

EVN AG  
Headquartered in Maria Enzersdorf  
ISIN: AT0000741053

## Convocation

### of the 91<sup>st</sup> Annual General Meeting of EVN AG

which is scheduled to take place on Thursday, 16 January 2020, at 10:00am (CET)  
(doors open at 09:00am), in the EVN Forum, EVN Platz, AT-2344 Maria Enzersdorf.

#### Agenda:

1. Presentation of the approved annual financial statements, the management report and the consolidated corporate governance report, including the report by the Supervisory Board, each on the 2018/19 financial year, as well as the presentation of the consolidated financial statements, the Group management report and the consolidated non-financial report for the 2018/19 financial year, and the proposal for the distribution of net profit.
2. Adoption of a resolution on the distribution of net profit for the year as reported in the annual financial statements as of 30 September 2019.
3. Adoption of a resolution concerning the release of the members of the Executive Board and the Supervisory Board from liability for the 2018/19 financial year.
4. Appointment of the auditor for the annual financial statements of EVN AG and the consolidated financial statements of the EVN Group for the 2019/20 financial year.
5. Adoption of a resolution on the remuneration policy covering the principles for remuneration of the Executive Board and Supervisory Board.

#### **Opportunity for shareholders to examine records pursuant to Article 108 paragraphs (3) and (4) of the Austrian Stock Corporation Act ("AktG") (Article 106 line 4 of the Austrian Stock Corporation Act)**

In accordance with Article 108 paragraphs (3) and (4) of the Austrian Stock Corporation Act, the following records will be available for review by shareholders beginning on the 21<sup>st</sup> day before the Annual General Meeting, i.e. from 26 December 2019, on the company's website under [www.evn.at/EVN-Group/Investor-Relations/Hauptversammlung/Einberufung-und-Informationen.aspx](http://www.evn.at/EVN-Group/Investor-Relations/Hauptversammlung/Einberufung-und-Informationen.aspx):

- The documents listed under point 1 of the agenda,
- the joint recommendations of the Executive Board and Supervisory Board for resolutions on points 2 and 3 of the agenda,
- the recommendations of the Supervisory Board for resolutions on points 4 and 5 of the agenda,
- the remuneration policy for the members of the Executive Board of EVN AG and
- the remuneration policy for the members of the Supervisory Board of EVN AG.

In addition to the above documents, the complete text of this convocation together with the forms for the granting and cancellation of a proxy and all other publications by the Company in connection with this Annual General Meeting will be available for review on the Company's website.

### **Reminder to shareholders of their rights pursuant to Articles 109, 110 and 118 of the Austrian Stock Corporation Act (Article 106 line 5 of the Austrian Stock Corporation Act)**

#### **Supplement to the agenda**

Pursuant to Article 109 of the Austrian Stock Corporation Act, shareholders whose shares in total add up to 5% of the Company's share capital are entitled to require in text form (Article 13 paragraph 2 of the Austrian Stock Corporation Act), that certain items be included in the agenda of the next Annual General Meeting and published accordingly. Each item requested for inclusion in the agenda must be accompanied by a draft resolution together with a statement of reasons. The applicants must have held their shares for at least three months prior to the submission of their request(s). For bearer shares, the proof of shareholding must be verified by a depository certificate as defined in Article 10a of the Austrian Stock Corporation Act, which confirms that the respective shareholders have held their shares for at least three months prior to the request; this certificate may not be older than seven days when it is submitted to the company. The other requirements for depository confirmation are explained below under the section on attendance. All requests by shareholders must be received by the Company no later than the 21<sup>st</sup> day before the Annual General Meeting, i.e., on or before **26 December 2019**. It should be noted that 26 December 2019 is a legal holiday, and a request by shareholders sent by mail will not reach the Company on that date. In order to meet the deadline for the exercise of rights under Article 109 of the Austrian Stock Corporation Act, requests sent by mail must be received by the Company no later than the last working day before 26 December 2019, i.e. **24 December 2019**.

Requests pursuant to Article 109 of the Austrian Stock Corporation Act must be sent to the Company in text form, exclusively to one of the following addresses:

Via mail or messenger: EVN AG  
Attn: Maximilian Hoyer  
EVN Platz, AT-2344 Maria Enzersdorf

Via email: [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
whereby the request must be attached to the email in text form, e.g. in PDF format

or via SWIFT GIBAATWGGMS – Message Type MT598 or MT599  
whereby ISIN: AT0000741053 must be included in the text

#### **Draft resolutions for the agenda**

Pursuant to Article 110 of the Austrian Stock Corporation Act, shareholders whose shares in total add up to 1% of the Company's share capital are entitled to submit to the Company, in text form, written proposals for resolutions to any item on the agenda and to require the publication of these proposals on the Company's website, together with the names of the involved shareholders, the required statement of reasons and a statement (optional) by the Executive Board or Supervisory Board. These requests must be taken into account if they are received by the Company on or before the seventh working day prior to the Annual General Meeting, i.e. on or before **7 January 2020**. For proposals related to the election of a

member of the Supervisory Board, the statement of reasons is to be replaced by a declaration from the nominee pursuant to Article 87 paragraph 2 of the Austrian Stock Corporation Act.

These requests must be sent to the Company in text form at one of the following addresses:

Via mail or messenger: EVN AG  
Attn: Maximilian Hoyer  
EVN Platz, AT-2344 Maria Enzersdorf

Via telefax: +43 (0) 1 8900 500 74

or via email [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
whereby the request must be attached to the email in text form, e.g. in PDF format;

For bearer shares, the proof of shareholding must be verified by a depository certificate as defined in Article 10a of the Austrian Stock Corporation Act, which may not be older than seven days when it is submitted to the company. If this 1% threshold is only met by combining the holdings of several shareholders, the depository certificates must be issued on the same date and at the same time. The other requirements for depository confirmation are explained below under the section on attendance.

### **Right to receive information**

Pursuant to Article 118 of the Austrian Stock Corporation Act, each shareholder is entitled during the Annual General Meeting to request and receive information concerning the Company's business to the extent this information is necessary for proper understanding of an item on the agenda. The obligation to provide information also covers the Company's legal and business relationships with its affiliates, the position of the Group and the entities included in the consolidated financial statements. This information must reflect the principles of true and conscientious accountability. The request for information may be refused in cases where reasonable entrepreneurial evaluation of the subject in question indicates that the disclosure of such information is likely to cause a considerable disadvantage to the Company or to any of its affiliates or that disclosure would lead to prosecution. A request for information may also be refused in cases where the information in question was available under the "Questions and Answers" section of the Company's website for a minimum of seven days before the start of the Annual General Meeting. If the answers to these questions require time for preparation, they should be addressed to the Company in text form via email to [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at) in sufficient time before the Annual General Meeting.

Further information on shareholders' rights, particularly the rights under Articles 109, 110 and 118 of the Austrian Stock Corporation Act, is also provided on the Company's website under [www.evn.at/agm.aspx](http://www.evn.at/agm.aspx).

### **Record date and conditions for attending the Annual General Meeting pursuant to Article 111 of the Austrian Stock Corporation Act (Article 106 lines 6 and 7 of the Austrian Stock Corporation Act)**

Pursuant to Article 111 paragraph 1 of the Austrian Stock Corporation Act, the right to attend the Annual General Meeting and to exercise the remaining shareholders' rights at the Annual General Meeting is determined by the shares held at the end of the tenth day before the date of the Annual General Meeting (**record date**), i.e. by the respective shareholding at **24:00 on 6 January 2020 (CET)**. Shareholders

who wish to attend the Annual General Meeting and exercise their shareholder rights are required to supply proof of ownership of their shares to the Company as of the record date.

For bearer shares deposited in a custody account, a certificate of deposit pursuant to Article 10a of the Austrian Stock Corporation Act, which must be submitted to the Company no later than the third working day before the Annual General Meeting, i.e. on **13 January 2020**, will be deemed sufficient proof of ownership of the shares in question as of the record date. The certificate of deposit must have been issued by the credit institution maintaining the custody account, which must have its seat in a member state of the European Economic Area or in a full member state of the OECD. As a minimum requirement, the certificate of deposit must contain the data required by Article 10a paragraph 2 of the Austrian Stock Corporation Act. In cases where the certificate of deposit is intended to be used as proof of current shareholder status, it must have been issued no earlier than seven days before submission to the Company. Certificates of deposit will be accepted in German and in English.

Certificates of deposit can be sent to the Company in written form, exclusively to one of the following addresses:

Via mail or messenger: HV-Veranstaltungsservice GmbH  
Köppel 60, AT-8242 St. Lorenzen am Wechsel

Via email: [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
whereby the request must be attached to the email as an electronic document in PDF format with a qualified electronic signature as defined in Article 4 paragraph 1 of the Austrian Signature and Trust Service Act ("SVG")

or via SWIFT: GIBAAWGGMS – Message Type MT598 or MT599  
whereby ISIN: AT0000741053 must be included in the text

Certificates of deposit may also be sent in advance in text form - by email ([anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at), whereby the certificate of deposit must be attached to the email as an electronic document in Pdf format) or by telefax (+43 (0) 1 8900 500 74). However, the submission of deposit certificates in this manner will not be sufficient to meet the specified deadline.

### **Possibility to appoint a representative pursuant to Articles 113 and 114 of the Austrian Stock Corporation Act (Article 106 line 8 of the Austrian Stock Corporation Act)**

All shareholders entitled to attend the Annual General Meeting have the right to appoint a natural person or legal entity as a representative, namely by means of a power of attorney issued in writing or in text form. The Company itself, or any member of the Executive Board or of the Supervisory Board, may only be authorised to act as a representative for voting rights in cases where the relevant shareholder has issued explicit instructions as to how the voting rights are to be exercised for each item on the agenda. The power of attorney must be issued to a specific natural person or legal entity. In cases where the shareholder has issued a power of attorney to the credit institution maintaining the custody account (Article 10a of the Austrian Stock Corporation Act), a statement by the latter added to the certificate of deposit confirming that it has been granted a power of attorney will be sufficient (Article 114 paragraph 1 sentence 4 of the Austrian Stock Corporation Act).

Powers of attorney may be issued by using the form provided on the Company's website, [www.evn.at/agm.aspx](http://www.evn.at/agm.aspx), which also permits the granting of a limited power of attorney. The power of attorney must be sent to, and kept on file by, the Company.

Powers of attorney can be sent to the Company in text form, exclusively to the following addresses:

Via mail or messenger: HV-Veranstaltungsservice GmbH  
Köppel 60, AT-8242 St. Lorenzen am Wechsel

Via telefax: +43 (0) 1 8900 500 74

Via email: [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
whereby the power of attorney must be attached to the email in text form, e.g. in PDF format.

Statements pursuant to Article 114 paragraph 1 sentence 4 of the Austrian Stock Corporation Act can also be sent via SWIFT (GIBAAATWGGMS – Message Type MT598 or MT599; ISIN: AT0000741053 must be indicated in the text).

On the day of the Annual General Meeting, powers of attorney must be presented personally at the registration desk at the location for the Annual General Meeting.

The above provisions regarding the granting of a power of attorney also apply analogously to its cancellation.

### **Independent voting representative**

As a service provided by the Company, shareholders may choose to use Dr. Michael Knap, Vice President of the Austrian Shareholder Association (“Interessenverband für Anleger”, IVA), AT-1130 Vienna, Feldmühlgasse 22, as an independent proxy to exercise their voting rights at the Annual General Meeting. Special forms for the granting and cancellation of a power of attorney are available on the following website ([www.evn.at/EVN-Group/Investor-Relations/Hauptversammlung/Einberufung-und-Informationen.aspx](http://www.evn.at/EVN-Group/Investor-Relations/Hauptversammlung/Einberufung-und-Informationen.aspx)). The costs for this voting representation will be carried by the Company. Dr. Michael Knap can be contacted directly under the following cell phone number +43 664 2138740 or via email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

The power of attorney must be sent on time, exclusively to one of the following addresses:

Via mail or messenger Dr. Michael Knap  
c/o Interessenverband für Anleger (IVA)  
Feldmühlgasse 22, AT-1130 Vienna

Via telefax: +43 (0)1 8900500-74

or via email: [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
whereby the power of attorney must be attached to the email in text form, e.g. in PDF format

Any instructions for the exercise of voting rights must be sent directly to Dr. Michael Knap. Note that Dr. Knap will not accept any requests to make comments, ask any questions or submit proposals for or raise objections to resolutions of the Annual General Meeting.

### **Data protection statement for the shareholders of EVN AG**

EVN AG, EVN Platz, AT-2344 Maria Enzersdorf, is responsible for the processing of shareholders' personal data. EVN AG processes shareholders' personal data, in particular the data defined by Article 10a paragraph 2 of the Austrian Stock Corporation Act, i.e. name, address, date of birth, bank data, securities depository number, number of shares held by the shareholder, if appropriate the class of shares, number of the voting card and, if necessary, the name and date of birth of the power of attorney(s), in accordance with applicable data protection regulations, in particular the European Data Protection Regulation (EU-DPR) and the Austrian Data Protection Act. This personal data is processed to enable shareholders to exercise their rights at the Annual General Meeting. EVN AG obtains this personal data directly from the shareholders or from the respective depository institution.

The Stock Corporation Act requires the processing of the personal data of shareholders or their representatives for the participation of shareholders and their representatives in the Annual General Meeting. The legal basis for this processing is provided by Article 6 paragraph 1 letter c of the EU-DPR. EVN AG uses service providers such as notaries, banks and IT firms to organise the Annual General Meeting. These service providers only receive the personal data required for their specific services and process the data according to instructions issued by EVN AG. Where legally required, EVN AG has concluded a data protection agreement with the service companies. When a shareholder or his/her representative takes part in the Annual General Meeting, all attending shareholders and their representatives, the members of the Executive Board and Supervisory Board, the notary and all other authorised persons can examine the legally required attendance list (Article 117 of the Austrian Stock Corporation Act) and therefore also see the included personal data (among others, name, place of residence, participating interest). EVN AG is also legally required to file shareholders' personal data (in particular, the attendance list) with the company register as part of the notary's minutes (Article 120 of the Austrian Stock Corporation Act).

The data of shareholders and their representatives is deleted or anonymised as soon as it is no longer required for the purpose for which it was collected or processed and when further storage is not required to meet other legal obligations. Record-keeping and storage obligations arise, in particular, from commercial, stock corporation and takeover law, from tax and levy laws and from money laundering laws. The storage of personal data enables the clarification and enforcement of claims in individual cases when shareholders raise legal claims against EVN AG or, conversely, when EVN AG raises legal claims against shareholders. In connection with legal proceedings in civil courts, this can lead to the storage of data for the length of the statutory limitation period and the length of legal proceedings up to their final termination.

Shareholders and their representatives have the right, at all times, to information, rectification, restriction, objection and erasure related to the processing of personal data as well as the right to data portability as defined in Article III of the EU-DPR. Shareholders and their representatives can exercise this right towards EVN AG free of charge by contacting the data protection officer under [datenschutz@evn.at](mailto:datenschutz@evn.at) or as follows:

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

In accordance with Art 77 of the EU-DPR, shareholders also have the right to file a complaint with the supervisory authority.

**Total number of shares and voting rights as of the notice date for the meeting  
(Article 106 line 9 of the Austrian Stock Corporation Act)**

As of the convocation date for the Annual General Meeting, the Company's share capital was divided into in 179,878,402 zero par value bearer shares. Each share confers one vote. The Company holds 1,810,296 treasury shares. The total number of voting rights minus those shares which do not confer voting rights amounts to 178,068,106. There is only one class of shares.

The doors to the Annual General Meeting will be opened at 9:00am. Valid, official photo identification is required for registration.

Further information on the Annual General Meeting, etc. is provided on the Company's website under [www.evn.at/agm.aspx](http://www.evn.at/agm.aspx).

Maria Enzersdorf, December 2019

The Executive Board