

EVN AG
registered office in Maria Enzersdorf
FN [(Austrian) Business Register Number] 72000h
ISIN: AT0000741053

Invitation

to the

95th Annual General Meeting

of EVN AG (hereinafter also referred to as the "Corporation") to be held on
Thursday, 1 February 2024, at 10 a.m. (CET) at EVN Forum, EVN Platz, A-2344 Maria Enzersdorf

Agenda:

1. Presentation of the adopted annual financial statements, of the management report and of the consolidated corporate governance report (including the report of the Supervisory Board) for the financial year 2022/23, of the consolidated financial statements, the group management report and the consolidated non-financial report for the financial year 2022/23, and of the proposal for appropriation of the net profit for the year
2. Resolution on the distribution of the net profit for the year as reported in the annual financial statements as at 30 September 2023
3. Resolution on approval of the actions of the members of the Executive Board in the financial year 2022/23
4. Resolution on approval of the actions of the members of the Supervisory Board in the financial year 2022/23
5. Election of the auditor for the annual financial statements and consolidated financial statements for the financial year 2023/24
6. Resolution on the Remuneration Report on the emoluments of the members of the Executive Board and of the Supervisory Board of EVN AG for the financial year 2022/23
7. Resolution on the Remuneration Policy with regard to the principles for the emoluments of the members of the Executive Board and the Supervisory Board of EVN AG
8. Amendment to Articles 1, 3, 10(1) to (3), 11(1) to (3), 13(3) to (6) and 14(3) of the Articles of Association

Shareholders' option to inspect documents pursuant to Section 108(3) and (4) of the Austrian Stock Corporations Act [Aktengesetz/AktG] (Section 106 No. 4 AktG)

Pursuant to Section 108(3) to (4) *AktG* the following documents will be available not later than from the 21st day prior to the General Meeting, i.e. from 11 January 2024, on the Corporation's website www.evn.at/AGM that is registered in the Business Register:

- the documents stated in item number 1 on the agenda,
- the proposals for resolutions on items number 2 to 8 on the agenda,
- the Remuneration Report on the emoluments of the members of the Executive Board and of the Supervisory Board of EVN AG for the financial year 2022/23,
- the Remuneration Policy of EVN AG with regard to the principles for the emoluments of the members of the Executive Board and the Supervisory Board, and
- the Articles of Association in which the proposed amendments have been marked.

In addition to the said documents, the full text of this invitation, the forms for granting and revoking proxy, as well as all other publications made by the Corporation in connection with this General Meeting will be available on the Corporation's website.

Evidence Date and prerequisites for attendance at the General Meeting pursuant to Section 111 AktG (Section 106 No. 6 and 7 AktG)

Pursuant to Section 111(1) *AktG* the right to attend General Meetings and to exercise the other shareholder rights to be claimed in connection with General Meetings depends on the shares held at the end of the tenth day before the day of the General Meeting (**Evidence Date**), i.e. on the shares held on **22 January 2024, midnight (CET)**. Shareholders who wish to attend the General Meeting and exercise shareholder rights must provide the Corporation with evidence of their shareholding as at the Evidence Date.

For bearer shares held by a depositary a deposit receipt as defined in Section 10a *AktG*, which must be received by the Corporation not later than on the third business day before the General Meeting, i.e. by **29 January 2024**, will suffice as evidence of the shareholding at the Evidence Date. Deposit receipts must be issued by the bank keeping the securities account, whose registered office must be in a country of the European Economic Area or in a full member state of the OECD. The deposit receipt must contain at least the details provided for in Section 10a(2) *AktG*. If the deposit receipt is to serve as evidence of the current status as shareholder, it must not be older than seven days at the time of presentation to the Corporation. Deposit receipts will be accepted in German or English.

The Evidence Date has no effects on saleability of the shares and has no significance for the entitlement to dividends.

In compliance with the requirements of Section 13(2) *AktG* deposit receipts may be sent to the Corporation in text form exclusively by way of one of the following means:

| | |
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| by post or courier to: | HV-Veranstaltungsservice GmbH Köppel 60, A-8242 St. Lorenzen am Wechsel |
| by fax to: | +43 (0) 1 8900 500 50 |
| by email to: | anmeldung.evn@hauptversammlung.at with the deposit receipt to be attached to the email message in text form, e.g. as a PDF file |
| or via SWIFT: | GIBAATWGGMS – message type MT598 or MT599, and ISIN: AT0000741053 must be stated in the text |

Option to appoint a proxy pursuant to Sections 113 and 114 AktG (Section 106 No. 8 AktG)

Every shareholder who is entitled to attend the General Meeting has the right to appoint a natural person or legal entity their proxy, namely by proxy to be granted in text form. The Corporation itself or a member of the Executive Board or the Supervisory Board may exercise the voting right as proxy only if the shareholder has given an explicit instruction to exercise the voting right with respect to the specific items on the agenda. The proxy must be granted to a specific person. If a shareholder has issued a proxy to the bank that keeps their securities account(s) (Section 10a AktG), a statement of the bank to the effect that it was granted proxy will suffice in addition to the deposit receipt (fourth sentence of Section 114(1) AktG).

For granting proxy the form provided on the Corporation's website at www.evn.at/AGM may be used, which also allows the granting of limited proxy. The proxy must be submitted to the Corporation and retained by the same.

Proxies may be sent to the Corporation in text form exclusively to the following addresses:

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|------------------------|---|
| by post or courier to: | HV-Veranstaltungsservice GmbH Köppel 60, A-8242 St. Lorenzen am Wechsel |
| by fax to: | +43 (0) 1 8900 500 50 |
| or by email to: | anmeldung.evn@hauptversammlung.at with the proxy to be attached to the email message in text form, e.g. as a PDF file |

Statements as defined in the fourth sentence of Section 114(1) AktG may also be sent via SWIFT (GIBAATWGGMS – message type MT598 or MT599; please make sure to state ISIN: AT0000741053 in the text).

On the day of the General Meeting proxies may exclusively be presented in person when registering for the General Meeting at the venue of the General Meeting.

The above regulations on the granting of proxy apply *mutatis mutandis* to revocation of proxy.

The shareholders are hereby informed that they have to fulfil the prerequisites for attendance even when granting proxy (please see "Evidence Date and prerequisites for attendance at the General Meeting pursuant to Section 111 AktG (Section 106 No. 6 and 7 AktG)).

Independent proxy

As a service provided by the Corporation, Dr. Michael Knap, Honorary President of the Interessenverband für Anleger (IVA/Investors' Association), A-1130 Vienna, Feldmühlgasse 22, will be available to the shareholders at their request as an independent proxy for exercising their voting rights at the General Meeting. For granting or revoking proxy specific forms are available on the website at www.evn.at/AGM. The costs of representation by proxy will be borne by the Corporation. In addition, Dr. Michael Knap may be contacted directly at his mobile number +43 664 2138740 or by email (michael.knap@iva.or.at).

The proxy must be timely delivered exclusively to one of the following addresses:

| | |
|------------------------|--|
| by post or courier to: | Dr. Michael Knap c/o Interessenverband für Anleger (IVA) Feldmühlgasse 22, A-1130 Vienna |
| by fax to: | +43 (0)1 8900 500 50 |
| by email to: | knap.evn@hauptversammlung.at with the proxy to be attached to the email message in text form, e.g. as a PDF file |

Instructions on exercising voting rights, if any, must be given directly to Dr. Michael Knap. Please note that Dr. Michael Knap will accept no instructions to take the floor, ask questions, put forward motions or object to shareholder resolutions.

Information about the shareholders' rights as defined in Sections 109, 110, 118 and 119 AktG (Section 106 No. 5 AktG)

Amendment to the agenda pursuant to Section 109 AktG

Pursuant to Section 109 *AktG* shareholders whose shares separately or together amount to five per cent or more of the share capital may request in writing that items be included in the agenda of the next General Meeting and announced. Every item requested to be included in the agenda must be accompanied by a proposal for resolution including the reasons for the same. The shareholders putting forward the motion must have held the shares for at least three months prior to the date of the motion. In the case of bearer shares the shareholder status must be evidenced by presentation of a deposit receipt as defined in Section 10a *AktG* which certifies that the shareholders putting forward the motion have held their shares for an uninterrupted period of at least three months prior to the motion and such evidence must not be older than seven days at the time of presentation to the Corporation. In the case of several shareholders who only together reach the required shareholding of five per cent of the share capital deposit receipts must refer to the same point in time (day, time) for all shareholders. As regards the other deposit receipt requirements reference is made to the above information on the right to attend General Meetings. The shareholders' request must be received by the Corporation not later than on the 21st day prior to the General Meeting, i.e. by **11 January 2024**.

Requests pursuant to Section 109 *AktG* may be sent to the Corporation by the shareholders in writing exclusively to the following addresses:

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| by post or courier to: | EVN AG Attn: Mr. Christoph Lavicka EVN Platz, A-2344 Maria Enzersdorf |
| by email to: | anmeldung.evn@hauptversammlung.at with the request to be attached to the email message in written form (qualified electronic signature), e.g. as a PDF file |
| or via SWIFT: | GIBAATWGGMS - message type MT598 or MT599; please ensure to state ISIN AT0000741053 in the text |

Proposals for resolutions regarding the agenda pursuant to Section 110 AktG

Pursuant to Section 110 *AktG* shareholders whose shares separately or together amount to one per cent or more of the share capital may submit proposals for resolution regarding any item on the agenda in text form to the Corporation and request that such proposals be made available on the Corporation's website together with the names of the shareholders concerned, the reasons for the same, which have to be included, and comments of the Executive Board or the Supervisory Board, if any. The request must be taken into consideration if it is received by the Corporation in text form not later than on the seventh business day prior to the General Meeting, i.e. by **23 January 2024**.

In the case of a proposal regarding election of a Supervisory Board member a statement of the proposed person as defined in Section 87(2) *AktG* will replace the reasons for the request.

Such proposals may be sent to the Corporation by shareholders in text form exclusively to the following addresses:

| | |
|------------------------|---|
| by post or courier to: | EVN AG Attn: Mr. Christoph Lavicka EVN Platz, A-2344 Maria Enzersdorf |
| by fax to: | +43 (0) 1 8900 500 50 |
| or by email to: | anmeldung.evn@hauptversammlung.at with the request to be attached to the email message in text form, e.g. as a PDF file |

In the case of bearer shares the shareholder status entitling a person to exercise this shareholder right must be evidenced by presenting a deposit receipt as defined in Section 10a *AktG* which must not be older than seven days at the time of presentation to the Corporation. In the case of several shareholders who only together reach the required shareholding of one per cent of the share capital deposit receipts must refer to the same point in time (day, time) for all shareholders. As regards the other deposit receipt requirements reference is made to the information on the right to attend General Meetings.

Information pursuant to the second sentence of Section 110(2) in conjunction with Section 86(7) and (9) AktG

With regard to proposals for election of Supervisory Board members, it must be noted that Section 86(7) *AktG* is applicable to the Corporation. The Supervisory Board of EVN AG currently consists of ten shareholder representatives elected by the General Meeting and five employee representatives delegated by the Works Council in accordance with Section 110 of the Austrian Labour Code [*Arbeitsverfassungsgesetz/ArbVG*]. Seven of the ten shareholder representatives are

men and three are women; three of the five employee representatives are men and two are women. Please be informed that no objection pursuant to Section 86(9) *AktG* has been raised and that the minimum percentage defined in Section 86(7) *AktG* has therefore been fulfilled on the whole.

If the number of Supervisory Board members remains unchanged, at least five of the fifteen Supervisory Board members must therefore be women and five must be men.

Shareholders' right to information pursuant to Section 118 *AktG*

Pursuant to Section 118 *AktG* every shareholder must, upon request, be informed about the affairs of the Corporation at the General Meeting to the extent that such information is required for proper assessment of an item on the agenda. The duty to provide information also includes the legal and business relations of the Corporation with an affiliate and the situation of the group and of the entities included in the consolidated financial statements. The information must comply with the principles of conscientious and true rendering of accounts. Disclosure of such information may be denied if, according to the reasonable judgement of an entrepreneur, it could cause a substantial disadvantage to the Corporation or an affiliate or might be punishable by law. Disclosure may also be denied if the information was available on the Corporation's website in the form of questions and answers for at least seven consecutive days prior to commencement of the General Meeting.

Please submit any questions the answering of which may require a prolonged period of preparation timely before the General Meeting to the Corporation in text form by email to anmeldung.evn@hauptversammlung.at.

More information on the shareholders' rights, including, without limitation, as defined in Sections 109, 110, 118 and 119 *AktG*, is also available on the Corporation's website at www.evn.at/AGM.

Motions at the General Meeting pursuant to Section 119 *AktG*

Irrespective of the number of shares they hold, any shareholder is entitled to submit motions at the General Meeting with respect to any item on the agenda. If several motions have been received regarding a particular item on the agenda, the chair will determine the order in which those motions will be put to the vote in accordance with Section 119(3) *AktG*.

For that purpose evidence of the right to attend the General Meeting is required. A proposal for resolution which was announced on the Corporation's website in accordance with Section 110 *AktG* will only be put to the vote if the said proposal is made again as a motion at the General Meeting.

Pursuant to Section 110 *AktG* a motion of a shareholder for election of a Supervisory Board member is, however, subject to the mandatory requirement of timely transmission of a proposal for resolution (see above). Candidates for election to the Supervisory Board may be proposed only by shareholders whose shares together account for one per cent or more of the share capital. A statement of the proposed person as defined in Section 87(2) *AktG* regarding their job-related qualification, professional or similar positions and all circumstances that might cast doubt on their impartiality has to be attached to or enclosed with every proposal for election. Otherwise the motion of a shareholder for election of a Supervisory Board member may not be considered in the vote. In addition, it must be observed that at least five Supervisory Board members must be women and at

least five Supervisory Board members must be men so that the minimum percentage defined in Section 86(7) *AktG* will be fulfilled, as Section 86(7) *AktG* regarding equal representation of women and men on the Supervisory Board is applicable to the Corporation. Please note that the foregoing will apply only if a motion is made to include elections to the Supervisory Board in the agenda.

Data protection statement for the shareholders of EVN AG

EVN AG, EVN Platz, 2344 A-Maria Enzersdorf, is the party responsible for processing the shareholders' personal data, i.e. the controller. EVN AG processes the shareholders' personal data, including, without limitation, data as defined in Section 10a(2) *AktG*, such as name, address, date of birth, banking details, number of the securities account, number of the shares held by the shareholder, class of shares, where applicable, number of the voting card, and the name and date of birth of the proxy, where applicable, on the basis of the applicable data protection provisions, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act [*Datenschutzgesetz/DSG*]. Personal data is processed for shareholders or their proxies to be able to exercise their rights at the General Meeting. Where necessary, the above personal data will also be processed if the General Meeting is held in the form of a virtual meeting to enable the shareholders to exercise their rights at the virtual General Meeting. EVN AG will be provided with the personal data by the shareholders or the bank that keeps their securities account(s).

Pursuant to the Austrian Stock Corporations Act, processing of personal data of shareholders or their proxies is a mandatory prerequisite for attendance of shareholders or their proxies at the General Meeting. Without processing the above-mentioned personal data the (virtual) General Meeting cannot be held. Accordingly, the legal basis for processing is Art 6(1) (c) GDPR. For the purpose of holding the General Meeting EVN AG employs service providers such as notaries, banks or IT service providers. Those service providers will be provided by EVN AG only with the personal data they need to render the commissioned service and they will process the data exclusively according to EVN AG's instruction. To the extent required by law, EVN AG has concluded a data protection agreement with such service providers. When a shareholder or their proxy attends the General Meeting, all shareholders and proxies present, the Executive Board members and Supervisory Board members, the notary and all other authorised persons may inspect the List of Attendees prescribed by law (Section 117 *AktG*) and in this way also view the personal data (name, place of residence, shareholding, among others) recorded therein, including of other shareholders. In addition, EVN AG is required by law to file personal data of shareholders (including, without limitation, the List of Attendees) with the (Austrian) Business Register [*Firmenbuch*] as part of the notarial minutes (Section 120 *AktG*). Without processing such data EVN AG would not be able to comply with its statutory obligations, in particular those laid down in Section 120 *AktG*.

Personal data of the shareholders and their proxies will be erased or anonymised as soon as it will no longer be required for the purposes for which it was collected and/or processed, unless other legal obligations require further storage. Evidence and retention duties arise in particular from business law, stock corporations law and takeover law, from tax law and from anti-money laundering regulations. If shareholders assert legal claims against EVN AG or if EVN AG asserts legal claims against shareholders, storage of personal data serves the purpose of clarifying and enforcing claims in specific cases. In connection with legal proceedings before civil courts, this can lead to storage of data for the statutory limitation period plus the duration of legal proceedings up to final/non-appealable conclusion of the same.

Every shareholder and every proxy has the right to access, rectification, restriction, objection and erasure with regard to processing of personal data at any time as well as the right to data portability pursuant to Chapter III of the GDPR. Shareholders or their proxies may assert such rights against EVN AG free of charge by sending an email to the Data Protection Officer's email address datenschutz@evn.at or by sending a letter using the following contact details:

EVN AG
Data Protection Officer
EVN Platz
A-2344 Maria Enzersdorf

In addition, the shareholders have the right to lodge a complaint with the Austrian Data Protection Authority (dsb@dsb.gv.at) pursuant to Art 77 GDPR.

**Total number of shares and voting rights at the time of the invitation
(Section 106 No. 9 AktG)**

At the time the General Meeting is convened the Corporation's share capital is divided into 179,878,402 no-par value bearer shares. Every share grants the holder one vote. The Corporation holds 1,623,070 treasury shares. After deduction of the treasury shares which grant the holder no vote, the total number of voting rights amounts to 178,255,332. There is only one class of shares.

Admission to the General Meeting will start at 9 a.m. Please have an official valid photo ID card ready for identification at the registration desk.

For more information on the procedure of the General Meeting, etc. please go to the Corporation's website www.evn.at/AGM.

Maria Enzersdorf, January 2024
The Executive Board