

# OMV Aktiengesellschaft Vienna

Corporate register number: 93363z  
ISIN: AT 0000743059

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## Convocation of the Annual General Meeting

on Wednesday, May 14, 2014, at 2.00 pm CEST (Local Time Vienna), at Austria Center Vienna, Internationales Amtssitz- und Konferenzzentrum Wien, AG, Bruno-Kreisley-Platz 1, 1220 Vienna, Austria.

The Meeting will be webcasted at [www.omv.com](http://www.omv.com). The webcast will end after the Executive Board's report on the 2013 financial year. The recording will remain accessible after the Meeting.

### Agenda

1. Submission of the adopted individual financial statements 2013, directors' report and corporate governance report, the consolidated financial statements 2013 and group directors' report, the proposal of appropriation of the profit and the report of the Supervisory Board for the financial year 2013.
2. Resolution on the appropriation of the balance sheet profit reported in the financial statements 2013.
3. Resolution on the discharge of the Executive Board members for the financial year 2013.
4. Resolution on the discharge of the Supervisory Board members for the financial year 2013.
5. Resolution on the remuneration of the Supervisory Board members for the financial year 2013.
6. Appointment of the auditor and Group auditor for the financial year 2014.
7. Resolutions on (i) the Long Term Incentive Plan 2014 and (ii) the Matching Share Plan 2014.
8. Elections to the Supervisory Board.
9. Authorization of the Executive Board to increase the share capital according to Section 169 Stock Corporation Act with the possibility to exclude the subscription right (i) to adjust fractional amounts or (ii) to satisfy stock options or long term incentive plans including matching share plans or other employee stock ownership plans (authorized capital) and amendment of the Articles of Association in Section 3 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares according to the authorized capital.

### Documents for the General Meeting

To prepare for the General Meeting, the following documents will be available to our shareholders from today, or at the latest from April 23, 2014:

- the documents listed in agenda item 1;
- the joint draft resolutions of the Executive and Supervisory Boards concerning agenda items 2, 3, 4, 5, 7, and 9;
- the draft resolutions of the Supervisory Board concerning agenda items 6 and 8;
- the statements pursuant to Section 87 para. 2 of the Stock Corporation Act concerning agenda item 8;
- the report of the Executive Board concerning agenda item 9.

The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy and all further publications of the Company in connection with this General

Meeting will be freely available on the Company's website (which is recorded with the commercial register) [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organisation* › *General Meeting* › *AGM 2014* from today or at the latest from April 23, 2014.

In addition, the individual and consolidated financial statements, each including annex, will be published in the "Amtsblatt zur Wiener Zeitung" [official gazette section of the Wiener Zeitung] on May 16, 2014.

### **Attendance of shareholders at the General Meeting**

Entitlement to attend the General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting is conditional on shareholdings on the record date, i.e. **12 pm – midnight – CEST (Local Time Vienna), May 4, 2014 (Sunday)**.

Only shareholders who provide evidence of their shareholdings on the record date are entitled to attend the General Meeting.

Evidence of shareholdings on the specified date must be furnished by way of a confirmation issued by the bank where the shareholder has deposited his/her shares (deposit confirmation) if the bank is domiciled in a member state of the EEA or in a full member state of the OECD. Shareholders who have deposited their shares with a bank which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuing bank: Name (company) and address;
2. Shareholder details: Name (company) and address, date of birth in the case of natural persons, corporate register and register number in the case of legal persons;
3. Deposit number or other relevant description;
4. Details of the shares: Number of shares and their designation or ISIN;
5. Express declaration that the confirmation relates to the deposit holding as at 12 pm – midnight – CEST (Local Time Vienna), May 4, 2014.

### **Shares declared void**

Shareholders whose shares were declared void on March 21, 2011 (please refer to the publication in the "Amtsblatt zur Wiener Zeitung" [official gazette section of the Wiener Zeitung] on March 22, 2011 and on the Company's website at [www.omv.com](http://www.omv.com) › *Investor Relations* › *OMV Share* › *Request to deposit share certificates*), can only exercise their voting rights and other shareholders' rights in the General Meeting, if they have in time before the record date (May 4, 2014) filed their (void) share certificates with UniCredit Bank Austria AG and have received a credit note on their deposit.

Deposit confirmations must be received by the Company by **12 pm – midnight – CEST (Local Time Vienna) May 9, 2014**, by one of the following means only:

- Via mail, courier or personally:  
OMV Aktiengesellschaft, c/o Mag. Patrick Schinnerl, Trabrennstraße 6-8, 1020 Vienna
- as an un-editable document (PDF) in electronic form to  
[anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at)
- by fax to +43 (0) 1 8900 500 56
- via SWIFT: GIBAAWGGMS - Message Type MT598; please ensure that ISIN AT0000743059 is indicated in the wording.

Transmission of the deposit confirmation to the Company shall also constitute the shareholder's registration for attendance at the General Meeting. Where possible, banks are requested to send deposit confirmations collectively (in list form).

Shareholders are not blocked by registering their attendance at the General Meeting or by sending deposit confirmations; shareholders may continue to freely dispose of their shares after registration or transmission of a deposit confirmation.

### **Representation of shareholders at the General Meeting**

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented.

Each proxy must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder. However, the Company itself, or a member of the Executive or Supervisory Board, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

A shareholder may grant a proxy to the bank where he/she has deposited his/her shares subject to the agreement with that bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the Company with a declaration by one of the permitted means (see above) that it has been granted a proxy; the proxy itself need not be sent to the Company in this case.

A proxy may be revoked by the shareholder. The revocation becomes effective upon receipt by the Company.

Declarations concerning the granting and revoking of proxies may be sent to the Company in text form, not later than **4 pm CEST (Local Time Vienna), May 13, 2014**, by one of the following means only:

- Via mail, courier or personally:  
OMV Aktiengesellschaft, c/o Mag. Patrick Schinnerl, Trabrennstraße 6-8, 1020 Vienna
- as an un-editable document (PDF) in electronic form to  
[anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at)
- by fax to +43 (0) 1 8900 500 56
- via SWIFT: GIBAATWGGMS - Message Type MT598; please ensure that ISIN AT0000743059 is indicated in the wording.

On the day of the General Meeting, the submission is only permitted personally by presenting it at the registration to the General Meeting at the meeting place.

As a service, we provide our shareholders with the option of having their voting right exercised by an independent proxy appointed by the Company – the Interessenverband für Anleger [Association for Investors] (IVA), Feldmühlgasse 22, 1130 Vienna, [e.ender@iva.or.at](mailto:e.ender@iva.or.at), tel. +43 1 87 63 343 / 30. Michael Knap ([michael.knap@iva.or.at](mailto:michael.knap@iva.or.at), tel. +43 664-213 87 40) will represent shareholders at this General Meeting on behalf of the Association for Investors. OMV Aktiengesellschaft bears the costs for the proxy. All other costs have to be borne by the shareholder, especially their own banking fees for the deposit confirmation or the postal charges.

The shareholder must request a deposit confirmation from the bank where his/her shares are deposited. Michael Knap must be granted a written authorization to act as a proxy on this deposit confirmation (or on a separate sheet). The deposit confirmation and written authorization must be sent by the shareholder to Mr. Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna. As the deposit confirmation and original proxy must be received by the IVA in time before the General Meeting, we would request that shareholders bear postal delivery durations in mind. The shareholder must provide Mr. Knap with instructions as to how he (or a sub-proxy authorized by Mr. Knap) should exercise the voting right.

Michael Knap exercises the voting right exclusively on the basis of the instructions given by the shareholder and without express instructions the proxy is invalid. Should separate votes be taken on each agenda item, an instruction provided in connection therewith shall apply to each sub-item. Please note that Mr. Knap does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Resolutions to be put to the vote are posted on the Company's website at [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2014* as soon as they come to the knowledge of the Company.

An e-mail address has been set up for the General Meeting to give shareholders the possibility of giving or amending instructions at short notice during the General Meeting. This e-mail address is: [omv@hauptversammlung.at](mailto:omv@hauptversammlung.at).

We recommend that shareholders use the form available on the internet at [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2014* to grant or revoke proxies.

### **Shareholders' rights in connection with the General Meeting**

Shareholders whose holdings represent a combined total of at least 5% of the capital stock for at least three months may require in writing the inclusion and announcement of additional General Meeting agenda items by **April 23, 2014**. A draft resolution and justification thereof must be submitted for each agenda item.

Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit draft resolutions in text form for each agenda item, to be accompanied by a justification, by **May 5, 2014**, and require the resolutions to be posted on the Company's website with the names of the relevant shareholders and the justification. For elections to the Supervisory Board (agenda item 8) the following must be noted: In case of a proposal for the election of a member of the Supervisory Board, the statement pursuant to Section 87 para. 2 Stock Corporation Act of a nominated person replaces the justification. Regarding the election of members of the Supervisory Board, the General Meeting shall take into consideration the criteria of Section 87 para. 2a Stock Corporation Act; in particular the professional and personal qualifications of the members of the Supervisory Board, a balanced composition of expertise of the Supervisory Board, aspects of diversity and internationality as well as the professional reliability.

Each shareholder has the right to propose motions at the General Meeting for each agenda item. Prerequisite therefor is the evidence of the entitlement to attend the General Meeting. For a shareholder to propose the election of a member to the Supervisory Board, the submission of a draft resolution in text form pursuant to Section 110 Stock Corporation Act, to be accompanied by statement pursuant to Section 87 para. 2 Stock Corporation Act, (see above) is mandatory.

Further information regarding these rights, and in particular how to submit resolutions to the Company and evidence of the respective shareholdings required is now available on the internet at [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2014*.

Every shareholder has the right to request information regarding Company matters at the General Meeting, provided that such information is necessary for the proper assessment of an agenda item. The duty to provide information extends to legal and business relationships between the Company and Group companies, and to the condition of the Group and its consolidated subsidiaries. Such information must comply with the principles of diligent and truthful accountability. Information may be denied if, according to reasonable commercial judgment, it could cause significant harm to the Company or a Group company, or if the provision of information would be unlawful.

## **Total number of shares and voting rights**

At the time of convocation of the General Meeting, the Company's share capital is divided into 327,272,727 no par shares. Each share confers one vote. Shares owned by the Company do not confer any voting rights. Currently 326,257,625 voting rights can be exercised.

A dividend resolved on by the General Meeting becomes due 30 days after the General Meeting's resolution pursuant to Section 27 para 6 of the Articles of Association of OMV Aktiengesellschaft, unless resolved otherwise. A relevant dividend announcement will be made on May 16, 2014. Shareholders may exercise their dividend rights through their deposit bank. The bank will credit the dividend to the relevant account via the points of payment.

## **Admission to the General Meeting**

Shareholders or their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the General Meeting. Please bear in mind the large expected attendance and the usual safety procedures when planning your arrival time. Admission to obtain ballot forms commences at 12:30 pm CEST (Local Time Vienna).

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, much as we value such interest, and that attendance by guests is limited and in any case only possible after prior registration by telephone (Tel. +43 1 40 440 28721).

Vienna, April 2014

The Executive Board