

## **Point 1 of the Agenda**

### **Elections to the Supervisory Board**

The Supervisory Board must have a minimum of eight and a maximum of twelve members elected by the General Meeting in accordance with Article 8 para. 1 of the Articles of Incorporation of EVN AG.

The Supervisory Board consisted of fifteen members, of which ten were elected by the General Meeting, after the last election of Supervisory Board members by the 92<sup>nd</sup> Annual General Meeting on 21 January 2021.

At the end of the upcoming 33<sup>rd</sup> Extraordinary General Meeting on 19 June 2023, the terms of office of three Supervisory Board members elected by the General Meeting, namely Bettina Glatz-Kremsner, Norbert Griesmayr and Friedrich Zibuschka, will end through resignation in due time and form.

The upcoming 33<sup>rd</sup> Extraordinary General Meeting must therefore elect at least three Supervisory Board members in order to reach the previous number of ten members elected by the General Meeting.

In accordance with Article 8 para. 3 of the Articles of Incorporation of EVN AG, elections to replace members who leave the Supervisory Board prior to the end of their term of office are held for the remainder of the term of office of the departing member. The three departing members of the Supervisory Board were elected by the 92<sup>nd</sup> Annual General Meeting on 21 January 2021 for the longest possible term of office permitted by the Austrian Stock Corporation Act, namely up to the Annual General Meeting which will vote on the release from liability for the 2024/2025 financial year.

EVN AG is subject to the scope of application of Article 86 para. 7 of the Austrian Stock Corporation Act concerning the pro rata balance of women and men on the Supervisory Board and must comply with the minimum number defined by Article 86 para. 7 of the Austrian Stock Corporation Act. An objection as defined by Article 86 para. 9 of the Austrian Stock Corporation Act against the fulfilment of the quota in total was not filed by the majority of shareholder representatives or the majority of employee representatives. Consequently, this minimum requirement must not be fulfilled separately but in total as defined by Article 86 para. 7 of the Austrian Stock Corporation Act and at least five seats on the Supervisory Board must be filled by women and at least five seats by men.

Of the ten shareholder representatives currently serving on the Supervisory Board, seven are men and three are women. Of the five employee representatives, three are men and two are women. The members of the Supervisory Board, in total, include ten men and five women, and the minimum requirement defined by Article 86 para. 7 of the Austrian Stock Corporation Act is therefore met.

The Supervisory Board recommends the election of at least one woman from the three seats to be filled. That would give the Supervisory Board ten members elected by the General Meeting after the elections at the Extraordinary General Meeting on 19 June 2023 and would meet the requirements of Article 86 para. 7 of the Austrian Stock Corporation Act.

The following nominations to the Supervisory Board were submitted in accordance with the requirements of Article 87 para. 2a of the Austrian Stock Corporation Act and the Corporate Governance Code. The Supervisory Board recommends the election of the following persons to the Supervisory Board, effective with the end of the upcoming 33<sup>rd</sup> Extraordinary General Meeting on 19 June 2023:

1. Reinhard Wolf, up to the Annual General Meeting that will vote on the release for the 2024/25 financial year
2. Jochen Danninger, up to the Annual General Meeting that will vote on the release for the 2024/25 financial year
3. Veronika Wüster, up to the Annual General Meeting that will vote on the release for the 2024/25 financial year

In the event the nominated persons are elected by the Extraordinary General Meeting on 19 June 2023, three women would serve as shareholder representatives on the Supervisory Board and the share of women among the shareholder representatives would again equal 30%. Assuming the same delegation procedure by the (Group) Works Council, the Supervisory Board would again consist of ten men and five women and the minimum requirements of Article 86 para. 7 of the Austrian Stock Corporation Act would be met.

Plans call for separate voting over each of the three seats on the Supervisory Board to be filled at the upcoming Extraordinary General Meeting.

Each of the nominees has submitted a statement in accordance with Article 87 para. 2 of the Austrian Stock Corporation Act concerning their technical qualifications and their professional or comparable functions. Moreover, the nominees have submitted confirmations that there are no circumstances that could give rise to concerns of partiality and no final legal convictions for an offense that would question his or her professional reliability as a Supervisory Board member.

The Nominating Committee of the Supervisory Board has prepared and presented this recommendation in the sense of Article 87 para. 2a of the Austrian Stock Corporation Act with a focus on the technical and personal qualifications of the members as well as a technically balanced composition of the Supervisory Board. Consideration was also given to the diversity of the Supervisory Board as regards the representation of both genders and the age structure as well as the internationality of the members.

With regard to the election of Supervisory Board members, the General Meeting is bound to the nomination of persons for whom recommendations, including the related personal statement pursuant to Article 87 para. 2 of the Austrian Stock Corporation Act, have been published on the Company's website at the latest on 12 June 2023. Otherwise, the person(s) concerned may not be included in the voting procedure. This also applies to nominations made by shareholders in accordance with Article 110 of the Austrian Stock Corporation Act, which must be received by the Company in text form at the latest on 7 June 2023.

**Note:** Nominations can only be made by shareholders who (together) hold at least 1% of the share capital of EVN AG!  
Additional information can be found in the invitation to the General Meeting and in the documents published on the homepage of the Company ([www.evn.at/AGM](http://www.evn.at/AGM)).