

Consolidated corporate governance report

Basic principles

EVN AG (EVN) is an Austrian stock corporation whose shares are traded on the Vienna Stock Exchange. Corporate governance is therefore based on Austrian law – in particular the Stock Corporation Act and capital market laws, legal regulations governing co-determination by employees and the company by-laws, as well as the Austrian Corporate Governance Code (ACGC) and the rules of procedure for the company's corporate bodies.

In agreement with § 243c of the Austrian Commercial Code and the applicable provisions of the ACGC, the company prepares a consolidated corporate governance report each year as of 30 September which is available under www.evn.at/Corporate-Governance-Report.

Commitment to the Austrian Corporate Governance Code

Introduction

The Executive Board and Supervisory Board of EVN are committed to the principles of good corporate governance and, in this way, meet the expectations of national and international investors for responsible, transparent and sustainable management and control. On 1 March 2023, EVN announced its commitment to comply with the ACGC in the January 2023 version. The ACGC is available under www.corporate-governance.at.

Burgenland Holding Aktiengesellschaft is a stock corporation under Austrian law, which is listed on the Vienna Stock Exchange and included in EVN's scope of consolidation. The corporate governance report prepared and published by this company is available under www.buho.at/corporate-governance-bericht.

The ACGC rules are divided into three categories¹⁾:

- The legal requirements (L-Rules) are based on binding regulations which must be observed by all Austrian listed companies.
- The C-Rules (Comply or Explain) should be observed; any deviations must be explained and justified.
- The R-Rules (Recommendations) represent recommendations and do not require the disclosure or justification of deviations.

The Executive Board and Supervisory Board formerly declare that EVN complies with all C-Rules of the ACGC, irrespective of the following deviations and explanations.

Deviations from C-Rules

EVN does not fully comply with the following C-Rules of the ACGC:

C-Rule 16: EVN does not comply with this rule which requires the management board to have a chairman. The Supervisory Board did not appoint a member of the Executive Board to serve as chairman because the Executive Board consists of only two members in line with its assigned duties and the company's structure. In this case, a valid resolution by the Executive Board requires that meetings be announced in the approved manner and both Executive Board members must be present. Resolutions must be passed unanimously and abstention from voting is not permitted. If a unanimous decision is not reached, the Executive Board must review and vote again on the respective point of the agenda within ten days. The Executive Board must report to the Supervisory Board if the second round of voting does not bring a unanimous decision. One member was appointed as spokesman of the Executive Board. The Supervisory Board's decision not to appoint a chairman for the Executive Board applies for an indefinite period.

C-Rule 45: The provision that prohibits Supervisory Board members from holding corporate functions in a competing company is observed by all members of the Supervisory Board with one exception. Supervisory Board member Peter Weinelt serves as the managing director of Wiener Stadtwerke GmbH which, in particular through its subsidiaries, competes in part with subsidiaries of EVN. The decision to elect Mr. Weinelt to the Supervisory Board was taken by the Annual General Meeting. The proposal for this nomination was approved by the Supervisory Board based on a recommendation by the Nominating Committee. The representation of major shareholders on the company's Supervisory Board has proven to be advantageous. This deviation applies to the entire term of the involved Supervisory Board member's appointment. EVN's corporate governance and continued practice on the Supervisory Board ensure that potential conflicts of interest are clarified in advance of voting on related issues and legally compliant procedures are guaranteed.

1) In order to improve readability, the rules in the following section are presented without reference to the ACGC.

Executive Board

Composition

Stefan Szyszkowitz

Member and Spokesman of the Executive Board

Born in 1964, Master of Law, Master of Business Administration. Joined EVN in 1993; first appointed to the EVN Executive Board on 20 January 2011. End of the current term of office: 19 January 2026.

Supervisory board mandates in other companies not included in the consolidated financial statements (C-Rule 16)

	Function
Wiener Börse AG	Member of the supervisory board
Österreichische Post Aktiengesellschaft (up to 20.04.2023)	Member of the supervisory board
Verbund AG	Member of the supervisory board

Supervisory board mandates in material, consolidated companies¹⁾

	Function
Burgenland Holding Aktiengesellschaft	Chairman of the supervisory board
EVN Macedonia AD	Chairman of the supervisory board
RAG Austria AG	Chairman of the supervisory board
Netz Niederösterreich GmbH	Vice-Chairman of the supervisory board
Burgenland Energie AG	Vice-Chairman of the supervisory board

1) In addition to the supervisory board functions, the Executive Board manages significant subsidiaries based on quarterly reporting by segment.

Working procedures

The Executive Board of EVN must have a minimum of two members. If the Supervisory Board does not appoint a chairman or spokesman for the Executive Board, the members are entitled to designate their own spokesman. The Executive Board is responsible for managing the company to support its business activities and continued success in the interests of shareholders, employees and the general public. The work of the Executive Board is based on legal requirements, in particular stock corporation, stock exchange and commercial laws, the by-laws and the rules of procedure for the Executive Board that were approved by the Supervisory Board as well as the ACGC.

Franz Mittermayer

Member of the Executive Board

Born in 1958, Master of Mechanical Engineering and Industrial Management. Joined EVN in 1993; first appointed to the EVN Executive Board on 1 October 2017. In a statement to the Supervisory Board on 19 June 2023, he announced his intention to resign from the Executive Board prematurely as of 31 March 2024 due to his retirement.

Supervisory board mandates in material, consolidated companies¹⁾

	Function
Netz Niederösterreich GmbH	Chairman of the supervisory board
Burgenland Holding Aktiengesellschaft	Vice-Chairman of the supervisory board
Burgenland Energie AG	Member of the supervisory board
RAG Austria AG	Member of the supervisory board

1) In addition to the supervisory board functions, the Executive Board manages significant subsidiaries based on quarterly reporting by segment.

Irrespective of the Executive Board's overall responsibility, the Supervisory Board establishes and assigns specific areas of responsibility to the individual Executive Board members based on the given requirements. Certain transactions are reserved for joint discussions and decision-making by the full Executive Board.

Stefan Szyszkowitz is responsible for the Energy and South East Europe segments as well as the following corporate functions: controlling, customer relations, finance, accounting, general secretary and investment management, legal and public affairs, information and communications, and human resources.

Franz Mittermayer is responsible for the Generation, Networks and Environment segments as well as the following corporate functions: data processing, procurement and purchasing, safety and infrastructure, and internal auditing.

Moreover, the Executive Board is required to obtain the prior consent of the Supervisory Board for business transactions that require this approval based on legal regulations or a previous Supervisory Board resolution. The rules of procedure for the Executive Board and the Supervisory Board contain a detailed list of such cases.

Organisational regulations require the Executive Board to report to the Supervisory Board. These reporting standards also apply to the Supervisory Board committees. The reporting obligations of the Executive Board include quarterly reports on the development of business in the Group and information on matters of importance relating to major Group subsidiaries.

Supervisory Board

Composition

As of 30 September 2023, the Supervisory Board of EVN AG had ten shareholder representatives elected by the Annual General Meeting and five members delegated by the works council. The shareholder representatives were elected by the 92nd Annual General Meeting on 21 January 2021, respectively by the 33rd Extraordinary General Meeting on 19 June 2023 for a term of office extending to the Annual General Meeting which will vote on the release from liability for the 2024/25 financial year.

The composition of the Supervisory Board reflects a balance between the professional and personal qualifications of the members as well as a balance of technical and specialist expertise. Diversity with regard to the representation of both genders, the age structure and internationality is also taken into account.

Independence

The Supervisory Board established the following criteria for the independence of the members of the Supervisory Board of EVN AG based on the general clause defined by C-Rule 53:

A member of the Supervisory Board is considered to be independent when he/she has no business or personal relations with the company or its management board that could lead to a material conflict of interest and is therefore capable of influencing the

member's behaviour. The following criteria form the basis for evaluating the independence of the members of the Supervisory Board of EVN AG who are elected by the Annual General Meeting:

1. The Supervisory Board member may not have served as a member of the Executive Board or a top executive of EVN or any of its subsidiaries during the past five years.
2. The Supervisory Board member may not maintain, or in the previous year did not maintain, any business relations with EVN or a subsidiary of EVN that are considered material for that member. This also applies to business relations of companies in which the Supervisory Board member holds a significant economic interest but does not cover appointments to corporate bodies within the EVN Group. The approval of individual transactions by the Supervisory Board in accordance with L-Rule 48 does not automatically lead to qualification as not independent.
3. The Supervisory Board member may not have acted as an auditor of EVN or owned a share in or worked as an employee of the auditing company during the past three years.
4. The Supervisory Board member may not serve on the management board of another company in which a member of the Executive Board of EVN is a member of the supervisory board.
5. The Supervisory Board member may not serve on the Supervisory Board for more than 15 years. This does not apply to Supervisory Board members who hold an investment in the company as shareholders or who represent the interests of such shareholders.
6. The Supervisory Board member may not be closely related (i.e. direct offspring, spouse, life partner, parent, uncle, aunt, brother, sister, niece, nephew) to a member of the Executive Board or to persons who hold one of the above-mentioned positions.

In accordance with C-Rule 54, companies with a free float of more than 20% are required to have at least one of the supervisory board members elected by the general meeting or delegated by shareholders in accordance with the by-laws who is independent pursuant to C-Rule 53 and who is not a shareholder with a stake of more than 10% or who represents such a shareholder's interests. In the case of companies with a free float of over 50%, at least two members of the supervisory board must meet these criteria. EVN has a free float of 20.6% (incl. 0.9% treasury shares). Up to 19 June 2023, nine members (90%) of the Supervisory Board were considered independent according to C-Rule 53 and seven members (70%) according to C-Rule 54. Since 19 June 2023,

Continued on page 158 →

Members of the Supervisory Board as of 30 September 2023 (including resigned members)

Shareholder representatives	Date of initial appointment ¹⁾	Supervisory board or comparable functions in Austrian or foreign listed companies ²⁾	Independence C-Rule 53 ³⁾	Independence C-Rule 54 ⁴⁾	Diversity factors ⁵⁾
Reinhard Wolf President and Chairman	19.06.2023	Chairman of the management board of RWA Raiffeisen Ware Austria AG and RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen; member of the management board of BayWaAG; chairman of the supervisory board of Garant-Tiernahrung Gesellschaft m.b.H. and "UNSER LAGERHAUS" Warenhandelsgesellschaft m.b.H.; vice-chairman of the supervisory board of Raiffeisen-Lagerhaus GmbH; member of the management board and deputy chairman of RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN registrierte Genossenschaft mit beschränkter Haftung	Yes	Yes	Male born 1960 Austria
Jochen Danninger 1 st Vice-Chairman	19.06.2023	Representative of the State Parliament of Lower Austria; managing chairman of a parliamentary group; chairman of the supervisory board of ecoplus. Niederösterreichs Wirtschaftsagentur GmbH and Breitbandholding GmbH	Yes	No	Male born 1975 Austria
Willi Stiowicek 2 nd Vice-Chairman	15.01.2009	Member of the supervisory board of NÖ.Regional.GmbH	Yes	Yes	Male born 1956 Austria
Georg Bartmann	21.01.2021	Head of the finance department and financial group in the provincial government of Lower Austria; managing director of NÖ Landes-Beteiligungsholding GmbH, NÖ Holding GmbH, NÖ BET GmbH and NÖ Immobilien Holding GmbH; chairman of the supervisory board of Land Niederösterreich Finanz- und Beteiligungsmanagement GmbH; vice-chairman of the supervisory board of EBG MedAustron GmbH and N.vest Unternehmensfinanzierungen des Landes Niederösterreich GmbH; member of the supervisory board of NÖ Landesgesundheitsagentur; government commissioner for Hypo NOE Landesbank für Niederösterreich und Wien AG	Yes	No	Male born 1965 Austria
Gustav Dressler	21.01.2021	Owner and manager of an agricultural company; chairman of the supervisory board of METAGRO Edelstahltechnik AG; member of the management board of Caressa Privatstiftung	Yes	Yes	Male born 1954 Austria
Philipp Gruber	21.01.2016	Member of the Wiener Neustadt town council; director of the provincial parliament club of the Lower Austrian People's Party; chairman of the management board of Business Messen Wiener Neustadt Genossenschaft für Wirtschaftsförderung registrierte Genossenschaft mit beschränkter Haftung	Yes	Yes	Male born 1979 Austria
Maria Patek	21.01.2021	Head of the forestry and sustainability section in the Federal Ministry of Agriculture, Regions and Tourism (up to 31.07.2023)	Yes	Yes	Female born 1958 Austria
Angela Stransky	16.01.2014	Authorised officer of ecoplus. Niederösterreichs Wirtschaftsagentur GmbH; managing director of Breitband Holding GmbH; member of the supervisory board of riz up Niederösterreichs Gründeragentur GmbH	Yes	Yes	Female born 1960 Austria
Peter Weinelt	21.01.2021	Deputy director general of WIENER STADTWERKE GmbH; managing director of WIENER STADTWERKE Planvermögen GmbH; chairman of the supervisory board of WIEN ENERGIE GmbH, WIENER NETZE GmbH, Wien IT GmbH and B&F Wien – Bestattung & Friedhöfe GmbH; member of the supervisory board of Verbund AG, Burgenland Holding Aktiengesellschaft and Wiener Gesundheitsverbund	Yes	No	Male born 1966 Austria
Veronika Wüster	19.06.2023	Managing director of Verband Österreichischer Entsorgungsbetriebe; member of the management board of Junge Industrie Niederösterreich/Burgenland	Yes	Yes	Female born 1985 Austria

Shareholder representatives (resigned)					
Bettina Glatz-Kremsner (up to 19.06.2023)	21.01.2016	General council member of Oesterreichische Nationalbank (up to 08.03.2023); member of the supervisory board of Österreichische Lotterien Gesellschaft m.b.H. (up to 28.06.2023)	Yes	Yes	Female born 1962 Austria
Norbert Griesmayr (up to 19.06.2023)	12.01.2001	Chairman of the management board of Hutschinski Privatstiftung; member of the management board of AVZ-Privatstiftung zur Verwaltung von Anteilsrechten; vice-chairman of the supervisory board of BauWelt Handels-Aktiengesellschaft, Collegialität Versicherungsverein Privatstiftung and JLP Health GmbH; member of the supervisory board of Österreichisches Verkehrsbüro Aktiengesellschaft, card complete Service Bank AG and Land Niederösterreich Finanz- und Beteiligungsmanagement GmbH	No	No	Male born 1957 Austria
Friedrich Zibuschka (up to 19.06.2023)	21.01.2016	Associate professor in the Institute for Transportation Studies at the University of Natural Resources and Life Sciences, Vienna; general partner of Zibuschka Regional Consulting OG	Yes	Yes	Male born 1950 Austria
Employee representatives					
Paul Hofer	01.04.2007	Chairman of the European works council of the EVN Group; chairman of the central works council of the EVN Group; chairman of the central works council of EVN AG	n. a.	n. a.	Male born 1960 Austria
Uwe Mitter	14.05.2019	Chairman of the central works council of Netz Niederösterreich GmbH; member of the supervisory board of Netz Niederösterreich GmbH; vice-chairman of the central works council of the EVN Group; member of the supervisory board of VBV-Pensionskasse Aktiengesellschaft	n. a.	n. a.	Male born 1971 Austria
Irene Pugi	14.05.2019	Chairwoman of the works council of EVN Business Service GmbH; vice-chairwoman of the central works council of the EVN Group	n. a.	n. a.	Female born 1975 Austria
Friedrich Bußlehner	01.01.2016	Member of the supervisory board of Netz Niederösterreich GmbH	n. a.	n. a.	Male born 1962 Austria
Monika Fraiße	01.07.2013	Vice-chairwoman of the central works council of Netz Niederösterreich GmbH (headquarters)	n. a.	n. a.	Female born 1973 Austria

- 1) The terms of office of the Supervisory Board members elected by the Annual General Meeting expire at the end of the Annual General Meeting that will vote on their release from liability for the 2024/25 financial year.
- 2) Including other material functions
- 3) The majority of the Supervisory Board members elected by the Annual General Meeting or delegated pursuant to the by-laws are independent of the company and its Executive Board.
- 4) Companies with a free float of more than 20% are required to have at least one of the supervisory board members elected by the general meeting or delegated by shareholders pursuant to the by-laws who is independent pursuant to C-Rule 53 and who is not a shareholder with a stake of more than 10% or who represents such a shareholder's interests.
- 5) Gender, year of birth and citizenship

→ Continued from page 155

ten members (100%) of the Supervisory Board are considered independent according to C-Rule 53, and seven members (70%) according to C-Rule 54.

Contracts requiring the approval of the Supervisory Board (L-Rule 48 and C-Rule 49): No contracts were concluded with members of the Supervisory Board which committed these persons to the performance of a service outside of their activities on the Supervisory Board for the company or a subsidiary in exchange for remuneration exceeding minor value. Moreover, no contracts were concluded with companies in which a member of the supervisory board has a considerable economic interest.

Working procedure

The Supervisory Board is headed by a chairman and two vice-chairmen. The rules of procedure for the Executive Board and Supervisory Board include a catalogue of transactions which require the Supervisory Board approval.

Communications between the Executive Board and the Supervisory Board take place at the meetings of the Supervisory Board and its committees and in writing, as required. In addition, the Executive Board and the chairman of the Supervisory Board maintain regular contact on issues that fall under the responsibility of the Supervisory Board. In particular, this includes the preparation of meetings.

Eight plenary meetings were held by the Supervisory Board during the reporting year, at which its members fulfilled their tasks and duties. The Supervisory Board monitored the activities of the Executive Board, accepted its reports and, in addition to the annually recurring cycle of resolutions on the annual financial statements and budget, dealt with a number of issues which required Supervisory Board approval. Specific resolutions covered the remuneration policy, the environmental business, the capitalisation of EVN KG, the expansion of water supplies by EVN Wasser, and the construction of renewable generation plants by EVN Naturkraft.

In addition to the formal meetings, the members of the Supervisory Board were able to attend elective events on onboarding and received training and information on sustainability regulations and an update on the Strategy 2030.

The average attendance at Supervisory Board meetings equalled 97.5% in 2022/23. No member was absent from more than half

the Supervisory Board meetings during the past financial year. Participation in the elective events reflected a similar level.

Evaluation of the Supervisory Board's activities

In accordance with C-Rule 36, the Supervisory Board carried out a self-evaluation of its activities in 2022/23. This assessment was based on an extensive written questionnaire which was answered by the members of the Supervisory Board. The results of the evaluation were discussed in a plenary meeting.

The Supervisory Board dealt with potential conflicts of interest on the part of its members and took appropriate steps.

Committees

The Supervisory Board fulfils its responsibilities as a joint decision-making body in cases where individual issues are not delegated to its committees. These committees are responsible for preparing negotiations and resolutions, monitoring the implementation of the Supervisory Board's decisions and taking decisions on issues delegated by the Supervisory Board. In accordance with the requirements of the Austrian Stock Corporation Act, the ACGC and its rules of procedure, the Supervisory Board has established an Audit Committee, a Working Committee, a Nominating Committee and a Remuneration Committee.

Working Committee

Name	Function
Reinhard Wolf (as of 19.06.2023)	Chairman
Jochen Danninger (as of 19.06.2023)	Vice-Chairman
Willi Stoiwicek	Member
Georg Bartmann	Member
Paul Hofer	Employee representative
Uwe Mitter	Employee representative

Resigned members

Name	Function
Bettina Glatz-Kremsner (up to 19.06.2023)	Chairwoman
Norbert Griesmayr (up to 19.06.2023)	Vice-Chairman

The Working Committee includes the chairman of the Supervisory Board, the two vice-chairmen and any elected members as well as the employee representatives delegated in accordance with § 110 (4) of the Austrian Labour Constitutional Act.

This committee is responsible for specific tasks assigned by the full Supervisory Board and, in certain urgent cases, is authorised to approve specific business transactions on behalf of the Supervisory Board. It is also responsible for all other issues where there are reasons to assume a possible conflict of interest on the Supervisory Board but not in the Working Committee.

The Working Committee of the Supervisory Board met three times during the 2022/23 financial year. Resolutions focused on the environmental business and WTE Wassertechnik as well as the construction of a biomass heating plant and the expansion of the district heating network by EVN Wärme.

Remuneration Committee

Name	Function
Reinhard Wolf (as of 19.06.2023)	Chairman; remuneration expert
Jochen Danninger (as of 19.06.2023)	Vice-Chairman
Willi Stiowicek	Member
Georg Bartmann (as of 19.06.2023)	Member

Resigned members

Name	Function
Bettina Glatz-Kremsner (up to 19.06.2023)	Chairwoman; remuneration expert
Norbert Griesmayr (up to 19.06.2023)	Vice-Chairman

The Remuneration Committee includes the chairman of the Supervisory Board, who also serves as chairman of this committee, the two vice-chairmen and, if necessary, a further member with knowledge and experience relating to remuneration policy. Most of the committee members are independent members of the Supervisory Board.

This committee is responsible for all matters concerning the relationships between the company and the members of the Executive Board, in cases where the full Supervisory Board is not responsible under law. In particular, the Remuneration Committee is responsible for the negotiation, content, conclusion, implementation and, if appropriate, termination of the employment contracts with the members of the Executive Board in accordance with the applicable rules of the ACGC. Each year it prepares a draft report on remuneration policy for the Executive Board members and evaluates this remuneration policy at least every fourth year. It also makes a

recommendation for remuneration policy to the full Supervisory Board if this is considered necessary.

In cases where the Remuneration Committee makes use of a consultant, it must ensure that this person and any other persons active with him/her in a network (§ 271b of the Austrian Commercial Code) have not advised the Executive Board or one of its members on remuneration issues or served as an advisor during the past two years.

The Remuneration Committee met four times in 2022/23. Resolutions focused, above all, on the revision of the employment contracts for the members of the Executive Board, the definition of targets for the variable remuneration of the Executive Board and the determination of the respective target attainment, the preparation of a report on the remuneration of the members of the Executive Board and Supervisory Board of EVN. Another issue concerned the revision and updating of remuneration policy for the members of these two corporate bodies, whereby a consultant was appointed for this purpose.

Nominating Committee

Name	Function
Reinhard Wolf (as of 19.06.2023)	Chairman
Jochen Danninger (as of 19.06.2023)	Vice-Chairman
Willi Stiowicek	Member
Georg Bartmann	Member
Paul Hofer	Employee representative
Uwe Mitter	Employee representative

Resigned members

Name	Function
Bettina Glatz-Kremsner (up to 19.06.2023)	Chairwoman
Norbert Griesmayr (up to 19.06.2023)	Vice-Chairman

The Nominating Committee includes the chairman of the Supervisory Board and three elected members, as well as the employee representatives delegated in accordance with § 110 (4) of the Austrian Labour Constitutional Act.

This committee prepares the tender for appointments to the Executive Board in accordance with the Austrian law governing appointments, reviews applications and manages the application

process. It can engage consultants for support with and evaluation of the applications. The Nominating Committee submits recommendations to the Supervisory Board for appointments to upcoming vacant or newly created positions on the Executive Board and deals with issues involving succession planning. It can also make recommendations for appointments to upcoming vacant or newly created positions on the Supervisory Board. The Nominating Committee meets as needed.

The Nominating Committee met twice in 2022/23, during which discussions focused on elections to the Supervisory Board and on succession planning for the Executive Board, whereby a consultant was appointed for this purpose.

Audit Committee

Name	Function
Georg Bartmann	Chairman, financial expert
Reinhard Wolf (as of 19.06.2023)	Vice-Chairman
Jochen Danninger (as of 19.06.2023)	Member
Willi Stiowicek	Member
Maria Patek (as of 19.06.2023)	Member, sustainability expert
Paul Hofer	Employee representative
Uwe Mitter	Employee representative
Monika Fraissl (as of 19.06.2023)	Employee representative

Resigned members

Name	Function
Bettina Glatz-Kremsner (up to 19.06.2023)	Vice-Chairwoman
Norbert Griesmayr (up to 19.06.2023)	Member

The responsibilities of the Audit Committee are as follows:

- monitoring the accounting process and issuing recommendations or suggestions to ensure its reliability;
- monitoring the effectiveness of the company's internal control, internal audit and risk management systems;
- monitoring the audit of the annual and consolidated financial statements, including the results and conclusions indicated in the reports by the Auditor Oversight Commission;

- verifying and monitoring the independence of the auditor of the annual financial statements (and consolidated financial statements), in particular with regard to additional services provided for the audited company; moreover, Art. 5 (5) of Regulation (EU) No. 537/2014 on the statutory audit of public-interest entities must be observed;
- reporting on the results of the audit to the Supervisory Board, explaining how the audit contributed to the reliability of financial reporting and explaining the role of the Audit Committee in this procedure;
- reviewing the annual financial statements and preparing the required authorisation, reviewing the proposal for the distribution of profits, the management report, the corporate governance report and the non-financial report (§ 243b of the Austrian Commercial Code) as well as submitting a report on the results of this review to the Supervisory Board;
- if necessary, examining the consolidated financial statements, the Group management report, the consolidated corporate governance report and the consolidated non-financial report (§ 267a of the Austrian Commercial Code) as well as submitting a report on the results of this review to the Supervisory Board;
- selecting an auditor for the annual and consolidated financial statements, taking the appropriateness of the fee into consideration, as well as preparing a proposal for the Supervisory Board on this selection; moreover, Art. 16 of Regulation (EU) No. 537/2014 on the statutory audit of public-interest entities must be observed.

The Audit Committee includes a financial expert as required by law. Based on their professional experience, in particular their, for the most part, many years on the Supervisory Board, all members of the Audit Committee are familiar with the sector in which the company operates.

The Audit Committee met four times during the 2022/23 financial year and dealt with all its assigned responsibilities, above all with preparations for the resolution on the consolidated financial statements and annual financial statements as of 30 September 2022, including the related reports, the recommendation for the use of profits and the internal control, audit, risk and compliance management systems. Further activities involved the following: a recommendation for the appointment of an auditor for the 2022/23 annual and consolidated financial statements and the proposal of a change to this recommendation, the approval of a fee adjust-

ment for the auditor, and the acceptance of a report by the auditor on the provision of non-audit services. The Audit Committee also acknowledged the report on the evaluation of transactions carried out during the course of normal business activities and at ordinary market conditions (§ 95a (6) of the Austrian Stock Corporation Act).

Measures to support women and diversity concept¹⁾

1) § 243c (2) no. 2 and (3) of the Austrian Commercial Code

The EVN Group is committed to offering equal opportunities to all its employees. The company is convinced that diversified teams produce better results and are more effective and innovative than single-gender groups.

The percentage of women in EVN's workforce equalled 23.6% in 2022/23, and roughly 10.5% of the positions for managing directors and authorised officers were filled by women. The Women@EVN programme is designed to achieve the greatest possible diversity at the upper management level and gradually increase the percentage of women in management positions. Numerous initiatives have been introduced to create a framework that enables women to assume qualified positions in specialised areas and at the management level in line with their inclinations and skills.

Twelve women currently serve as project managers (project manager career path) in the EVN Group. The percentage of young women in the corporate management development programme has always been higher than the current share of women in EVN's workforce.

EVN has long pursued measures that are designed to support women's work-life balance. Examples of these measures are flexible working time models, individualised support for women returning after maternity leave, day care during school holidays, information events for staff members on parental leave as well as a comprehensive programme of vocational and professional education which is also open to all employees on parental leave. These measures are supplemented by a range of home office work options. EVN's objective for the medium term is to

increase the share of women to a level that mirrors their current educational levels in the applicable professional groups.

The Austrian Equal Opportunity Act requires companies with a workforce above a certain threshold to submit a biannual remuneration report (§ 11a of the Equal Opportunity Act). All companies in the EVN Group with a workforce above the legally defined threshold prepared the required report and submitted it to the Central Works Council.

The diversity concept approved by the Nominating Committee of the Supervisory Board for appointments to the Executive and Supervisory Board of EVN AG also defines equal opportunity as the underlying principle for all corporate management and supervisory bodies.

There are no women on EVN's Executive Board at the present time. New appointments are based on public tenders in accordance with the Austrian law governing personnel appointments.

Elections to the Supervisory Board are intended to create a balanced mix between the professional qualifications and expertise of the members as well as a balance of technical and personal credentials. Special focus is placed on diversity with regard to the representation of both genders, a balanced age structure and the internationality of the members.

EVN's Supervisory Board – as a whole and in the individual committees – has the necessary expertise required by the company, especially in the business, legal and technical fields. Attention was given to creating and maintaining a balance between continuity and change.

EVN's Supervisory Board included five women in 2022/23: three shareholder representatives and two employee representatives. The previous chairwoman of the Supervisory Board, Bettina Glatz-Kremsner, headed this corporate body since 2016 but resigned at the end of the Annual General Meeting on 19 June 2023. The percentage of women also equals 33.3% for the Supervisory Board as a whole following her replacement. The current composition of EVN's Supervisory Board meets the requirements of the Austrian Equality Act for Men and Women on Supervisory Boards with regard to the number of shareholder representatives and the number of employee representatives. This law calls for a ratio of 30% for both genders on the super-

visory boards of listed corporations with a specified minimum number of supervisory board members and employees. At the present time, EVN is required to meet the 30% quota for the Supervisory Board in total.

The members of the Supervisory Board ranged in age from 43 to 73 years up to 19 June 2023 and the average age was 59.2 years. Since 19 June 2023, the members of the Supervisory Board range in age from 37 to 68 years and the average age equals 56.1 years.

External evaluation

In accordance with C-Rule 62, compliance with the C-Rules of the ACGC must be evaluated at least every three years by an external institution and the results of this evaluation must be included in the corporate governance report.

Furthermore, the Supervisory Board is required by § 96 of the Austrian Stock Corporation Act to inform the Annual General Meeting whether, and if so, which sections of the consolidated corporate governance report were examined and indicate whether the final results of this examination provided any grounds for material objections. The Audit Committee is required by § 92 (4a) no. 4 lit. g of the Austrian Stock Corporation Act to review the consolidated corporate governance report in advance and to issue a report on its review to the full Supervisory Board. In order to optimally meet these requirements, EVN commissioned Schönherr Rechtsanwälte GmbH to evaluate the consolidated corporate governance report for 2022/23, including compliance with the C-Rules of the ACGC.

Schönherr Rechtsanwälte GmbH evaluated EVN's consolidated corporate governance report for 2022/23 in agreement with C-Rule 62 and § 96 of the Austrian Stock Corporation Act and reported to the Executive Board, the Audit Committee and the Supervisory Board on its review. This report on compliance with the ACGC can be found under www.investor.evn.at. The evaluation showed that EVN complied with the C-Rules of the ACGC in 2022/23 with two justified exceptions.

Changes after the balance sheet date

No reportable changes occurred between the balance sheet date on 30 September 2023 and the preparation of this consolidated corporate governance report.

Maria Enzersdorf, 21 November 2023



Stefan Szyszkowitz
Member and Spokesman
of the Executive Board



Franz Mittermayer
Member of the Executive Board