

EVN AG
Headquartered in: Maria Enzersdorf
ISIN: AT0000741053

Convening

of the 90th Annual General Meeting

scheduled to take place on Thursday, 17 January 2019, at 10:00am (doors open at 09:00am), in the EVN Forum, EVN Platz, 2344 Maria Enzersdorf.

Agenda:

1. Presentation of the approved annual financial statements, of the management report submitted by the Executive Board and of the corporate governance report, including the report of the Supervisory Board, each on the 2017/18 financial year, as well as the presentation of the consolidated financial statements, the Group management report and the consolidated non-financial report for the 2017/18 financial year, and the proposal for the distribution of the net profits.
2. Adoption of a resolution on the distribution of the net profits for the year as shown in the annual financial statements as of 30 September 2018.
3. Adoption of a resolution concerning the release of the members of the Executive Board and of the Supervisory Board from liability for the 2017/18 financial year.
4. Appointment of the auditor for the annual financial statements of EVN AG and the consolidated financial statements of EVN Group for the 2018/19 financial year.

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

The records pursuant to Article 108 paragraph 4 of the Stock Corporation Act will be displayed for inspection by the shareholders as from the 21st day before the Annual General Meeting, i.e. from 27 December 2018, at the company's website under www.evn.at/agm.aspx.

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

Pursuant to Article 109 of the Stock Corporation Act, shareholders the total of whose shares add up to 5% of the Company's share capital are entitled to demand, in writing, that certain items determined by them, to be included in the agenda of the subsequent Annual General Meeting and publicized accordingly. Each item requested to be included in the agenda must be accompanied by a draft resolution including a statement of reasons. The applicants must have held their shares for at least three months before the filing of the respective request. The shareholder's request must have been received by the Company not later than on the 21st day before the Annual General Meeting, i.e., on or before 27 December 2018.

Pursuant to Article 110 of the Stock Corporation Act, shareholders the total of whose shares add up to 1% of the Company's share capital are entitled to submit to the Company, in text form (Article 13 paragraph 2 of the Stock Corporation Act), written proposals for resolution with regard to each individual item on the agenda and to demand that such proposals be made accessible on the Company's internet page, together with the names of the shareholders in question, the required statement of reasons and a statement (optional) by the Executive Board or the Supervisory Board. Such a request must be taken into account if it is received by the Company on or before the seventh working day before the Annual General Meeting, i.e. on or before 8 January 2019. In case of a proposal concerning the election of a member of the Supervisory Board, the statement of reasons will be replaced by the declaration made by the nominated person pursuant to Article 87 paragraph 2 of the Stock Corporation Act.

Pursuant to Article 118 of the Stock Corporation Act, each shareholder is entitled during the Annual General Meeting to request and receive information concerning the Company' business, to the extent that such information is necessary for a proper understanding of any item on the agenda. The obligation of providing information also extends to the Company's legal and business relationship with any of its affiliated companies, to the situation of the Group and of the enterprises included in the consolidated financial statements. 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 affiliated companies or that disclosure would lead to prosecution. A request for information may also be refused in cases where the information in question was accessible via the "Questions and Answers" section of the Company's internet page for a minimum period of seven days before the start of the Annual General Meeting. If you have questions the answering of which requires some preparation time, please address them to the Company in writing and in good time before the Annual General Meeting.

Proposals for additions or amendments to the agenda, proposals for resolution and questions should be addressed to the Company by letter (EVN AG, attn.: Maximilian Hoyer, EVN Platz, 2344 Maria Enzersdorf), by fax (+43 (0) 1 8900 500 74) or by e-mail (anmeldung.evn@hauptversammlung.at).

Those shareholder rights that depend on the shares having been held by the shareholder in question over a determined period may only be exercised subject to the provision of proof of share ownership throughout the relevant period in each case; such proof must be provided by means of a certificate of deposit pursuant to Article 10a of the Stock Corporation Act. Further information concerning the shareholder rights, particularly those pursuant to Articles 109, 110 and 118 of the Stock Corporation Act, may also be found on the Company's internet page, www.evn.at/agm.aspx.

Record Date and conditions for attending the Annual General Meeting pursuant to Article 111 of the Stock Corporation Act (Article 106 line 6 and 7 of the Stock Corporation Act)

Pursuant to Article 111 paragraph 1 of the Stock Corporation Act, the right to attend the Annual General Meeting and to exercise the shareholder rights is determined by the shares held by the end of the tenth day before the date of the Annual General Meeting (**record date**), i.e., by the shares held by the respective shareholder at **24:00 on 7 January 2019 (CET)**. Shareholders wishing to attend the Annual General Meeting and to exercise shareholder rights are obligated to supply proof of ownership of their shares to the Company as of the record date.

In the case of bearer shares deposited in a custody account, a certificate of deposit pursuant to Article 10a of the Stock Corporation Act, which must be submitted to the Company not later than by the third working day before the Annual General Meeting, i.e., on **14 January 2019**, 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 shall contain the data required pursuant to Article 10a paragraph 2 of the 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 within the last seven days before submission to the Company. Certificates of deposit will be accepted in German and in English.

Certificates of deposit must be transferred to the Company exclusively by postal letter (HV Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel), by e-mail (anmeldung.evn@hauptversammlung.at; certificates of deposit in pdf format containing a qualified electronic signature attached to the e-mail, pursuant to Article 4 paragraph 1 of the Austrian "Signatur- und Vertrauensdienstegesetz") or by SWIFT (GIBAATWGGMS – Message Type MT598 or MT599; necessary to state the ISIN code: AT0000741053 in the text).

Certificates of deposit may also be sent in advance in written form - by e-mail (anmeldung.evn@hauptversammlung.at; certificates of deposit in pdf format attached to the e-mail) or by fax (+43 (0) 1 8900 500 74). However, the submission of these deposit certificates by e-mail or fax will not be sufficient to meet the specified deadline.

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

All shareholders entitled to attend the Annual General Meeting have the right to appoint an individual or a legal person as 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, shall be entitled to act as a representative exercising voting rights only in cases where the relevant shareholder has issued explicit instructions as to how the voting rights are to be exercised with regard to each individual item of the agenda. The power of attorney must be issued to a specific individual or legal person. In cases where the shareholder has issued a power of attorney to the credit institution maintaining the custody account (Article 10a of the Stock Corporation Act), a declaration on the part of the latter added to the certificate of deposit, to the effect that it has been granted a power of attorney, will be sufficient.

Powers of attorney may be issued by means of the form provided on the Company's internet page, 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 are to be sent to the Company exclusively in written form by letter (HV Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel), by fax (+43 (0) 1 8900 500 74) or by e-mail (anmeldung.evn@hauptversammlung.at). Declarations according to Article 114 paragraph 1 line 4 may also be submitted via SWIFT (GIBAATWGGMS – Message Type MT598 or MT599; necessary to state the ISIN code: AT0000741053 in the text). On the day of the Annual General Meeting, the delivery of the power of attorney is only possible by hand upon the registration to the Annual General Meeting at the place of that assembly.

The above provisions regarding the granting of the power of attorney shall also apply, mutatis mutandis, to its revocation.

**Total number of shares and voting rights as of the date of the Notice of the Meeting
(Article 106 line 9 of the Stock Corporation Act)**

As of the date of the convening of the Annual General Meeting, the Company's share capital is divided into in 179,878,402 zero par value bearer shares. Each share confers one vote. The Company holds 1,883,824 treasury shares. The total number of voting rights minus those shares which do not confer voting rights amounts to 177,994,578. There is only one class of shares.

Doors to the Annual General Meeting will be opened at 9:00am.

You may find further information concerning the conduct of the Annual General Meeting, etc. on the Company's internet page www.evn.at/agm.aspx.

Maria Enzersdorf, December 2018

The Executive Board