

## **REPORT OF THE EXECUTIVE BOARD**

**of EVN AG, FN [Business Register No.] 72000 h,**

**registered office in Maria Enzersdorf,**

**on the reasons for exclusion of the purchase right (exclusion of the subscription right) in the case of sale of treasury shares (Section 65(1b) in conjunction with Section 153(4) of the Austrian Stock Corporations Act [Aktiengesetz/AktG])**

Item number 8 on the agenda  
of the Annual General Meeting of 25 February 2026

The Executive Board and the Supervisory Board of EVN AG intend to propose to the Corporation's General Meeting that it pass a resolution by which the Executive Board will be authorised to sell or use treasury shares in a way other than via the stock exchange or a public offering with exclusion of the pro-rata purchase right (exclusion of the subscription right).

### ***Proposal for a resolution regarding the sale of treasury shares***

*The Executive Board shall be authorised for a term of five (5) years from resolution to sell or use the Corporation's treasury shares in a way other than via the stock exchange or a public offering with the Supervisory Board's approval. The authorisation may be exercised in whole or in part or in several tranches as well as in pursuit of one or more purposes. The shareholders' pro-rata purchase right in the case of sale or use of treasury shares in a way other than via the stock exchange or a public offering shall be excluded (exclusion of the subscription right).*

To exclude the purchase right (subscription right) in the case of sale or use of treasury shares in a way other than via the stock exchange or a public offering the Executive Board submits a written report on the reason for exclusion of the

shareholders' purchase right (exclusion of the subscription right) pursuant to Section 65(1b) *AktG* in conjunction with Section 153(4) second sentence *AktG*.

Such exclusion of the shareholders' pro-rata purchase right (subscription right) is in the Corporation's interest in the following cases of sale or use of treasury shares in a way other than via the stock exchange or a public offering and in the light of the following considerations:

- (a) By excluding the shareholders' pro-rata purchase right (subscription right) for the purpose of providing a flexible financing tool, specific capital requirements can be met promptly and in an economically efficient way, either by this measure alone or in combination with other measures. Taking into account the general and special market situation, the share price development, the trading volumes available on the stock exchange and the statutory volume restrictions for share sale programmes on the stock exchange, such financing requirement may have to be met in a way other than exclusively via stock exchange trading or a public offering to the shareholders, as this might not be possible to a sufficient extent or within a reasonable period of time.

In addition, by excluding the general purchase option (subscription right), the Corporation can avoid certain economic and market-related disadvantages, in particular price risks. Such disadvantages include, without limitation, negative price changes due to pressure to sell shares during a share sale programme (in particular in volatile markets), avoiding a speculation risk (in particular in the case of short selling) against the share during a share sale programme and the hedging of certain sales proceeds (exclusion of the placement risk).

- (b) Furthermore, using treasury shares by excluding the subscription right can also be advantageous in the case of acquisition of enterprises, businesses, divisions, shares or other assets, where treasury shares can be used as consideration, for example instead of having to immediately pay the purchase price in cash or to compensate the shareholders of the target entity. Thereby, the short-term liquidity demand for acquisitions is reduced. The handling of transactions is accelerated also because existing

shares are used and no new shares have to be created. This will enable the Corporation to quickly and flexibly respond to acquisition opportunities without the time-consuming and costly effort of a subscription rights procedure.

- (c) By excluding the shareholders' purchase right (subscription right) the Corporation is also specifically enabled to transfer treasury shares specifically to selected investors or certain groups of investors, in particular in the form of a private placement or a limited public offering (i.e. not through a public offering to all shareholders), e.g. by way of an accelerated bookbuilding procedure.

On the one hand, this allows the shareholder structure to be extended in the Corporation's interest. On the other hand, liquidity in daily trading of the shares on the stock exchange can be improved due to the larger number of shares available for trading purposes. Improved liquidity of the shares may appeal to new investors and thus have a positive impact on the share price. In addition, in the case of a private placement or a limited public offering, including, without limitation, in the course of a so-called accelerated bookbuilding procedure, the placement and price risks as well as the costs and duration can be reduced. In an accelerated bookbuilding procedure the Corporation can evaluate the market's price expectations more precisely and more quickly during a short offering period. Immediate placement also eliminates market risk factors that would otherwise be taken into account by (institutional) investors in the form of a discount affecting the share price to the disadvantage of the Corporation. In contrast, a public offering to all shareholders normally requires a considerably longer lead time, in particular due to arrangements under the law on prospectuses, which can be avoided by a private placement with exclusion of the purchase right (subscription right), and potential liability risks of the Corporation are reduced.

- (d) Treasury shares may also be used for fulfilling conversion and/or subscription rights under future convertible bonds of the Corporation. The use of treasury shares offers the Corporation significant advantages: in particular, there is no need for additional corporate actions to fulfil

conversion rights. As no new shares have to be issued, the dilutive effect normally suffered by existing shareholders in the case of a capital increase can be avoided. Moreover, the Corporation reduces the time and administrative effort related to creating and carrying out relevant corporate actions. Overall, this approach enables flexible and efficient handling of conversion or subscription rights in a way that is favourable to the shareholder structure.

- (e) On the basis of the authorisation, treasury shares may, *inter alia*, also be used to enable shareholders via a cash dividend to immediately reinvest the dividend amount in whole or in part in shares of the Corporation so that for those shareholders (with their consent) the distribution will have the economic effect of a dividend in kind (scrip dividend). If a scrip dividend is introduced using treasury shares and shareholders opt for allocation of such a dividend in kind, the Corporation may distribute the dividend in a way that preserves equity and liquidity.

Within the scope of the usual trading volumes, shareholders may purchase additional shares via the stock exchange, so that even if the Corporation uses/sells treasury shares with exclusion of the shareholders' purchase right (subscription right), they should normally be able to prevent a dilution of their shareholding by purchasing additional shares via the stock exchange.

Furthermore, the sale of treasury shares with exclusion of the subscription right does not result in a typical dilution of their shareholding either. Initially, the actual voting shares held by existing shareholders change only because the Corporation has acquired treasury shares before and the rights pertaining to those shares are suspended for as long as they are held as treasury shares; the shareholding ratio among the existing shareholders has therefore not changed as a result. An actual reduction at the level of the individual existing shareholders will only occur at the time when the Corporation resells the previously acquired treasury shares with exclusion of the subscription right. However, after such a sale with exclusion of the shareholders' purchase option (subscription right) has been carried out, the shareholders regain the status they had prior to the acquisition of treasury shares by the Corporation anyhow.

In the cases described in the above paragraphs (a), (b), (c), (d) and (e) the Executive Board will sell (or allot and use) treasury shares only at a price that is not significantly lower than the market price of the shares (stock market price). This ensures that there will be no dilution of the value of the existing shareholders' shareholding.

Even if the exclusion of the purchase option (subscription right) were to result in disadvantages for the existing shareholders, they would be highly limited, given the statutory maximum limit of 10% of the share capital for treasury shares held by the Corporation and given the treasury shares currently held by the Corporation in the amount of 1,572,321 no-par value shares, which represent an interest of 0.874% in the Corporation's share capital. As the General Meeting has currently not authorised the repurchase of additional treasury shares and neither the Executive Board nor the Supervisory Board intends to seek such authorisation at this General Meeting, the volume of treasury shares that may be sold with exclusion of the subscription right is limited to 0.874% of the share capital unless authorisation to repurchase shares is granted at a future General Meeting in accordance with Section 65 *AktG* and subsequently exercised by the Executive Board.

Treasury shares may be sold and all terms of the sale may be defined only upon approval from the Corporation's Supervisory Board. In order to implement a sale of treasury shares as described above quickly and flexibly, the General Meeting shall directly exclude the shareholders' purchase right (subscription right) so that no separate report needs to be published before it is exercised.

A consideration of the interests of the Corporation in the use or realisation of treasury shares and/or the financing of the Corporation, on the one hand, and the interests of existing shareholders in maintaining their pro-rata shareholdings, on the other, will therefore lead to the conclusion that the authorisation to sell treasury shares in a way other than via the stock exchange or a public offering with exclusion of the shareholders' purchase right (subscription right) is not disproportionate and is therefore objectively justified when considering all circumstances to be taken into account.

Vienna, February 2026

The Executive Board of EVN AG