Articles of Association

Last revised in February 2026

Articles of Association of

EVN AG

I. General Provisions

Article 1

The name of the stock corporation shall be EVN AG and its registered office shall be in Maria Enzersdorf, Lower Austria.

Article 2

(1) The objects of the corporation's business shall be:

generation, production, procurement, processing, handling, transport and distribution of energy and energy sources of any kind, and of water, in compliance with the requirements of environmental protection and supply security, as well as marketing of the by-products of energy generation. This includes the consolidation and operation of plants (owned by the corporation or others) for the generation, production, procurement, processing, handling, transport, distribution and consumption of energy, energy sources and water, and the development and implementation of projects for such plants and their installation;

2. analysis, application, promotion and expansion of an efficient, economical and reasonable use of energy and water;

3. recycling of refuse, materials and substances of any kind as well as the planning, construction, operation and any kind of commercial exploitation of recycling plants owned by the corporation or others;

4. planning, construction, operation, commercial exploitation and distribution of equipment, plants, facilities and systems in the fields of gas, water and heating technology, electrical engineering, electronics, automated data processing and communication technology, and the construction of machinery, plant and equipment. This includes the operation of technical facilities, systems and installations of any kind, as well as the provision of all related services of automated data processing;

5. installation and operation of communication networks and other telecommunication systems, and the provision of telecommunication services and contents of any kind;

6. acquisition, disposal and any kind of commercial exploitation of land and buildings, administration thereof, as well as planning and execution of construction work and the provision of construction services of all kinds;

7. trading in raw materials and supplies, unfinished and finished products and goods, mainly in the above-mentioned lines of business;

8. planning, construction, acquisition, renting or letting, and operation of tourism facilities, including in connection with the corporation's other facilities and installations, and of recreational resorts for staff members. This includes, without limitation, the hospitality and hotel business;

9. exploitation of know-how and expertise of any kind, including, without limitation, the provision of services in the field of technical engineering and consulting, and the conclusion of licence and know-how agreements;

10. hedging transactions relating to the business activities set out in paragraphs 1 to 9 above, and trading in energy supply rights and options and in other traded rights.

(2) The corporation shall be entitled to take all measures, carry out all activities and conclude all transactions that are directly or indirectly suited to serve the objects of the corporation's business.

(3) Furthermore, the corporation may establish, acquire, operate, rent or let, dispose of and/or invest in branches and other undertakings in Austria and abroad, including but not limited to ones whose objects of business extend to all or some of the above-mentioned lines of business. The corporation may subsume business entities in which it holds an interest under a single management or limit itself to managing its investments.

(4) The corporation shall also be entitled to

1. enter into management agreements or joint venture agreements relating to the objects of its business;

2. operate joint organisational or administrative facilities together with legal entities with which it forms a fiscal unit or has entered into a cooperation agreement;

3. engage in ancillary trades resulting from its operations.

(5) As an electricity and natural gas company the Corporation shall observe as corporate objectives the statutory principles for operation and

the socio-economic obligations imposed by law in the public interest.

Article 3

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 4

The financial year shall commence on 1 October of each year and shall end on 30 September of the subsequent year.

Article 5

(1) The share capital of the corporation amounts to EUR 330,000,000 and is divided into 179,878,402 no-par value bearer shares.

(2) The Executive Board shall define the form and content of the share certificates. Bearer shares shall be represented by one or several global certificates and deposited with a central securities depository (Section 1(3) of the Austrian Custody Act [*Depotgesetz/DepotG*]) or an equivalent foreign institution. The right to be issued individual share certificates is excluded.

(3) Acquisitions or disposals of shares of the corporation as defined in Section 130(1) of the Austrian Stock Exchange Act 2018 [*Börsegesetz/BörseG 2018*] shall be subject to a reporting duty if and when the share of voting rights exceeds or falls short of three per cent as a result of the respective acquisition or disposal.

II. Corporate Bodies

1. Executive Board

Article 6

The Executive Board shall consist of at least two members.

Article 7

The corporation shall be represented by any two Executive Board members jointly or by any Executive Board member jointly with a *Prokurist* [translator's note: authorised officer of the corporation].

2. Supervisory Board

Article 8

(1) The Supervisory Board shall consist of at least eight and not more than twelve members elected by the Annual General Meeting.

(2) Each member shall be elected for the maximum term of office permitted under the Austrian Stock Corporations Act.

(3) If the office of any member becomes vacant before the end of their term, a substitute member shall be elected for the remaining term of office.

(4) Each member of the Supervisory Board shall be entitled to resign at any time by giving written notice to the chairperson of the Supervisory Board. The resignation shall become effective four weeks after receipt of such notice by the chairperson of the Supervisory Board.

Article 9

The Supervisory Board shall elect a chairperson (President) and a first and a second deputy chairperson (Vice Presidents) from among its members.

Article 10

(1) 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 they are 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*.

(2) The Supervisory Board shall constitute a quorum if all Supervisory Board members have been duly invited and if at least half of them, including the chairperson or one of their deputies, are personally present.

(3) 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) 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.

(2) Supervisory Board members may cast their vote at a meeting in writing, by phone or in any other comparable form.

(3) 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 12

The Supervisory Board may resolve on amendments to the Articles of Association which only concern the form.

3. Annual General Meeting

Article 13

(1) Annual General Meetings shall be convened by the Executive Board or by the Supervisory Board; the invitation to the meeting must include the agenda.

(2) Annual General Meetings of the corporation may be held in the capital of Lower Austria or in any other place stated in the Austrian Stock Corporations Act.

(3) 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 Annual General Meeting of the corporation to be held until 30 September 2028 separately whether it may be held as a virtual Annual 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.

(4) The body convening the meeting shall decide on the modality, i.e. whether the Annual 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 Annual General Meeting or as a moderated virtual Annual General Meeting; or

3. as an Annual General Meeting at which the attendees may choose between physical or virtual attendance (hybrid Annual General Meeting).

(5) The Executive Board shall be authorised to provide that Annual General Meetings be broadcast to the public (Section 5(5) *VirtGesG*).

(6) The Executive Board shall be authorised to provide that the shareholders may vote electronically by a fixed date prior to the Annual General Meeting. The relevant shareholders may revoke their votes up to the time the votes are cast at the virtual or hybrid Annual General Meeting and cast a new vote, if necessary. For the rest, Section 126 *AktG* shall apply *mutatis mutandis*.

Article 14

(1) Shareholders who provide evidence of their shareholding by the evidence date are entitled to attend the Annual General Meeting. They must submit a deposit receipt as defined in Section 10a *AktG* to the address advised in the invitation to the Annual General Meeting not later than on the third business day before the Annual General Meeting, unless a different deadline is set in the invitation. Text form shall suffice for

deposit receipts.

(2) Motions and powers of attorney shall be communicated by email to the address indicated on the website and/or in the invitation to the Annual General Meeting or by using the template specifically provided on the EVN AG website. The Executive Board may also provide for additional communication channels in its invitation to the Annual General Meeting.

(3) The Executive Board shall be authorised to make audio and video recordings of the Annual 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 Annual 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 Annual General Meeting pursuant to the first and second sentence of Section 102(4) *AktG*).

(4) Subject to the Supervisory Board's approval (Section 95(5) No. 14 *AktG*) the Executive Board shall, in addition, be authorised to provide that the shareholders may attend an Annual General Meeting during its entire duration from any place by way of a two-way audio and, as the case may be, video connection in real time which enables the shareholders to follow the course of the discussions and address the Annual General Meeting themselves, provided that they are given the floor by the chairperson (remote attendance as defined in Section 102 (3) No. 2 *AktG*).

(5) Subject to the Supervisory Board's approval (Section 95(5) No. 14 *AktG*) the Executive Board shall, in addition, be authorised to provide that the shareholders may cast their votes during the Annual General Meeting electronically from any place (remote voting as defined in Sections 102(3) No. 3 and 126 *AktG*).

(6) The members of the Executive Board and of the Supervisory Board may be connected with the Annual General Meeting via a two-way video and audio connection.

(7) The shareholders' voting right shall be suspended if they have breached reporting duties provided for by law or stock exchange rules with regard to the number of shares they hold.

Article 15

(1) The chair of the Annual General Meeting may determine that the order in which the items on the agenda will be discussed shall differ from the order announced in the invitation. Furthermore, the chair shall determine the mode and form of voting. If several motions have been submitted for a particular item on the agenda, the chairperson shall also fix the order of the votes on those motions.

(2) Unless otherwise prescribed by mandatory law, the Annual General Meeting shall pass its resolutions by simple majority of the votes cast; where a majority of the capital is required, resolutions shall be passed by simple majority of the share capital represented at the time the resolution is passed.

III. Annual Financial Statements

Article 16

(1) Within the first five months of every financial year the Executive Board shall prepare annual financial statements (annual balance sheet, income statement) for the preceding financial year plus an annual report and, after examination by the auditor, submit those documents to the Supervisory Board together with a proposal for distribution of the profit. Upon request of the Executive Board the Supervisory Board may extend this period in a specific case for good cause for a maximum of two months.

(2) Within the first eight months of every financial year the Annual General Meeting shall resolve on approval of the actions of the Executive Board and the Supervisory Board, on distribution of the net profit for the year, on the election of the auditors, and, if required by law, on adoption of the annual financial statements (Annual General Meeting). This period may be extended in accordance with the extension granted by the Supervisory Board pursuant to paragraph 1. Upon request of the Executive Board the Supervisory Board may, however, extend this period in a specific case for good cause for a maximum of another two months.

(3) The Annual General Meeting may exclude the net profit for the year from distribution in whole or in part.

(4) Profit shares of shareholders which are not collected within three years of their due date shall become forfeited and accrue to the corporation's free reserve.

The present Articles of Association were adopted at the 29th Extraordinary General Meeting on 24 August 1989 and entered into the Commercial Register [*Handelsregister*] on 29 September 1989.

Article 2 of the Articles of Association was amended and revised at the 30th Extraordinary General Meeting on 17 April 1990 and entered into the Commercial Register on 26 July 1990.

Article 5 and Article 14(1) of the Articles of Association were amended at the 31st Extraordinary General Meeting on 22 March 1991 and entered into the Business Register [*Firmenbuch*] on 11 April 1991.

Article 5 of the Articles of Association was modified and amended at the 67th Annual General Meeting on 12 December 1995 and entered into the Business Register on 11 January 1996.

Articles 1, 2 and 4 of the Articles of Association were modified and amended at the 32nd Extraordinary General Meeting on 24 April 1998 and entered into the Business Register on 1 September 1998.

Article 5 of the Articles of Association was amended at the 70th Annual General Meeting on 22 January 1999 and entered into the Business Register on 30 July 1999.

Article 5 of the Articles of Association was amended at the 71st Annual General Meeting on 14 January 2000 and entered into the Business Register on 6 May 2000.

Article 5(1) of the Articles of Association was amended at the 72nd Annual General Meeting on 12 January 2001 and entered into the Business Register on 20 July 2001.

Article 5 of the Articles of Association was amended on the basis of the resolution of the Annual General Meeting of 22 January 1999 and entered into the Business Register on 27 July 2004.

Articles 4, 5 and 14(2) and 14(4) of the Articles of Association were amended at the 78th Annual General Meeting on 18 January 2007 and entered into the Business Register on 4 August 2007.

Article 5 of the Articles of Association was amended at the 79th Annual General Meeting on 17 January 2008 and entered into the Business Register on 18 March 2008.

Articles 5(3) and 14 of the Articles of Association were amended at the 81st Annual General Meeting on 21 January 2010 and entered into the Business Register on 20 February 2010.

Article 5 of the Articles of Association was amended on the basis of the authorisation defined in the Articles of Association (Article 12 of the Articles of Association) and on the basis of the authorisation of the Supervisory Board of 29 September 2010 by resolution of the working committee of the Supervisory Board of 28 October 2010 (amendment to the form) and entered into the Business Register on 30 October 2010.

Article 5(2) of the Articles of Association was amended at the 84th Annual General Meeting on 17 January 2013 and entered into the Business Register on 28 February 2013.

At the 85th Annual General Meeting on 16 January 2014 Article 5 was amended by paragraph (3) and Article 6 was modified. The entries into the Business Register were made on 1 May and 15 May 2014, respectively.

Articles 3, 5(3), 8(1), 11(1) and 11(2), 14(1) and 14(3) to 14(7) and 16(3) of the Articles of Association were modified and amended at the 92nd Annual General Meeting on 21 January 2021 and entered into the Business Register on 29 May 2021.

Article 14(1) of the Articles of Association was amended at the 93rd Annual General Meeting on 3 February 2022 and entered into the Business Register on 3 May 2022.

Articles 1, 3, 10(1) to 10(3), 11(1) to 11(3), 13(3) to 13(6) and 14(3) of the Articles of Association were modified and amended at the 95th Annual General Meeting on 1 February 2024 and entered into the Business Register on 11 April 2024.

Article 2(5) of the Articles of Association was amended at the 97th Annual General Meeting on 25 February 2026 and entered into the Business Register on 13 June 2026
.