Impairment testing as of 30 September 2020 resulted in impairment losses of EUR 22.1m which were related, above all, to EVN's investment in the Walsum 10 power plant (EUR 16.8m). The remaining impairment losses primarily involved electricity generation and district heating assets. Revaluations amounted to EUR 1.5m and were related chiefly to the Kavarna wind park in Bulgaria.

In the second quarter of 2019/20, impairment losses were recognised to energy generation equipment in South East Europe and to the customer base in in North Macedonia to reflect the Covid-19-related increase in country risk premiums. These impairment losses are not included as of 30 September 2020 because the country risk premiums have declined in recent months and/or the framework conditions have improved.

Based on these developments, EBIT totalled EUR 273.1m for the 2019/20 financial year (previous year: EUR 403.5m).

The result before income tax was 31.1% lower than the previous year at EUR 257.3m. After the deduction of EUR 28.7m in income tax expense (previous year: EUR 46.7m) and the earnings attributable to non-controlling interests, Group net result for the 2019/20 financial year equalled EUR 199.8m. Group net result in the previous year amounted to EUR 302.4m and was influenced by non-cash, non-recurring effects.

EVN's consolidated financial statements as of 30 September 2020 show the following key indicators for the 2019/20 financial year, which covers the period from 1 October 2019 to 30 September 2020:

		2019/20	2018/19	+/- %	2017/18
Sales volumes					
Electricity generation volumes	GWh	3,785	5,594	-32.3	5,526
thereof from renewable energy	GWh	2,250	2,315	-2.8	2,213
Electricity sales volumes to end customers	GWh	19,813	19,924	-0.6	18,413
Natural gas sales volumes to end customers	GWh	4,957	5,083	-2.5	5,178
Heat sales volumes to end customers	GWh	2,303	2,196	4.9	2,219
Consolidated statement of operations					
Revenue	EURm	2,107.5	2,204.0	-4.4	2,078.7
EBITDA	EURm	590.4	631.7	-6.5	671.8
EBITDA margin ¹⁾	%	28.0	28.7	-0.6	32.3
Results from operating activities (EBIT)	EURm	273.1	403.5	-32.3	392.9
EBIT margin ¹⁾	%	13.0	18.3	-5.3	18.9
Result before income tax	EURm	257.3	373.5	-31.1	355.7
Group net result	EURm	199.8	302.4	-33.9	254.6
Consolidated statement of financial position					
Balance sheet total	EURm	8,365.7	8,188.6	2.2	7,831.1
Equity	EURm	4,543.3	4,552.1	-0.2	4,092.6
Equity ratio ¹⁾	%	54.3	55.6	-1.3	52.3
Net debt	EURm	1,037.7	999.5	3.8	963.7
Gearing ¹⁾	%	22.8	22.0	0.9	23.5
Return on equity (ROE) ¹⁾	%	5.0	7.6	-2.5	7.7
Consolidated cash flow and investments					
Net cash flow from operating activities	EURm	412.0	429.7	-4.1	603.5
Investments ²⁾	EURm	367.9	391.4	-6.0	356.4
Net debt coverage (FFO) ¹⁾	%	47.7	50.9	-3.2	69.0
Interest cover (FFO)	x	11.6	11.7	-1.3	14.4
Value added					
Net operating profit after tax (NOPAT)	EURm	274.6	216.3	26.9	314.8
Capital employed ³⁾	EURm	4,405.7	4,135.4	6.5	4,094.2
Operating return on capital employed (OpROCE) ¹⁾	%	6.2	5.2	1.0	7.7
Weighted average cost of capital (WACC) ^{1) 4)}	%	5.5	6.3	-0.8	6.3
Economic value added (EVA®) ⁵⁾	EURm	32.3	-42.1	-	58.9
Share					
Earnings	EUR	1.12	1.70	-34.0	1.43
Dividend	EUR	0.49 ⁶⁾	0.47 + 0.03 ⁷⁾	-2.0	0.44 + 0.03 ⁷⁾
Dividend yield ¹⁾	%	3.4	3.1	0.3	2.8
Share performance					
Share price at 30 September	EUR	14.28	16.14	-11.5	16.88
Highest price	EUR	18.36	17.28	6.2	18.00
Lowest price	EUR	11.22	12.16	-7.7	13.07
Market capitalisation at 30 September	EURm	2,569	2,903	-11.5	3,036
Credit rating					
Moody's		A1, stable	A1, stable		A2, positive
Standard & Poor's		A, negative	A, stable		A-, stable

1) Changes reported in percentage points

2) In intangible assets and property, plant and equipment

3) Average adjusted capital employed

4) Exact value 2017/18 and 2018/19: 6.25%

5) As defined by Stern Stewart & Co.

6) 2019/20 financial year: proposal to the Annual General Meeting

7) Bonus dividend of EUR 0.03 per share

2 Remuneration Report on the compensation of the Executive Board members

2.1 Basic principles of the Remuneration Policy

This presentation of the basic principles of the Remuneration Policy provides an overview of the individual remuneration components and their connection with the Company's goals and long-term development. For the reader, it is intended to facilitate a detailed understanding of the framework conditions for the total remuneration presented in the Remuneration Report.

The Remuneration Policy for the members of EVN's Executive Board is designed to meet the following goals: to ensure that the total remuneration of the Executive Board members appropriately reflects the position of the Company and the remuneration paid by comparable companies; to create incentives for actions that reinforce the Company's sustainable development; and to support the Company's business strategy and long-term development.

The remuneration reflects the overall responsibility of the Executive Board but is differentiated by the separate responsibilities of the individual Executive Board members as defined in the allocation of duties. Other decisive criteria are the length of service with the Company and, if applicable, the assumption of a function as speaker or chairman of the Executive Board. The Remuneration Policy creates incentives for the members of the Executive Board to actively develop and pursue the corporate strategy, to safeguard the Company's long-term sustainable development and to avoid excessive risks. In accordance with the Remuneration Policy, the definition of concrete performance criteria must also ensure that unnecessary risk-taking and an overly strong focus on short-term profits are avoided. At the same time, ambitious goals should be set to create an incentive for special performance. The overriding objective is the long-term positive development of the Company.

The implementation of EVN's strategy is reflected in the definition of targets and the measurement of target attainment for both financial and non-financial (individual) performance criteria. In both cases, the Company's long-term development must be taken into account.

The members of the Executive Board receive the following remuneration components:

- Fixed remuneration components that are independent of performance
- Variable remuneration components based on the attainment of financial and non-financial, annual and multi-year performance criteria

The fixed remuneration components represent the base salary as well as compensation in kind and fringe benefits that can include accident insurance, collective supplementary health insurance, D&O insurance and a company car. In addition, the Remuneration Policy for the Executive Board members includes a defined contribution pension system as part of a private, fund-based pension programme. The Company's contributions to this pension programme may not exceed 20% of the base salary. Pension entitlements from a previous function in the EVN Group can be transferred to an Executive Board member's employment contract.

Furthermore, the members of the Executive Board are entitled to variable remuneration which is dependent on the economic development of EVN as well as the attainment of individually agreed targets.

The variable remuneration components equal 30% of the base salary per year if the targets are met in full. If the financial targets are exceeded, the variable remuneration is capped at a maximum of 51% of the base salary.

The variable remuneration is based on the following transparent criteria and weightings:

- Delta Group Economic Value Added (Δ Group EVA; 30%)
- Average contribution to Group cash flow (40%)
- Individually agreed targets (30%)

An interval is set for every target to establish the relation between over- and under-fulfilment and the appropriate increase or reduction in the payment of the variable remuneration component.

Target attainment corridors ranging from 0% to 200% were defined for the quantitative performance criteria " Δ Group EVA" and "Average contribution to Group cash flow". The corresponding ranges for the individually agreed targets are 0% to 100%.

The performance criterion " Δ Group EVA" measures the annual change in the operating earning power of the EVN Group in relation to the weighted average cost of capital (WACC). This is intended to create an incentive to increase the Company's long-term earning power. The performance criterion "average contribution to Group cash flow" is a long-term benchmark due to its focus on ratings. The objective here is to sustainably strengthen the liquidity and financial power of the EVN Group in order to support its investment and distribution capability. An improvement in the rating is only possible when the relevant requirements are met over the medium- to long-term. This also supports EVN's medium-term strategic financial goals.

The stability of the variable remuneration system is protected by the payment of the variable remuneration components for the financial targets from a so-called "bonus reserve".

The bonus reserve is connected with a disbursement mechanism which transfers the bonus for the attainment of financial targets in a specific period to a proportional annual bonus payment. Fifty per cent of the attained bonus reserve is paid out in the first year after the financial year in which the entitlement is earned, and the remaining 50% are transferred to subsequent period(s). That creates a multi-year perspective and ensures that the variable remuneration is tied to the Company's long-term development. Subsequent years are linked together by transferring the outstanding part of the variable remuneration to the next period in the form of a beginning balance. The beginning balance of the bonus reserve in each year equals the attainment ratio for the financial targets in the previous financial year plus the ending balance from the previous year. A virtual beginning balance is used in the first year which is calculated to

ensure payment of 100% of the variable remuneration if 100% of the underlying financial targets are reached. Fifty per cent of the beginning balance of the bonus reserve are paid out each year, and the remainder is carried forward to the following year.

Non-cash benefits received by an Executive Board member for exercising an official function in a Group company or an affiliate or in a legal or voluntary interest group to which the Company belongs must be remitted to the Company.

Details on the design of the fixed and variable remuneration components are provided in the Remuneration Policy for EVN's Executive Board members.

2.2 Disclosure of total remuneration

2.2.1 General information

In order to provide EVN's shareholders with a clear and understandable overview of the total remuneration of the Executive Board members in accordance with the requirements of § 78c of the Austrian Stock Corporation Act, the total remuneration of the Executive Board members is shown in a table (see Attachment 1) which is based on the form of presentation recommended by the AFRAC Opinion.

This presentation of total remuneration is intended to give the reader a transparent breakdown of the various components and the relative share of fixed and variable remuneration components for each member of the Executive Board. The remuneration paid by subsidiaries to the Executive Board members is shown separately from the other components on Attachment 1.

In the 2019/20 financial year, which covered the period from 1 October 2019 to 30 September 2020, the Executive Board of EVN consisted exclusively of Stefan Szyszkowitz (member and speaker of the Executive Board) and Franz Mittermayer (member of the Executive Board; together the "members of the Executive Board", the "Executive Board members" or the "Executive Board").

As recommended in the AFRAC Opinion, the following section shows both the remuneration owed and the remuneration paid to the Executive Board members. The remuneration owed covers the amounts actually paid to the Board member during a specific period which are attributable to this reporting period as well as the entitlements conclusively earned for that period, also when payment will only be made in a later period. The granted remuneration represents the provisions created during a financial year as well as other accrued remuneration components that are economically attributable to this reporting period based on legal or contractual obligations (possibly conditional) but will only be finally established and paid out in later periods.

The table also shows the amounts paid out during the current period, which comprise the entitlements earned in previous financial years and owed by the Company, as well as the amounts (newly) owed for the current period.

2.2.2 Fixed remuneration components

In accordance with the provisions of the Remuneration Policy, Stefan Szyskowitz received a basic annual salary of TEUR 426.7 which was paid in 14 equal instalments. Mr. Szyskowitz also received the following compensation in kind and fringe benefits:

- a) Premium for accident insurance: TEUR 1.4 per year
- b) Premium for collective supplementary health insurance: TEUR 1.5 per year
- c) The Company has arranged for D&O insurance and carries the related costs.
- d) Company car: passenger car with electric drive (including permission for private use and a driver for business-related trips); the non-monetary remuneration value as defined by the Austrian Income Tax Act equals TEUR 0 per year. The carrying amount under commercial law (useful life: five years) equalled TEUR 49.4 as of 30 September 2020.
- e) Stefan Szyskowitz did not receive any remuneration from subsidiaries.

Franz Mittermayer received a basic annual salary of TEUR 398.2 which was paid in 14 equal instalments. Mr. Mittermayer also received the following compensation in kind and fringe benefits:

- a) Premium for accident insurance: TEUR 1.4 per year
- b) Premium for collective supplementary health insurance: TEUR 1.0 per year
- c) The Company has arranged for D&O insurance and carries the related costs.
- d) Company car: passenger car (including permission for private use and a driver for business-related trips); the non-monetary remuneration value as defined by the Austrian Income Tax Act equals TEUR 11.5 per year. The carrying amount under commercial law (useful life: five years) equalled TEUR 39.9 as of 30 September 2020.
- e) Franz Mittermayer did not receive any remuneration from subsidiaries.

2.2.3 Variable remuneration components

Stefan Szyskowitz received the following variable remuneration components:

- a) Payments on account for the 2019/20 financial year: TEUR 102.4
- b) Remaining payments for the 2018/19 financial year: TEUR 51.1
- a) + b) Payment for variable remuneration in the 2019/20 financial year: TEUR 153.5

The earned entitlements from variable remuneration for the 2019/20 financial year amount to TEUR 127.4. The deduction of payments on account totalling TEUR 102.4 results in a difference of TEUR 25.0 which will be paid in the 2020/21 financial year as the "remaining payment previous year's bonus".

Franz Mittermayer received the following variable remuneration components:

- a) Payments on account for the 2019/20 financial year: TEUR 95.6
- b) Remaining payments for the 2018/19 financial year: TEUR 30.2
- a) + b) Payment for variable remuneration in the 2019/20 financial year: TEUR 125.8

The earned entitlements from variable remuneration for the 2019/20 financial year amount to TEUR 109.9. The deduction of payments on account totalling TEUR 95.6 results in a difference of TEUR 14.3 which will be paid in the 2020/21 financial year as the “remaining payment previous year’s bonus”.

The Personnel Committee of the EVN Supervisory Board in its function as a Remuneration Committee was responsible for determining the target attainment for the variable remuneration components and, consequently, for determining the absolute amounts of variable remuneration for each of the Executive Board members for the 2018/19 financial year. The Personnel Committee of the EVN Supervisory Board discussed and approved this issue in its meeting on 26 November 2019.

2.2.4 Long-term Incentive Programme

There is no long-term incentive programme for the members of the Executive Board.

2.2.5 Agreement of total remuneration with the Remuneration Policy

In accordance with the Remuneration Policy, the total remuneration for the members of the Executive Board must appropriately reflect the position of the Company and the remuneration paid by comparable companies.

EVN is listed on the Vienna Stock Exchange and is active both nationally and internationally. The Company is currently not included in the Austrian Traded Index (ATX), but (re)admission over the medium-term cannot be ruled out. The use of available data on the ATX companies as a benchmark is useful.

A current analysis² by the Chamber of Workers and Employees for Vienna (“Kammer für Arbeiter und Angestellte für Wien”) in April 2020 covering 17 of the 20 companies listed in the ATX shows that an average management salary, based on the 2019 financial year, equals EUR 1.86m. The bonus targets for management, which are generally based on financial success (e.g. net profit, operating income etc.) were consistently met in 2019. It should also be noted that variable remuneration, on average, represents nearly half the total remuneration of the average Executive Board salary in ATX companies.

² Management Board remuneration in ATX companies: salary ranking and remuneration policy pursuant to the Austrian Stock Corporation Amendment Act of 2019, April 2020 (https://www.arbeiterkammer.at/interessenvertretung/wirtschaft/betriebswirtschaft/Vorstandsverguetung_in_den_ATX-Unternehmen_April_2020.pdf)

This information shows that the remuneration of the EVN Executive Board lies within an appropriate range with regard to the amount of the fixed remuneration components and the per cent of variable remuneration. In addition, this information indicates that the total remuneration lies below this average.

The variable remuneration system defined by the Remuneration Policy sets incentives for the sustainable development of the Company and supports the corporate strategy and the Company's long-term development. This is achieved through the definition of ambitious target corridors by the Remuneration Committee for two quantitative performance criteria which are relevant for the Company's development: "Δ Group EVA" and "Average contribution to Group cash flow".

The Remuneration Committee also sets individual non-financial targets each year which are based on the requirements defined by the Remuneration Policy. These non-financial targets reflect the current framework conditions and are intended to create suitable incentives for the members of the Executive Board to actively develop and pursue the corporate strategy and, in this way, safeguard the Company's sustainable, long-term development.

Excessive risk-taking is not encouraged by the extent of the variable remuneration components, the underlying indicators or the specifically agreed individual targets.

The relation between the fixed and variable remuneration components ultimately guarantees that the attainment of short-term, bonus-relevant targets is not a priority. Variable remuneration equals 30% of the fixed remuneration based on 100% target attainment and a maximum of 51% of the base salary if the targets are exceeded (i.e. at most, slightly more than one-third of total remuneration).

The remuneration also reflects the overall responsibility associated with the duties of the Executive Board because the same remuneration level generally applies to both Executive Board members. In agreement with the Remuneration Policy, a differentiation is made with regard to the separate responsibilities of the individual Executive Board members as defined in the allocation of duties as well as the length of service with the Company and the exercise of a function as speaker or chairman of the Executive Board. Stefan Szyszkowitz has been a member of the Executive Board since 2011 (i.e. for roughly 10 years) and Franz Mittermayer since 2017 (i.e. for roughly three years).

Stefan Szyszkowitz has served as speaker of the Executive Board since 2017. The allocation of his responsibilities on the Executive Board includes a larger number of organisational units. Consequently, his base salary is roughly 7% higher than Franz Mittermayer's base salary.

2.3 Information on share-based remuneration

EVN does not have a stock option programme, and no shares were offered or granted to the Executive Board members.

2.4 Other information and explanations

2.4.1 Deviations from the Remuneration Policy

There were no deviations from the Remuneration Policy or the implementation procedures defined therein during the past financial year.

2.4.2 Clawback of variable remuneration components

There were no clawback claims involving variable remuneration components during the past financial year.

3 Remuneration Report on the compensation of the Supervisory Board members

3.1 Basic principles of the Remuneration Policy

The Remuneration Policy for the members of EVN's Supervisory Board is designed to ensure that the remuneration of the Supervisory Board members reflects their duties, responsibilities and the position of the Company. This remuneration should support the long-term implementation of the corporate strategy and the long-term development of EVN and, at the same time, guarantee the objectivity and independence of the Supervisory Board. The remuneration comprises basic annual remuneration and an attendance fee per meeting. There are no performance-based remuneration components. The attendance fees are intended to reflect the number of meeting and the related time spent, especially in connection with the membership in committees, and can therefore vary.

Every Supervisory Board member, including the employee representatives on the Supervisory Board, is entitled to reimbursement for appropriate cash outlays.

Details on the design of the fixed and variable remuneration components are provided in the Remuneration Policy for EVN's Supervisory Board members.

3.2 Disclosure of total remuneration

3.2.1 General Information

In order to provide EVN's shareholders with a clear and understandable overview of the total remuneration of the Supervisory Board members in accordance with the requirements of § 98a in connection with § 78c of the Austrian Stock Corporation Act, the total remuneration of the Supervisory Board members is shown in a table (see Attachment 2) which is based on the form of presentation recommended by the AFRAC Opinion.

The following persons served as shareholder representatives during the 2019/20 financial year, which covered the period from 1 October 2019 to 30 September 2020: Bettina Glatz-Kremsner, Norbert

Griesmayr, Willi Stiwicek, Philipp Gruber, Dieter Lutz, Reinhard Meißl, Susanne Scharnhorst, Angela Stransky, Friedrich Zibuschka, Johannes Zügel (together the "members of the Supervisory Board", the "Supervisory Board members" or the "Supervisory Board") and, as such, received remuneration. The employee representatives on the Supervisory Board exercise their function in a voluntary capacity in accordance with § 110 para 3 of the Austrian Labour Constitution Act ("Arbeitsverfassungsgesetz") and receive no remuneration.

A resolution by the Annual General Meeting on 21 January 2016 set the total remuneration for the members of the Supervisory Board at EUR 118,800 per year and the attendance fee at EUR 500 per meeting and authorised the Supervisory Board to distribute this remuneration among its members according to their functions. A resolution by the Annual General Meeting on 21 January 2016 approved the distribution of the total remuneration of EUR 118,800 for the members of the Supervisory Board as follows: the president and chairwoman receives EUR 18,200, the two vice-chairmen receive EUR 13,200 each and the seven other Supervisory Board members receive EUR 10,600 each.

3.2.2 Fixed remuneration components

The members of the Supervisory Board received the following fixed remuneration components in the 2019/20 financial year:

a)	Bettina Glatz-Kremsner:	TEUR 18.2
b)	Norbert Griesmayr:	TEUR 13.2
c)	Willi Stiwicek:	TEUR 13.2
d)	Philipp Gruber:	TEUR 8.0*
e)	Dieter Lutz:	TEUR 10.6
f)	Reinhard Meißl:	TEUR 10.6
g)	Susanne Scharnhorst:	TEUR 8.0*
h)	Angela Stransky:	TEUR 10.6
i)	Friedrich Zibuschka:	TEUR 10.6
j)	Johannes Zügel	TEUR 10.6

* Philipp Gruber and Susanne Scharnhorst waived part of the remuneration and attendance fees to which they were entitled.

3.2.3 Variable remuneration components

In agreement with the Remuneration Policy, no performance-based variable remuneration components were paid to the Supervisory Board members during the 2019/20 financial year. An overview of the approved attendance fees is provided in Attachment 2.

3.2.4 Long-term incentive programme

There is no long-term incentive programme for the members of the Supervisory Board.

3.2.5 Agreement of total remuneration with the Remuneration Policy

The total remuneration for the members of the Supervisory Board corresponded to the Remuneration Policy during the past financial year. The remuneration for the members of the Supervisory Board must be market-orientated and designed to attract appropriately qualified persons for activities in an international listed company with a diversified investment portfolio. Moreover, the remuneration must allow for the balanced professional and personal composition of the Supervisory Board. A special focus is placed on diversity with regard to the representation of both genders and a balanced age structure as well as the internationality and professional backgrounds of the members. By supporting the balanced composition and broad-based qualifications of the Supervisory Board, this remuneration also supports the Company's sustainable development.

3.3 Information on share-based remuneration

EVN does not have a stock option programme, and no shares were offered or granted to the Supervisory Board members.

3.4 Other information and explanations

3.4.1 Deviations from the Remuneration Policy

There were no deviations from the Remuneration Policy or the implementation procedures defined therein during the past financial year.

3.4.2 Clawback of variable remuneration components

There were no clawback claims involving variable remuneration components during the past financial year.

Attachment 1

<i>(in TEUR)</i>	Financial Year 2019/20		Financial Year 2018/19	
	Szyszkowitz	Mittermayer	Szyszkowitz	Mittermayer
<i>Fixed remuneration</i>				
- Annual fixed salary	426.7	398.2	414.8	387.1
- Contributions to private, fund-based pension programme	64.7	59.7	62.8	58.0
Subtotal	491.4	457.9	477.6	445.1
<i>Variable remuneration</i>				
- Annual bonus				
<i>Payments on account</i>	102.4	95.6	99.6	92.9
<i>Remaining payment previous year's bonus</i>	51.1	30.2	62.8	31.7
Amount paid out from variable remuneration	153.5	125.8	162.4	124.6
- Performance-based LTIP	-	-	-	-
<i>Payment on account LTIP</i>	-	-	-	-
Subtotal	153.5	125.8	162.4	124.6
<i>Remuneration from subsidiaries</i>				
- Salary for managing director activities in subsidiaries*	-	-	-	-
Subtotal	-	-	-	-
<i>Other remuneration</i>				
- One-off settlement payment	-	-	-	-
Subtotal	-	-	-	-
<i>Total remuneration</i>				
- Fixed	491.4	457.9	477.6	445.1
- Variable	153.5	125.8	162.4	124.6
- Subsidiaries	-	-	-	-
- Other	-	-	-	-
Subtotal	644.9	583.7	640.0	569.7
Total	1,228.6		1,209.7	
- <i>Relative share of fixed remuneration (basic salary)</i>	74%	76%	72%	76%
- <i>Relative share of variable remuneration</i>	26%	24%	28%	24%
- <i>Change in total remuneration absolute</i>	4.9	14.0		
- <i>Change in total remuneration in per cent</i>	0.8%	2.5%		
- <i>Change in average remuneration of employees</i> <i>(Group employees Austria)</i>		0.7%		

* The members of the Executive Board did not receive any salary for managing director activities in subsidiaries in the previous year.

Stefan Szyszkowitz earned the following entitlements based on his function as a supervisory board member:
Burgenland Holding AG (TEUR 4.2 in 19/20 and TEUR 3.8 in 18/19), EVN Macedonia EAD (TEUR 1.6 each in 19/20 and 18/19). All claims arising from these activities were transferred to EVN AG.

Franz Mittermayer earned the following entitlements based on his function as a supervisory board member:
Burgenland Holding AG (TEUR 2.7 in 19/20 and TEUR 1.5 in 18/19).

All claims arising from these activities were transferred to EVN AG.

Attachment 2

Financial Year 2019/20

(in TEUR)	Glatz-Kremsner	Griesmayr	Stowicek	Gruber	Lutz	Meißl	Scharmhorst	Stransky	Zibuschka	Zügel
<i>Fixed remuneration</i>										
- Basic remuneration	18.2	13.2	13.2	8.0	10.6	10.6	8.0	10.6	10.6	10.6
- Contributions to private, fund-based pension programme	-	-	-	-	-	-	-	-	-	-
Subtotal	18.2	13.2	13.2	8.0	10.6	10.6	8.0	10.6	10.6	10.6
<i>Variable remuneration</i>										
- Attendance fees*	7.5	7.5	7.5	1.0	3.0	5.0	3.0	3.0	3.0	2.5
Subtotal	7.5	7.5	7.5	1.0	3.0	5.0	3.0	3.0	3.0	2.5
<i>Remuneration from subsidiaries</i>										
- Salary for managing director activities in subsidiaries	-	-	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-	-	-
<i>Other remuneration</i>										
- One-off settlement payment	-	-	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-	-	-
<i>Remuneration from previous functions on corporate bodies</i>										
- Pension	-	-	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-	-	-
<i>Total remuneration</i>										
- fixed	18.2	13.2	13.2	8.0	10.6	10.6	8.0	10.6	10.6	10.6
- variable	7.5	7.5	7.5	1.0	3.0	5.0	3.0	3.0	3.0	2.5
- subsidiaries	-	-	-	-	-	-	-	-	-	-
- other	-	-	-	-	-	-	-	-	-	-
- Pension (former Supervisory Board members)	-	-	-	-	-	-	-	-	-	-
Subtotal	25.7	20.7	20.7	9.0	13.6	15.6	11.0	13.6	13.6	13.1
Total										156.5

Financial Year 2018/19

(in TEUR)	Glatz-Kremsner	Griesmayr	Stowicek	Gruber	Lutz	Meißl	Scharmhorst	Stransky	Zibuschka	Zügel
<i>Fixed remuneration</i>										
- Basic remuneration	18.2	13.2	13.2	10.6	10.6	10.6	10.6	10.6	10.6	10.6
- Contributions to private, fund-based pension programme	-	-	-	-	-	-	-	-	-	-
Subtotal	18.2	13.2	13.2	10.6						
<i>Variable remuneration</i>										
- Attendance fees*	5.5	5.5	5.0	2.0	3.0	2.5	2.5	3.0	3.0	3.0
Subtotal	5.5	5.5	5.0	2.0	3.0	2.5	2.5	3.0	3.0	3.0
<i>Remuneration from subsidiaries</i>										
- Salary for managing director activities in subsidiaries	-	-	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-	-	-
<i>Other remuneration</i>										
- One-off settlement payment	-	-	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-	-	-
<i>Remuneration from previous functions on corporate bodies</i>										
- Pension	-	-	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-	-	-
<i>Total remuneration</i>										
- Fixed	18.2	13.2	13.2	10.6	10.6	10.6	10.6	10.6	10.6	10.6
- Variable	5.5	5.5	5.0	2.0	3.0	2.5	2.5	3.0	3.0	3.0
- Subsidiaries	-	-	-	-	-	-	-	-	-	-
- Other	-	-	-	-	-	-	-	-	-	-
- Pension (former Supervisory Board members)	-	-	-	-	-	-	-	-	-	-
Subtotal	23.7	18.7	18.2	12.6	13.6	13.1	13.1	13.6	13.6	13.6
Total										153.8

* The attendance fees are considered part of variable remuneration in accordance with the remuneration policy, but are not performance-based.