

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

## **Convocation**

### **to the 94<sup>th</sup>Annual General Meeting of EVN AG**

to be held on Thursday, 2 February 2023, at 10:00 am (CET) 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 2021/22 financial year, as well as the presentation of the consolidated financial statements, the Group management report and the consolidated non-financial report for the 2021/22 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 2022.
3. Adoption of a resolution concerning the release of the members of the Executive Board for the 2021/22 financial year.
4. Adoption of a resolution concerning the release of the members of the Supervisory Board for the 2021/22 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 2022/23 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 2021/22 financial year.

After careful consideration and evaluation of the current general health situation, the Executive Board has concluded that the situation allows for this year's Annual General Meeting to be conducted in person.

**Note that attendance will be possible exclusively in compliance with any legislative Covid measures – such as mask or test requirements – in effect on the day of the Annual General Meeting.**

**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 21<sup>st</sup> day before the Annual General Meeting, i.e., from 12 January 2023, on the company's website under [www.evn.at/AGM](http://www.evn.at/AGM):

- the documents listed under point 1 of the agenda,
- the recommendations for resolutions on points 2 to 6 of the agenda, and
- the remuneration report for the members of the Executive Board and Supervisory Board of EVN AG for the 2021/22 financial year.

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 as well as 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)**

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 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 **midnight on 23 January 2023 (CET)**. Shareholders who wish to participate in 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 **30 January 2023**, 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.

Subject to the conditions set out in Article 13 para. 2 of the Austrian Stock Corporation Act, certificates of deposit can be sent to the Company in text form, exclusively in one of the following manners:

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

by fax: +43 (0) 1 8900 500 50

by e-mail: [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
with the request attached to the e-mail in text form, e. g. in PDF format

or via SWIFT: GIBAATWGGMS – Message Type MT598 or MT599  
with ISIN: AT0000741053 having to be included in the text

**Option to appoint a representative pursuant to Articles 113 and 114 Austrian Stock Corporation Act (Article 106 no. 8 Austrian Stock Corporation Act).**

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a person or a legal entity as their representative based on a power of attorney to be issued in writing. The Company itself or a member of the Executive or the Supervisory Board may exercise a voting right as a representative only to the extent the shareholder has provide express instructions on exercising such voting right with regard to the individual items on the agenda. The power of attorney must be issued to a specified person. If the shareholder has authorised their depository financial institution (Art. 10a Austrian Stock Corporation Act), it is sufficient for this institution to submit a declaration that it has been granted such authorization in addition to providing the certificate of deposit (Art. 114 para. 1 sentence 4 Austrian Stock Corporation Act).

The form provided on the Company's website under [www.evn.at/AGM](http://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.

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

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

by fax: +43 (0) 1 8900 500 50

by e-mail: [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
with the request attached to the e-mail in text form, e. g. in PDF format

Declarations pursuant to Art. 114 para. 1 sentence 4 Austrian Stock Corporation Act may also be submitted via SWIFT (GIBAATWGGMS – Message Type MT598 or MT599; ISIN: AT0000741053 must be included in the text).

On the day of the Annual General Meeting itself, submission of a power of attorney is possible only in person upon registration for the AGM at the meeting venue.

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

Shareholders are hereby notified that even when issuing a power of attorney, they will have to comply with the relevant participation requirements (see "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)").

### **Independent proxy**

As a service provided by the Company, shareholders can request to avail themselves of Mr. Michael Knap, Honorary President of the Interessenverband für Anleger (IVA; Austrian Shareholder Association), AT-1130 Vienna, Feldmühlgasse 22, to act as their independent proxy in exercising their voting right at the Annual General Meeting. Specific forms for the granting and cancellation of the power of attorney can be found at [www.evn.at/AGM](http://www.evn.at/AGM). The cost of proxy voting will be borne by the Company. If applicable, Mr. Michael Knap can be contacted directly either by phone (+43 664 2138740) or by e-mail ([michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)).

The power of attorney must be sent and received in time exclusively in one of the following manners:

by mail or messenger:	Mr. Michael Knap c/o Interessenverband für Anleger (IVA) Feldmühlgasse 22, AT-1130 Vienna
by fax:	+43 (0) 1 8900 500 50
by e-mail:	<a href="mailto:knap.evn@hauptversammlung.at">knap.evn@hauptversammlung.at</a> with the power of attorney attached to the e-mail in text form, e. g. in PDF format

Any instructions regarding exercising the right to vote are to be issued to Mr. Michael Knap directly. Please note that Mr. Michael Knap will not accept any instructions to make statements, ask questions, submit motions, or object to AGM resolutions.

### **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 writing 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 refer to the same date and 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 21<sup>st</sup> day before the Annual General Meeting, i.e., on or before **12 January 2023**.

Requests pursuant to Art. 109 Austrian Stock Corporation Act may be sent to the Company in writing exclusively in one of the following manners:

by mail or messenger: EVN AG  
Attn: Christoph Lavicka  
EVN Platz, AT-2344 Maria Enzersdorf

or via e-mail [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
with the request to be attached to the e-mail in writing (qualified electronic signature), e.g. in PDF format

or via SWIFT: GIBAAWGGMS – Message Type MT598 or MT599  
with ISIN: AT0000741053 having to be included in the text

#### **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 which individually or 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 **24 January 2023**. 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 writing exclusively in one of the following manners:

by mail or messenger: EVN AG  
Attn: Christoph Lavicka  
EVN Platz, AT-2344 Maria Enzersdorf

by fax: +43 (0) 1 8900 500 50

or by email [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.evn@hauptversammlung.at)  
with the request attached to the e-mail in writing, 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 refer to the same date and 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 therefore include at least five women and five men each.

### **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.

We would ask you to submit in writing any questions that may require a longer response time sufficiently ahead of the Annual General Meeting by mail to [anmeldung.evn@hauptversammlung.at](mailto:anmeldung.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](http://www.evn.at/AGM).

### **Motions at the Annual General Meeting pursuant to Article 119 of the Austrian Stock Corporation Act**

Every shareholder – independent of their shareholding – is entitled to propose motions for any point of the agenda at the Annual General Meeting, provided that shareholder is eligible to attend. Voting on a proposed motion which was published on the Company's website in accordance with Article 110 of the Austrian Stock Corporation Act will only take place 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 their 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 submitted to a vote.

### **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, and, if applicable, the class of shares, number of the voting card as well as, if applicable, the name and date of birth of the representative, 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 or their representatives to exercise their rights at the Annual General Meeting. To the extent necessary, the above-mentioned personal data will also be processed in connection within a 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 regulations. 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 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](mailto: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 in 179,878,402 zero par value bearer shares. Each share confers one vote. The Company holds 1,659,357 treasury shares. The total number of voting rights, after the deduction of the shares which do not confer voting rights, amounts to 178,219,045. There is only one class of shares.

Admission to the Annual General Meeting starts at 9:00 am. A valid government-issued photo ID must be presented for identification at registration.

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

Maria Enzersdorf, January 2023  
The Executive Board