

## Annual General Meeting of OMV Aktiengesellschaft on May 13, 2009 - Motions

Item 2: Payment of a dividend of Euro 1.00 per share and carrying forward Euro 75,402,437 to new account. Deviation from the Articles of Association: payment of dividends may be due on May 19, 2009.

Item 3: The Annual General Meeting may authorize the Executive Board to acquire

- a) no-par value bearer shares pursuant to Art. 65 (1) No. 8 of the Austrian Stock Corporation Act (AktG) up to the maximum permitted amount,
- b) for a period of 30 months from the date of adoption of the resolution by the General Meeting,
- c) for a minimum consideration per share that may not be below 30% of the average un-weighted closing price over the preceding ten trading days and a maximum consideration per share that may not exceed the average un-weighted closing price over the preceding ten trading days by more than 30%,
- d) for the purposes set out below.

The Executive Board shall choose whether to acquire the shares via the stock exchange or through a public offer or other legally permissible and expedient manner.

The Annual General Meeting may further authorize the Executive Board to

- A. use treasury shares for stock options of employees, senior executives and members of the Executive Board/management of the company or affiliated companies;
- B. cancel treasury shares;
- C. use treasury shares for convertible bonds, if issued;
- D. use treasury shares in exchange for shares in other companies;
- E. use treasury shares to any legally permitted purpose, whatsoever;
- F. sell treasury shares pursuant to Art. 65 para. 1b of the Austrian Stock Corporation Act (AktG) at any time via the stock exchange or a public offer.

The authorization replaces the authorization to buyback and sell treasury shares resolved under Agenda Item 3 at the last General Meeting held on May 14, 2008. The authorization to use treasury shares does not refer solely to shares to be newly acquired in accordance with this Agenda item but also to treasury shares currently owned (as of March 12, 2009: 1,237,875 no-par value bearer shares, representing 0.41% of the share capital).

Item 4: The Annual General Meeting may resolve:

The Executive Board shall be authorized, with the consent of the Supervisory Board, to issue bearer convertible bonds in one or several tranches up until May 13, 2014 up to an aggregate nominal amount of EUR 3,000,000.000 and to grant holders of convertible bonds conversion rights for up to 77,900,000

common shares of the company issued in bearer form in accordance with the following terms and conditions:

1. Determination of the terms and features of the issue pursuant to company law as well as the securities terms of the convertible bonds such as the interest rate, issue price, term and denomination, dilution protection provisions, conversion period, conversion rights and obligations, exchange ratios and exchange price. The Executive Board must ensure that the issuance of the convertible bonds does not lead to any dilution of the rights of existing shareholders. The price for the convertible bonds is to be determined using accepted finance mathematical methods in an accepted pricing procedure.
2. The company can choose to convert convertible bonds into existing shares of the company rather than new shares out of conditional capital or a combination of both. The convertible bond terms can provide for the right of the company not to grant shares when the bonds are converted but to pay an appropriate amount in cash based on the price of shares of the company.
3. The convertible bonds can also be issued by a direct or indirect wholly-owned subsidiary of OMV Aktiengesellschaft; in this event, the Executive Board shall be authorized, with the consent of the Supervisory Board, to assume a guarantee for the company for the convertible bonds and to grant the holders of the convertible bonds conversion rights to bearer shares in OMV Aktiengesellschaft.
4. The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription rights of shareholders to the convertible bonds.

The following conditional capital shall be created to secure the conversion rights under the convertible bonds:

The share capital shall be conditionally increased by up to EUR 77,900,000 through the issue of up to 77,900,000 new bearer common shares with a pro rata share in the share capital of EUR 1 each. According to the terms of the convertible bonds, which shall be issued up to May 13, 2014 on the basis of the authorization of the company resolved by the General Meeting of May 13, 2009, the conditional capital increase is intended to service the convertible bonds with shares in the event of conversion. The issue price and exchange ratio are to be calculated using accepted finance mathematical methods and taking account of the share price of OMV Aktiengesellschaft as part of accepted pricing practice (principles for calculating the issue price); the issue price may not lie below the equivalent proportionate amount of the share capital. The conditional capital increase is only to be carried out in the event of the issue of the convertible bonds and only to the extent that use is made of the conversion right according to the convertible bonds and the conditional capital is required. The new shares issued participate in the profit in the same way as shares traded on the stock exchange at the time of issue.

The Executive Board shall be authorized to set forth further details concerning the execution of the conditional increase of capital upon approval of the Supervisory Board.

The total number of new shares currently or potentially to be issued under the terms of the convertible bonds and the number of shares issued from the

authorized capital may not exceed 77,900,000 (amount-related determination of authorizations).

The Supervisory Board shall be authorized to amend the wording in paragraph 3 of the articles of association according to the respective issue of new shares as well as all other associated changes to the articles of association which only relate to the wording. The same applies accordingly in the event of non-utilization of the authorization to issue convertible bonds upon expiry of the authorization period as well as non-utilization of conditional capital upon expiry of the deadlines under the terms of the convertible bonds.

The Annual General Meeting shall further resolve:

The authorization to increase the share capital by up to EUR 36,350,000 (resolution adopted by the General Meeting on May 24, 2007) shall be revoked.

The Executive Board shall be authorized with the consent of the Supervisory Board to increase the share capital of the company in several tranches if required by up to EUR 77,900,000 through the issue of up to 77,900,000 new common bearer shares against cash contributions or contributions in kind, including with exclusion of subscription rights in the event of contributions in kind and to determine the issue price and issue terms in agreement with the Supervisory Board (authorized capital); the Supervisory Board is authorized to resolve changes in the articles of association arising from the issue of shares from the authorized capital.

Finally, the Annual General Meeting may resolve the amendments of the Articles of Association to that effect in Article 3 Section 5 (highlighted):

Article 3 Section (5) lit. a), b) and c) shall read as follows:

- a) The Executive Board has been authorized by resolution adopted at the General Meeting held on May 13, 2009 to increase, subject to the consent of the Supervisory Board, the share capital of the company by May 13, 2014, in one or several tranches, up to an aggregate amount not exceeding EUR 77,900,000 by issuing up to 77,900,000 new no-par value common voting shares issued in bearer form against cash or contributions in kind, also excluding shareholders' rights of subscription in the event of contributions in kind and, subject to the consent of the Supervisory Board, to set the issue price and conditions of issuance (authorized capital). The Supervisory Board has been authorized to adopt amendments to the articles of association which result from the issuance of shares according to the authorized capital.
- b) The share capital has been conditionally increased in accordance with Article 159 Section 2 lit. 1 of the Austrian Stock Corporation Act by up to EUR 77,900,000 by the issue of up to 77,900,000 no-par value common shares in bearer form (conditional capital). The conditional increase of capital will only be carried out to the extent that holders of the convertible bonds issued on the basis of the General Meeting resolution of May 13, 2009 exercise their right to convert them into shares of the company. The issue price and the exchange ratio are to be calculated by using accepted finance mathematical methods and by consideration of the OMV share price within an accepted pricing

practice (basics of the calculation of the issue price); the issue price may not lie below the proportionate amount of the share capital. The new shares issued shall be entitled to receive dividends corresponding to that of shares traded on the stock exchange at the time of issue. The Executive Board is authorized to set forth further details concerning the execution of the conditional increase of capital upon approval of the Supervisory Board.

- c) The total number of new shares currently or potentially to be issued under the terms of the convertible bonds and the number of shares to be issued from the authorized capital may not exceed 77,900,000 (amount-related determination of authorizations in accordance with lit. a and b), whereby the conversion right of the holders of the convertible bonds must be granted in every case."

Item 5: The Annual General Meeting may resolve the following amendments of the Articles of Association:

- Article 4 Section 2 delete the last sentence,
- Article 9 Section 1 delete the last sentence,
- Article 13 Section 9 shall be supplemented by: "Hereunder also qualify amendments of the wording due to amendments enacted by law."
- To be supplemented: "Article 26: Permitted Languages
  - (1) Legally effective notices from shareholders or third parties acting on their behalf (e. g. banks) are to be addressed to the company in German or English. This applies in particular for deposit confirmations.
  - (2) The General Meeting shall be conducted in German."

Item 6: For the business year 2009 Deloitte Audit Wirtschaftsprüfungs GmbH may be appointed as chartered accountant for the Financial Statements and the Consolidated Financial Statements.

Item 7: The discharge of the members of the Executive Board for the business year 2008 may be given.

The discharge of the members of the Supervisory Board for the business year 2008 may be given.

Item 8: Remuneration for the members of the Supervisory Board for the business year 2008 as for the previous year, namely

Euro 29,200 for the Chairman of the Supervisory Board  
each Euro 21,900 for the Deputy-Chairman of the Supervisory Board  
each Euro 14,600 for the other members of the Supervisory Board

as well as

Euro 12,000 for the Chairman of a Committee  
each Euro 10,000 for the Deputy-Chairman of a Committee  
each Euro 8,000 for the other members of a Committee

The remunerations should be paid at the same time as the dividends.

Determination of the meeting fee in the (unchanged) amount of Euro 365.

Item 9: Due to the expiration of the terms of the members of the Supervisory Board by the close of this Annual General Meeting the Annual General Meeting may elect the following people as members of the Supervisory Board due to Article 87 (2) of the Austrian Stock Corporation Act for the longest time permitted, i.e. until the close of the General Meeting which votes on discharge from liability for the fourth fiscal year after the election, not counting the fiscal year in which the election is held – thus until the close of the General Meeting which votes for the fiscal year 2013:

- Mr. Mohamed AL KHAJA,
- Mrs. Alyazia AL KUWAITI,
- Mrs. Elif BILGI-ZAPPAROLI,
- Mr. DI Dr. Helmut DRAXLER,
- Mr. Dr. Wolfram LITTICH,
- Mr. Dr. Peter MICHAELIS,
- Mr. Dkfm. Dr. Herbert STEPIC,
- Mr. Dkfm. Dr. Herbert WERNER,
- Mr. DI Rainer WIELTSCH,
- Mr. Mag. Norbert ZIMMERMANN.