

EVN AG
Headquartered in Maria Enzersdorf
FN 72000h
ISIN: AT0000741053

Convocation

of the 92nd Annual General Meeting of EVN AG

which is scheduled to take place on Thursday, 21 January 2021, at 10:00 am (CET)
in the EVN Forum, EVN Platz, AT-2344 Maria Enzersdorf

as a virtual general meeting without the physical presence of shareholders

in accordance with the following Austrian law and regulation: “Gesellschaftsrechtliches COVID-19-Gesetz (COVID-19-GesG)” and “Gesellschaftsrechtliche COVID-19-Verordnung (COVID-19-GesV)”

In view of the global COVID-19 pandemic, the Executive Board has decided, after careful evaluation and for the protection of shareholders and other participants, to hold the 92nd Annual General Meeting without the physical presence of shareholders. The organisation of the Annual General Meeting in virtual form is necessary and in the best interests of the Company and its shareholders considering current developments and after careful assessment by the Executive Board.

The Annual General Meeting of EVN AG on 21 January 2021 will therefore be held as a “Virtual Annual General Meeting” in accordance with Austrian law (“Gesellschaftsrechtliches COVID-19-Gesetz”, “COVID-19-GesG”, BGBl I 16/2020) in the current version and the related regulation issued by the Federal Ministry of Justice (“Gesellschaftsrechtliche COVID-19-Verordnung”, “COVID-19-GesV”, BGBl II 140/2020) in the current version.

The organisation of the Annual General Meeting as a Virtual Annual General Meeting in accordance with the “COVID19-GesV” regulation leads to modifications in the customary order of the meeting and in the exercise of shareholders’ rights. One particular result of this organisation is that shareholders and their representatives (with the exception of the specially designated voting representatives defined by Article 3 para. 4 of the “COVID-19-GesV” regulation) cannot be physically present at the meeting for reasons related to health protection but will be able to follow the Annual General Meeting visually and acoustically in real time over the internet.

In accordance with Article 3 para. 4 of the “COVID-19-GesV” regulation, voting as well as the right to propose motions and the right to raise objections can only be exercised through the designation of a proxy and the issuance of instructions to one of the voting representatives recommended by the Company.

Shareholders can independently exercise the right to request information at the Virtual Annual General Meeting via electronic communications, i.e. by sending their questions in text form to the following e-mail address: fragen.evn@hauptversammlung.at.

Transmission of the Annual General Meeting on the internet

The Annual General Meeting will be transmitted in real time and in full on the internet in accordance with Article 3 para. 4 of the "COVID-19-GesV" regulation in connection with Article 102 para. 4 of the Austrian Stock Corporation Act. This is permitted under data protection regulations based on Article 3 para. 4 of the "COVID-19-GesV" regulation and Article 102 para. 4 of the Austrian Stock Corporation Act.

All shareholders of the Company can follow the Annual General Meeting on 21 January 2021 beginning at approximately 10:00 am (CET) on the internet under www.evn.at/AGM with the use of appropriate technical means. Registration or login is not required to follow the Annual General Meeting on the internet.

The real-time transmission of the Annual General Meeting gives shareholders the opportunity to participate in the meeting from any location in real time with an acoustic and visual one-way connection, to follow the progress of the Annual General Meeting (including the report by the Executive Board, the general debate and the response to questions by shareholders as well as voting procedures) and to react to developments at the Annual General Meeting. It is hereby noted that the live transmission of the Annual General Meeting on the internet is not a two-way connection and does not allow for remote participation as defined in Article 102 para. 3 no. 2 of the Austrian Stock Corporation Act or for remote voting as defined in Article 102 para. 3 no. 3 of the Austrian Stock Corporation Act in connection with Article 126 of the Austrian Stock Corporation Act.

Furthermore, it is hereby noted that the Company is only responsible for the use of technical communication media when these media are attributable to its sphere of influence (Article 2 para. 6 of the "COVID-19-GesV" regulation).

Reference is also made to the additional information on the rights of shareholders and the information on the organisational and technical requirements for participation in the Virtual Annual General Meeting in accordance with Article 3 para. 3 in connection with Article 2 para. 4 of the "COVID-19-GesV" regulation, which will be published on the Company's website at the latest by 31 December 2020 under www.evn.at/AGM.

We kindly ask shareholders to pay particular attention this year to this information and the requirements and conditions for participation described therein.

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 2019/20 financial year, as well as the presentation of the consolidated financial

statements, the Group management report and the consolidated non-financial report for the 2019/20 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 2020.
3. Adoption of a resolution concerning the release of the members of the Executive Board for the 2019/20 financial year.
4. Adoption of a resolution concerning the release of the members of the Supervisory Board for the 2019/20 financial year.
5. Appointment of the auditor for the annual financial statements of EVN AG and the consolidated financial statements of the EVN Group for the 2020/21 financial year.
6. Adoption of a resolution on the remuneration report on the compensation of the members of the Executive Board and Supervisory Board of EVN AG for the 2019/20 financial year.
7. Amendment of the following sections of the Articles of Incorporation: 3, 5 (3), 8 (1), 11 (1) and (2), 14 (1), (3) to (6) and 16 (3).
8. Elections to the Supervisory Board.

Opportunity for shareholders to examine records pursuant to Article 108 paras. 3 and 4 of the Austrian Stock Corporation Act (Article 106 line 4 of the Austrian Stock Corporation Act)

In accordance with Article 108 paras. (3) and (4) of the Austrian Stock Corporation Act, the following records will be available for review by shareholders beginning on the 21st day before the Annual General Meeting, i.e. from 31 December 2020, on the company's website under www.evn.at/AGM:

- Information on the organisational and technical requirements for participation in the Virtual Annual General Meeting in accordance with Article 3 para. 3 in connection with Article 2 para. 4 of the "COVID-19-GesV" regulation,
- the documents listed under point 1 of the agenda,
- the joint recommendations of the Executive Board and Supervisory Board for resolutions on points 2 to 8 of the agenda,
- the remuneration policy for the members of the Executive Board and Supervisory Board of EVN AG for the 2019/20 financial year,
- the explanations required by Article 87 para. 2 of the Austrian Stock Corporation Act to point 8 of the agenda and
- the Articles of Incorporation, whereby the recommended amendments are underlined.

In addition to the above documents, the complete text of this convocation together with the forms for the granting and cancellation of a power of attorney to the designated voting rights representatives pursuant to Article 3 para. 4 of the "COVID19-GesV" regulation, a form for submitting questions and all other publications by the Company in connection with this Annual General Meeting will be available for review on the Company's website.

Record date and conditions for participating in the Annual General Meeting pursuant to Article 111 of the Austrian Stock Corporation Act (Article 106 nos. 6 and 7 of the Austrian Stock Corporation Act)

Since the Annual General Meeting will be held as a Virtual Annual General Meeting, shareholders will not be able to be physically present. Participation in this Virtual Annual General Meeting, the exercise of voting rights, the right to propose motions and to raise objections are only possible through the granting of a proxy and issuance of instructions to one of the four voting representatives recommended by the Company.

In accordance with Article 111 para. 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 as defined by the "COVID-19-GesV" regulation is determined by the shareholding 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 11 January 2021 (CET)**. Shareholders who wish to participate in the Virtual Annual General Meeting in accordance with the "COVID-19-GesV" regulation 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 **18 January 2021**, will be deemed sufficient proof of ownership of the shares in question as of the record date. The certificate of deposit must be 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 para. 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 be issued no earlier than seven days before submission to the Company. Certificates of deposit will be accepted in German and in English.

The record date has no effect on the saleability of the shares or on the entitlement to dividends.

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

or via SWIFT: GIBAATWGGMS – 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 e-mail (anmeldung.evn@hauptversammlung.at) whereby the certificate of deposit must be attached to the

e-mail 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.

Representation of shareholders at the Annual General Meeting by specially designated voting representatives in accordance with Article 3 para. 4 of the "COVID-19-GesV" regulation

Every shareholder entitled to participate in the Virtual Annual General Meeting has the right to appoint a representative to participate in the Virtual Annual General Meeting on his/her behalf pursuant to the "COVID-19-GesV" regulation and to exercise his/her shareholder's rights. The shareholder is not restricted as to the number of persons designated as representatives or to their selection.

In accordance with Article 3 para. 4 of the "COVID-19-GesV" regulation, the rights to propose motions, to vote and to raise objections at the Virtual Annual General Meeting can only be exercised by one of the following specially designated voting representatives.

Every shareholder who is entitled to participate in the Virtual Annual General Meeting and who has demonstrated this entitlement to the Company according to the requirements of the convocation to the Annual General Meeting is entitled to select one of the following specially designated voting representatives:

- Dr. Michael Knap
c/o Interessenverband für Anleger
Feldmühlgasse 22
AT-1130 Vienna
knap.evn@hauptversammlung.at

- Dr. Christoph Nauer LL.M.
Attorney
c/o bpv Hügel Rechtsanwälte GmbH
Enzersdorferstraße 4
AT-2340 Mödling
nauer.evn@hauptversammlung.at

- Mag. Ewald Oberhammer LL.M.
Attorney
c/o Oberhammer Rechtsanwälte GmbH
Karlsplatz 3/1
AT-1010 Vienna
oberhammer.evn@hauptversammlung.at

- Mag. Gernot Wilfling
Attorney
c/o MÜLLER PARTNER RECHTSANWÄLTE GMBH
Rockgasse 6, AT-1010 Vienna
wilfling.evn@hauptversammlung.at

Every shareholder is free to select to a specially designated voting representative from among the above-named persons and to grant a power of attorney to the selected representative. The costs for this specially designated voting representation will be carried by the Company. All other costs, in particular bank charges for the certificate of deposit or mailing costs, must be carried by the shareholder.

The form provided on the Company's website under www.evn.at/AGM can be used to issue a power of attorney and instructions to one of the specially designated voting representatives. The power of attorney must be sent to and kept on file by the Company.

The specially designated voting representatives can be reached directly under the above contact data and should be contacted on a timely basis if there are specific instructions.

In order to verify their identity, we kindly ask shareholders to enter their e-mail address in the appropriate field on the form used to issue a power of attorney. This form will also be used for submitting instructions to the specially designated voting representative (instructions, proposals for motions or objections) or for questions and comments to the Company. The shareholder data in the certificate of deposit must agree with the data on the power of attorney (otherwise, the power of attorney could be declared invalid).

If a power of attorney is issued to a person other than one of the above-mentioned specially designated voting representatives, an effective chain of authorisations (subsidiary powers of attorney) must ensure that the specially designated voting representative is authorised to exercise the shareholder's voting right, rights to propose motions and to raise objections. The designation of another person to exercise these rights at the Virtual Annual General Meeting is not possible under the "COVID-19-GesV" regulation and is therefore invalid.

A shareholder can issue a power of attorney to the credit institution maintaining the custody account – after consultation with the institution. In this case, a statement by the latter attached to the certificate of deposit confirming that it has been granted a power of attorney will be sufficient. This statement should be sent to the Company at one of the above addresses (see the above information under certificates of deposit), and the power of attorney must not be sent to the Company. The credit institution maintaining the custody account must utilise one of the recommended specially designated voting representatives for the proposal of motions, voting and raising objections at the Annual General Meeting.

Completed and signed powers of attorney must be sent to the Company in text form at one of the following addresses for receipt no later than **19 January 2021, 16:00 (CET)**:

Via mail or messenger	HV-Veranstaltungsservice GmbH Köppel 60, AT-8242 St. Lorenzen am Wechsel
Via telefax	+43 (0) 1 8900 500 74
Via e-mail	for Dr. Knap: knap.evn@hauptversammlung.at for Dr. Nauer: nauer.evn@hauptversammlung.at for Mag. Oberhammer: oberhammer.evn@hauptversammlung.at

for Mag. Wilfling: wilfling.evn@hauptversammlung.at

whereby the power of attorney must be attached to the e-mail 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

This form of transmission ensures that the shareholder's specially designated voting representative has direct access to the power of attorney.

The shareholder is entitled to cancel a granted power of attorney, whereby the cancellation only takes effect when it is received by the Company.

The personal presentation of a power of attorney at the site of the Annual General Meeting is not permitted.

We kindly ask shareholders to use the forms provided in order to facilitate processing.

The form provided for the power of attorney includes details on issuing a power of attorney, in particular on the text form, on the content of the power of attorney and on the granting of instructions.

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

Reminder to shareholders of their rights pursuant to Articles 109, 110, 118 and 119 of the Austrian Stock Corporation Act (Article 106 no. 5 of the Austrian Stock Corporation Act)

Supplement to the agenda pursuant to Article 109 of the Austrian Stock Corporation Act

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 para. 2 of the Austrian Stock Corporation Act) that certain items be included on the agenda of the next Annual General Meeting and published accordingly. Each item requested for inclusion on 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. If the required 5% threshold is only reached by the combined holdings of several shareholders, the depository certificates for these shareholders must be issued on the same date and at the same time. The other requirements for depository confirmation are explained under the above section on attendance. All requests by shareholders must be received by the Company no later than the 21st day before the Annual General Meeting, i.e., on or before **31 December 2020**.

Draft resolutions for the agenda pursuant to Article 110 of the Austrian Stock Corporation Act

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 **12 January 2021**. For proposals related to the election of a member to the Supervisory Board, the statement of reasons is to be replaced by a declaration from the nominee pursuant to Article 87 para. 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 e-mail anmeldung.evn@hauptversammlung.at
whereby the request must be attached to the e-mail 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 under the section on attendance.

Information pursuant to Article 110 para. 2 sentence 2 in connection with Article 86 paras. 7 and 9 of the Austrian Stock Corporation Act

With regard to nominations for the election of Supervisory Board members, it should be noted that Article 86 para. 7 of the Austrian Stock Corporation Act is applicable to the Company. The Supervisory Board of EVN AG currently consists of ten members elected by the Annual General Meeting (shareholder representatives) and five members delegated by the Works Council in accordance with Article 110 of the Austrian Labour Constitution Act. As of the convocation date for this Annual General Meeting, three of the ten shareholder representatives and two of the five employee representatives were women. No objections have been raised pursuant to Article 86 para. 9 of the Austrian Stock Corporation Act against the total fulfilment of the quota by the shareholder representatives or employee representatives.

Based on an unchanged number of Supervisory Board members, the fifteen Supervisory Board members must include at least five women and five men.

Proposals for motions at der Annual General Meeting pursuant to Article 119 of the Austrian Stock Corporation Act

Every shareholder – independent of his or her shareholding – is entitled to propose motions for any point of the agenda at the Virtual Annual General Meeting in accordance with the “COVID-19-GesV” regulation through his or her specially designated voting representative. In order to make a proposal, the shareholder must supply proof of participation and the issuance of a power of attorney to one of the specially designated voting representatives. Voting will only take place on a proposed motion, which has been published on the Company’s website in accordance with Article 110 of the Austrian Stock Corporation Act, when it is repeated as a motion at the Annual General Meeting.

A shareholder’s proposal for the election of a Supervisory Board member requires the timely submission of a proposed motion pursuant to Article 110 of the Austrian Stock Corporation Act (see above). Every such proposal must be accompanied by a declaration according to Article 87 para. 2 of the Austrian Stock Corporation Act by the recommended person concerning his or her specialised qualifications, professional or comparable functions and any other circumstances which could give rise to concerns over partiality. Otherwise, the shareholder’s proposal for the election of a Supervisory Board member must not be presented for voting.

Shareholders’ right to receive information pursuant to Article 118 of the Austrian Stock Corporation Act

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 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.

It is expressly noted that the right to receive information pursuant to Article 118 of the Austrian Stock Corporation Act during the Annual General Meeting can be independently exercised by shareholders, exclusively through the submission of their questions via e-mail to fragen.evn@hauptversammlung.at.

Further information on shareholders’ rights, particularly the rights under Articles 109, 110, 118 and 119 of the Austrian Stock Corporation Act, is also provided on the Company’s website under www.evn.at/AGM. Additional information in connection with the conduct of this year’s Annual General Meeting as a Virtual Annual General Meeting, above all on the exercise of voting rights, the right to propose motions and raise objections, and to submit questions, is provided under “Information on the organisational and technical requirements for participation in the Virtual Annual General Meeting pursuant to Article 3 para. 3 in connection with Article 2 para. 4 of the “COVID-19-

GesV“ regulation”, which will be available at the latest on 31 December 2020 on the Company’s website, as recorded in the company register, under www.evn.at/AGM.

Data protection statement for the shareholders of EVN AG

EVN AG, EVN Platz, 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 para. 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. To the extent necessary, the above-mentioned personal data will also be processed in connection with the Virtual Annual General Meeting to enable shareholders to exercise their rights at this Virtual Annual General Meeting. EVN AG obtains this personal data directly from the shareholders or from the respective depository institution.

The Austrian 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 conduct of a (Virtual) Annual General Meeting is not possible without the processing of the above-mentioned personal data. The legal basis for this processing is provided by Article 6 para. 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). Without this data processing EVN AG would be unable to meet its legal obligations, in particular under Article 120 of the Austrian Stock Corporation Act.

The personal 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 or as follows:

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

In accordance with Article 77 of the EU-DPR, shareholders also have the right to file a complaint with the Austrian Data Protection Authority (dsb@dsb.gv.at).

**Total number of shares and voting rights as of the notice date for the meeting
(Article 106 no. 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 179,878,402 zero par value bearer shares. Each share confers one vote. The Company holds 1,740,709 treasury shares. The total number of voting rights, after the deduction of the shares which do not confer voting rights, amounts to 178,137,693. There is only one class of shares.

It is again expressly noted, with a request for understanding, that the physical participation of shareholders and guests at the Annual General Meeting is not possible in order to protect the health of all participants.

Further information on the Annual General Meeting, etc. is provided on the Company's website under www.evn.at/AGM.

Maria Enzersdorf, December 2020

The Executive Board