

## **OMV Aktiengesellschaft**

Corporate register number: 93363z

ISIN: AT0000743059

### **Information on the organizational and technical requirements for participation in the virtual General Meeting in accordance with Section 3 para 3 in conjunction with Section 2 para 4 Corporate COVID-19 Regulation**

**regarding the**

**Annual General Meeting on Tuesday, September 29, 2020, at 2 p.m.**

The General Meeting of OMV Aktiengesellschaft was convened for Tuesday, September 29, 2020, at 2 p.m. as published in the Official Gazette of the *Wiener Zeitung* dated August 25, 2020, via euro adhoc and on the Company's website registered with the Commercial Register.

#### **Holding as a virtual General Meeting**

In light of the global COVID-19 pandemic, the Executive Board has decided, in order to protect our shareholders and other participants, to hold this year's General Meeting without physical presence of the shareholders. In view of the current circumstances and after careful consideration by the Executive Board, holding the General Meeting in virtual form is necessary for the welfare and in the best interests of both the Company and its shareholders.

The Annual General Meeting on September 29, 2020, will therefore be held as a "virtual General Meeting" within the meaning of the Corporate COVID-19 Act ("**COVID-19-GesG**", Federal Law Gazette I 16/2020), as amended, and the Regulation of the Austrian Federal Minister of Justice based thereon ("**Corporate COVID-19 Regulation**" or "**COVID-19-GesV**", Federal Law Gazette II 140/2020), as amended.

As a result, shareholders are not allowed to physically participate in this year's General Meeting and therefore cannot be admitted to the venue. The General Meeting is held exclusively in the presence of the Chairman of the Supervisory Board and/or a Deputy Chairman of the Supervisory Board, the members of the Executive Board, the notary, the auditor's representative, the candidates for election to the Supervisory Board and the four special proxy holders proposed by the Company. In addition, employees of the Company and service providers commissioned by the Company, who are necessary for the organization, handling and execution of the General Meeting, will be on site.

The Chairman of the General Meeting will structure the course of the General Meeting in terms of time, as is the case with a conventional General Meeting, and will, in particular, give notice of a specific appropriate time by which questions may be asked and instructions to the special proxy holders regarding the submission of motions and the casting of votes can be made.

#### **Transmission of the General Meeting on the Internet**

The entire General Meeting will be publicly transmitted in real time on the internet to allow all shareholders to participate on September 29, 2020, from approx. 2 p.m., under a link provided at [www.omv.com](http://www.omv.com) › *About Us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*. No registration or login is required to follow the General Meeting on the Internet.

The real-time transmission on the internet gives our shareholders the opportunity to participate in the meeting from any location via a one-way acoustic and optical connection in real time, to follow the entire course of the General Meeting (including the report of the Executive Board, the general debate and the answering of shareholders' questions as well as the adoption of resolutions) and to react to developments in the General Meeting. The live-transmission of the General Meeting on the internet is not a two-way connection and does not allow remote participation within the meaning of Section 102

para 3 no 2 Austrian Stock Corporation Act (*Aktiengesetz*, “**AktG**”) or remote voting within the meaning of Section 102 para 3 no 3 AktG in conjunction with Section 126 AktG.

From a technical point of view, the participants need the following in order to participate in / follow the virtual General Meeting:

- an adequately powerful internet access, respectively a powerful internet connection and
- an internet-capable device which has an HTML5-enabled internet browser with activated Javascript and which is capable of displaying the transmission in sound and video (e.g. PC with monitor and speakers, notebook, tablet, smartphone, etc.).

To enable shareholders to test the functionality of their technical equipment in advance of the General Meeting, two test links will be available from publication of the General Meeting’s Convocation onwards, which will be accessible at [www.omv.com](http://www.omv.com) › *About Us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*.

The Company is responsible solely for the use of technical means of communication insofar as these are within its sphere of responsibility.

### **Exercise of right to vote as well as the right to propose and object to resolutions exclusively through a special proxy holder**

In accordance with Section 3 para 4 COVID-19-GesV, the casting of votes as well as, if applicable, the filing of motions for resolutions and/or the raising of an objection in the General Meeting may be carried out exclusively by one of the special proxy holders listed below:

- Mr. Ewald Oberhammer, Attorney at Law  
c/o Oberhammer Rechtsanwälte GmbH  
1010 Vienna, Karlsplatz 3/1  
[oberhammer.omv@hauptversammlung.at](mailto:oberhammer.omv@hauptversammlung.at)
- Mr. Florian Beckermann  
c/o Interessenverband für Anleger, IVA  
1130 Vienna, Feldmühlgasse 22  
[beckermann.omv@hauptversammlung.at](mailto:beckermann.omv@hauptversammlung.at)
- Mr. Christoph Moser, Attorney at Law  
c/o Weber Rechtsanwälte GmbH & Co KG  
1010 Vienna, Rathausplatz 4  
[moser.omv@hauptversammlung.at](mailto:moser.omv@hauptversammlung.at)
- Mr. Christoph Nauer, Attorney at Law  
c/o bpv Hügel Rechtsanwälte GmbH  
1220 Vienna, ARES-Tower, Donau-City-Strasse 11  
[nauer.omv@hauptversammlung.at](mailto:nauer.omv@hauptversammlung.at)

The Company bears the costs of these special proxy holders. All other costs, in particular the shareholder’s own bank charges for the deposit confirmation or mailing expenses shall be borne by the shareholder.

Please find further information on the granting of power of attorney to one of the special proxy holders in the Convocation.

### **Instructions to the special proxy holders**

The special proxy holders will only exercise the voting right, the right to submit motions for resolutions and the right to raise objections upon explicit instruction from the shareholder. If there are no instructions regarding a resolution proposal, the special proxy holder will abstain from voting. The special proxy holder will also abstain from voting on motions for resolutions if instructions are unclear. If an individual vote is to be held on an agenda item, instructions issued for this purpose shall apply accordingly to each individual vote.

Instructions and other requests to the respective special proxy holder may be submitted by the shareholders either together with the power of attorney or at a later point in time. If instructions on the exercise of voting rights and the right to propose motions are issued to the special proxy holder during the General Meeting, shareholders must observe the time limits set by the Chairman. Until the points in time specified by the Chairman, shareholders have the opportunity to change instructions already given or to issue new instructions.

Shareholders are requested to give their elected special proxy holder their instructions in the respective section of the form for the granting of the power of attorney, which will be made available at the latest from September 8, 2020, onwards at [www.omv.com](http://www.omv.com) › *About Us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*. This applies both to instructions issued together with the special proxy's authorization and to instructions issued separately. The completed form must be sent by e-mail to the e-mail address listed above for the respective special proxy holder.

Since it is not possible to guarantee that the special proxy holders can be reached by telephone during the General Meeting due to the possibility of many simultaneous contact attempts, communication with the respective special proxy holder must take place exclusively via the abovementioned special proxy holder's e-mail address. Each e-mail sent to the respective special proxy holder must contain

- details of the shareholder (name and date of birth for persons and company name and registration number for legal entities) and
- the shareholder's deposit number.

In addition, at the end of the declaration the shareholder must be made recognizable either by reproducing a signature or by stating the name/company name of the shareholder (Section 13 para 2 AktG).

Please note that it may be necessary to interrupt the General Meeting for a short time in order to safely and properly process the shareholders' instructions received during the General Meeting.

### **Shareholders' right to information and speech contributions**

Every shareholder is to be provided with information on the company's affairs at the General Meeting upon request, insofar as this is necessary for the proper assessment of an item on the agenda.

The shareholders themselves are entitled to exercise the right to information and the right to speak also during the virtual General Meeting. These rights may only be exercised by way of electronic communication by sending an e-mail to [fragen.omv@hauptversammlung.at](mailto:fragen.omv@hauptversammlung.at).

The shareholders are kindly asked to exclusively use the question form, which will be made available at the latest from September 8, 2020, onwards at [www.omv.com](http://www.omv.com) › *About Us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*, for the submission of their questions (both before and during the virtual General Meeting). The completed and signed question form must be attached to the e-mail sent to the Company.

In case shareholders submit questions or speech contributions without using the question form provided on the Company's website, their e-mail must contain:

- details of the shareholder (name and date of birth for persons and company name and registration number for legal entities) and
- the shareholder's deposit number.

In addition, the end of the declaration must be made recognizable either by reproducing a signature or by stating the name/company name (Section 13 para 2 AktG).

In case any doubt as to the shareholder's identity arises during the course of the General Meeting, the Company reserves the right to verify the shareholder's identity in an appropriate manner.

If the right to information or to speak is exercised by an authorized representative, evidence of such authorization must also be provided in text form. It is expressly pointed out that the **special proxy holders do not accept any instructions to ask questions or to read out speech contributions**.

With regard to the transmission of questions and speech contributions during the General Meeting, shareholders should note that the Chairman may set reasonable time frames and reasonable time limits for such transmissions.

In order to allow for an orderly conduct of the General Meeting, the shareholders are kindly asked to submit their questions in text form in advance of the General Meeting via e-mail to [\*\*fragen.omv@hauptversammlung.at\*\*](mailto:fragen.omv@hauptversammlung.at) in good time so that they reach the Company, if possible, by September 25, 2020, at the latest. This will enable precise preparation and thus swift answers to these questions at the General Meeting.

In the General Meeting, the questions received by the Company in accordance with the above will be read out by the Chairman of the General Meeting or a person designated by him/her and answered in accordance with Section 118 AktG.

#### **Test link and hotline**

To enable shareholders to test the functionality of their technical equipment in advance of the General Meeting, two test links will be made available from the publication of the General Meeting's Convocation onwards, which will be accessible at [www.omv.com](http://www.omv.com) › *About Us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*.

For technical and organizational support prior to the General Meeting, shareholders can send their questions to [\*\*technikhotline.omv@hauptversammlung.at\*\*](mailto:technikhotline.omv@hauptversammlung.at). For technical and organizational support on the day of the General Meeting, a hotline is also available to our shareholders at +43 (0) 664 3498684 from 9 a.m. CEST (Vienna local time).

In addition, further information on shareholders' rights is provided in the Convocation of the General Meeting and at [www.omv.com](http://www.omv.com) › *About Us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*, in particular regarding the requirement to submit a deposit confirmation in due time.

Vienna, August 2020

**The Executive Board**