

OMV Aktiengesellschaft

Corporate register number: 93363z

ISIN: AT0000743059

Additional Information regarding the rights of shareholders for the Annual General Meeting to be held on May 14, 2019

Requests for items to be put on the agenda pursuant to Section 109 Stock Corporation Act

Shareholders whose individual or combined holdings represent a total of at least 5% of the capital stock and who have held these shares for at least three months may submit a written request (individually signed by each applicant or duly signed by its authorized signatory/ies or with a qualified electronic signature) to OMV Aktiengesellschaft, for the attention of Ms. Miriam Steinhart, Trabrennstraße 6–8, 1020 Vienna, Austria, by **April 23, 2019** (date of receipt), asking for additional items to be placed on the agenda for the Annual General Meeting and to be announced. A proposal for resolution and justification must be submitted for each additional agenda item.

The request must be accompanied by a deposit confirmation evidencing that shares were held by the applicants for at least three continuous months at the time the request is made. The deposit confirmation may not be older than seven days at the time of receipt by the Company. In the case of several shareholders who only jointly hold the required 5% of the capital stock, the deposit confirmations must relate to the same point in time (day, time). Apart from that, the same rules as those contained in the convocation of the Annual General Meeting (see also below) apply to the issuance, content and transmission of deposit confirmations.

In case the request and one or more deposit confirmations are submitted to the Company separately, all documents must be received by the Company by **April 23, 2019**.

Resolution proposals submitted by shareholders pursuant to Section 110 Stock Corporation Act

Shareholders whose individual or combined holdings represent a total of at least 1% of the capital stock may submit in text form resolution proposals for each agenda item, which is to be accompanied by a justification, by **May 3, 2019**, and ask the resolution proposals, the justification and a possible statement by the Executive Board or the Supervisory Board to be posted on the Company's website with the names of the relevant shareholders.

For elections to the Supervisory Board the following must be noted: for the proposal of 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. Such statements also have to be received by the Company by **May 3, 2019** and have to be published by the Company on its website (as registered with the corporate register) by **May 7, 2019**; otherwise, the nominated person cannot be included in the election. With regard to 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.

With regard to proposals for the election of Supervisory Board members it is further disclosed that Section 86 Para 7 Stock Corporation Act applies to the Company. In accordance with Section 86 Para 9 Stock Corporation Act, an objection against the joint fulfillment was raised by the majority of the capital representatives more than six weeks before the Annual General Meeting. Therefore, the minimum quota of 30 % has to be fulfilled separately by the capital and employee representatives in the Supervisory Board. At present, the Supervisory Board is composed of fifteen members (ten capital representatives and five employee representatives). Based on an unchanged number of Supervisory Board members, at least three seats of the capital representatives and two seats of the employee representatives are each required to be filled with such number of men and women in order to fulfill the minimum quota.

Resolution proposals may be addressed to OMV Aktiengesellschaft, for the attention of Ms. Miriam Steinhart, Trabrennstraße 6–8, 1020 Vienna, Austria, e-mail: miriam.steinhart@omv.com, fax: +43 1 40440 622268, and must be received by **May 3, 2019**. Admissible resolution proposals will be posted on the Company's website at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019* within two business days of receipt. A resolution proposal published on

the Company's website is only taken to vote at the General Meeting if it is repeated as a motion at the General Meeting.

Requests must be accompanied by deposit confirmations evidencing the applicants' shareholdings at the time of issuance, and deposit confirmations may not be older than seven days at the time of receipt by the Company. In the case of several shareholders who only jointly hold the required 1 % of the Company's capital stock, the deposit confirmations for all shareholders must relate to the same point in time (day, time). Apart from that, the same rules as those contained in the convocation of the Annual General Meeting (see also below) apply to the issuance, content and transmission of deposit confirmations.

In case the request and one or more deposit confirmations are submitted to the Company separately, all documents must be received by the Company by **May 3, 2019**.

Right to propose motions pursuant to Section 119 Stock Corporation Act

Each shareholder has the right to propose motions at the General Meeting for each agenda item. Prerequisite thereof is evidence of entitlement to attend the General Meeting: a deposit confirmation as described in the convocation to the General Meeting must be presented (see also below). For a shareholder's motion proposing the election of a member to the Supervisory Board, the timely submission of an election proposal in text form pursuant to Section 110 Stock Corporation Act, to be accompanied by a statement pursuant to Section 87 Para 2 Stock Corporation Act (see above) is mandatory. Otherwise, the shareholder's motion for the election of a member to the Supervisory Board may not be considered in the voting process.

Information right pursuant to Section 118 Stock Corporation Act

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 companies. Such information provided 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, or if it has been published on the Company's website, as registered with the corporate register, in the form of question and answer through at least seven days prior to the beginning of the General Meeting.

Deposit confirmations pursuant to Section 10a Stock Corporation Act

Deposit confirmations must be issued by the credit institution where the shareholder has deposited his/her shares provided that the credit institution 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 credit institution which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English and contain the following information:

1. Details of the issuing credit institution: Name (company) and address or a standard code used in communications between credit institutions;
2. Shareholder details: Name (company) and address, date of birth in case of natural persons, corporate register and register number in case of legal persons;
3. Deposit number or other relevant description of the deposit;
4. Details of the shares: Number of shares and their designation or ISIN;
5. Date or period of time the confirmation relates to.

If the deposit confirmation shall serve as evidence for the current status as shareholder, it shall not be older than seven days at the time it is presented to the Company.

Deposit confirmations must be received by the Company by one of the following means:

- by mail, courier or personal delivery:
OMV Aktiengesellschaft, c/o Ms. Miriam Steinhart, Trabrennstraße 6-8, 1020 Vienna, Austria;
- by e-mail: anmeldung.omv@hauptversammlung.at, with the deposit confirmation attached to the e-mail in text form, e.g. as PDF or TIF;
- by fax: +43 1 8900 500 56;

- by SWIFT: GIBAATWGGMS - Message Type MT598 or MT599; please ensure that ISIN AT0000743059 is indicated in the wording.