

Item number 8 on the agenda

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

The Executive Board and the Supervisory Board put forward the motion that the below provisions of the Articles of Association be amended as follows:

Article 1 of the Articles of Association will be amended to read as follows in future: "The name of the stock corporation shall be EVN AG and its registered office shall be in Maria Enzersdorf, Lower Austria."

Article 3 of the Articles of Association will be amended to read as follows in future: "To the extent that and for as long as this is a mandatory requirement of the Austrian Stock Corporations Act [*Aktiengesetz/AktG*], publications of the corporation shall be made on the electronic announcement and information platform of the Austrian Federal Government (EVI). For the rest, publications of the corporation shall be made in accordance with the legal regulations applicable from time to time."

Article 10(1) of the Articles of Association is newly added and reads as follows: "Meetings of the Supervisory Board and its committees shall, as a matter of principle, be held in the form of a physical meeting of its members. The chairperson or, in the case that he is unavailable, a deputy may order on a case-by-case basis that meetings of the Supervisory Board and its committees be held by way of electronic communication without the members having to meet physically at one place if the following prerequisites are met:

1. direct communication among the attendees through all-party visibility and audibility at the same time;
2. possibility for third parties to attend the meeting;
3. safeguarding of confidentiality;
4. equal knowledge of all attendees; and
5. ensuring authenticity of discussion.

Qualified video conferences meeting all of the above criteria (video conference meeting) shall be deemed meetings as defined in Section 94(3) *AktG*."

The current Article 10 will become Article 10(2).

Article 10(3) of the Articles of Association will be newly added. It will modify and replace the current first and second sentence of Article 11(2) and read as follows: "Committees of the Supervisory Board shall constitute a quorum only if at least three members are present at the meeting. Committees that

are comprised of less than three Supervisory Board members shall be quorate if all members are present."

Article 11(1) of the Articles of Association will be amended to read as follows in future: "Every member of the Supervisory Board may ask another member of the Supervisory Board in writing to represent them or to vote on their behalf at specific meetings of the Supervisory Board or its committees."

Article 11(2) of the Articles of Association will be amended to read as follows in future: "Supervisory Board members may cast their vote at a meeting in writing, by phone or in any other comparable form."

Article 11(3) of the Articles of Association is newly added and reads as follows: "The chairperson of the Supervisory Board may order on a case-by-case basis that a resolution be passed in writing by way of circulation. Each member of the Supervisory Board may object to the passing of resolutions in writing."

Article 13(3) of the Articles of Association is newly added and reads as follows: "The body convening the meeting shall be authorised in accordance with the provisions of the Austrian Virtual Shareholders' Meetings Act [*Virtuelle Gesellschafterversammlungen-Gesetz/VirtGesG*] and the Articles of Association of the corporation to decide for each General Meeting of the corporation to be held until 30 September 2028 separately whether it may be held as a virtual General Meeting, i.e. without the attendees being physically present. The provisions of Article 13(3) to (6) of the Articles of Association shall be valid until 30 September 2028."

Article 13(4) of the Articles of Association is newly added and reads as follows: "The body convening the meeting shall decide on the modality, i.e. whether the General Meeting will be held

1. with the attendees being physically present; or
2. without the attendees being physically present, either as a simple virtual General Meeting or as a moderated virtual General Meeting; or
3. as an General Meeting at which the attendees may choose between physical or virtual attendance (hybrid General Meeting)."

Article 13(5) of the Articles of Association is newly added and reads as follows: "The Executive Board shall be authorised to provide that General Meetings be broadcast to the public (Section 5(5) *VirtGesG*)."

Article 13(6) of the Articles of Association is newly added and reads as follows: "The Executive Board shall be authorised to provide that the shareholders may vote electronically by a fixed date prior to the General Meeting. The relevant shareholders may revoke their votes up to the time the votes are cast at the virtual or hybrid General Meeting and cast a new vote, if necessary. For the rest, Section 126 *AktG* shall apply *mutatis mutandis*."

Article 14(3) of the Articles of Association will be amended to read as follows in future: "The Executive Board shall be authorised to make audio and video recordings of the General Meeting

irrespective of the way in which it is held, and, subject to the Supervisory Board's approval (Section 95(5) No. 14 *AktG*), the Executive Board shall be authorised to provide that the General Meeting be broadcast to shareholders who are not present and/or to the public by way of an audio and, as the case may be, video connection in real time (broadcasting of the General Meeting pursuant to the first and second sentence of Section 102(4) *AktG*)."