

# OMV Aktiengesellschaft Vienna

Corporate register number: 93363z  
ISIN: AT0000743059

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## Convocation of the Annual General Meeting

of OMV Aktiengesellschaft on Tuesday, September 29, 2020 at 2:00 pm CEST (local time Vienna) at Congress Center Messe Wien, Reed Messe Wien GmbH, Messeplatz 1, 1020 Vienna, Austria (U2-station Messe-Prater).

### Holding as a virtual General Meeting without physical presence of the shareholders

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 Annual General Meeting without physical presence of the shareholders. In view of the current circumstances and after careful consideration by the Executive Board, holding the Annual 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 (*Gesellschaftsrechtliches COVID-19-Gesetz*, Federal Law Gazette I 16/2020; "**COVID-19-GesG**"), as amended, and the Regulation of the Federal Minister of Justice based thereon (*Gesellschaftsrechtliche COVID-19-Verordnung*, Federal Law Gazette II 140/2020; "**Corporate COVID-19 Regulation**" or "**COVID-19-GesV**"), as amended.

Holding the General Meeting as a virtual General Meeting in accordance with the COVID-19-GesV leads to modifications in the meeting's usual procedure and in the execution of shareholders' rights. In particular, this means that shareholders will not be able to participate physically in the meeting, but will have the opportunity to follow the General Meeting visually and acoustically in real time via the internet.

In accordance with Section 3 para 4 COVID-19-GesV, the only way to cast votes as well as to exercise the right to submit motions and the right to raise objections is to grant power of attorney and give instructions to one of the special proxy holders proposed by the Company.

The shareholders' information right can be exercised by each shareholder himself/herself during the virtual General Meeting. Questions are to be sent exclusively by electronic communication in text form to the following e-mail address: [fragen.omv@hauptversammlung.at](mailto:fragen.omv@hauptversammlung.at)

The entire General Meeting will be publicly transmitted in real time on the internet in accordance with Section 3 para 4 COVID-19-GesV in conjunction with Section 102 para 4 Austrian Stock Corporation Act (*Aktiengesetz*, "**AktG**"). This is permissible pursuant to data protection law with regard to the legal basis of Section 3 para 4 COVID-19-GesV and Section 102 para 4 AktG.

Our shareholders will be able to follow the General Meeting in real time on **September 29, 2020 from approx. 2 p.m. onwards** on the internet under a link provided at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*, using appropriate technical means. No registration or login is required to follow the General Meeting on the internet.

The transmission of the General Meeting in real time 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. However, 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 AktG or remote voting within the meaning of Section 102 para 3 no 3 AktG in conjunction with Section 126 AktG.

In addition, please note that the Company is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere.

Furthermore, reference is made to the “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” which is made available by September 8, 2020, at the latest, at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*. This year, we kindly ask our shareholders to pay special attention to this information and to the participation requirements and conditions described therein.

## **Agenda**

1. Submission of the adopted Financial Statements 2019 including the Directors' Report, the (consolidated) Corporate Governance-Report, the (consolidated) Payments to Governments Report, the consolidated Non-financial Report, the Group Financial Statements 2019 including the Group Directors' Report, the proposal of the appropriation of the balance sheet profit as well as the Supervisory Board Report for the financial year 2019.
2. Resolution on the appropriation of the balance sheet profit reported in the Financial Statements 2019.
3. Resolution on the discharge of the members of the Executive Board for the financial year 2019.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2019.
5. Resolution on the remuneration for the members of the Supervisory Board for the financial year 2019.
6. Appointment of the auditor and Group auditor for the financial year 2020.
7. Resolution on the Remuneration Policy for the Executive Board and the Supervisory Board.
8. Resolutions on (i) the Long Term Incentive Plan and (ii) the Equity Deferral.
9. Elections to the Supervisory Board.
10. Resolution on the authorization of the Executive Board to increase the share capital according to Section 169 Austrian Stock Corporation Act with the possibility to exclude the subscription right (i) to adjust fractional amounts or (ii) to satisfy stock transfer programs, in particular long term incentive plans, equity deferrals or other participation programs and employee stock ownership plans (authorized capital) and on the 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 September 8, 2020 at the latest:

- 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;
- the documents listed in agenda item 1;
- the joint resolution proposals of the Executive Board and the Supervisory Board concerning agenda items 2, 3, 4, 5, 8 and 10;
- the resolution proposals of the Supervisory Board concerning agenda items 6, 7 and 9;
- the Remuneration Policy for the Executive Board and the Supervisory Board;
- the declarations pursuant to Section 87 para 2 AktG concerning agenda item 9;
- the report of the Executive Board pursuant to Section 170 para 2 in conjunction with Section 153 para 4 sentence 2 AktG concerning agenda item 10 as well as
- the Articles of Association with the proposed amendments.

The specified documents, the complete text of this convocation, as well as forms for granting and revoking a power of attorney to the special proxy holder pursuant to Section 3 para 4 COVID-19-GesV, a form for submitting questions as well as all further publications of the Company in connection with this General Meeting will be freely available to you on the Company's website (which is recorded with the corporate register) at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020* from September 8, 2020 at the latest.

In addition, the individual and consolidated financial statements, each including notes, will be published in the “*Amtsblatt zur Wiener Zeitung*” (official gazette section of the *Wiener Zeitung*) on October 1, 2020.

## Attendance of shareholders at the General Meeting

The entitlement to attend the virtual General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting which may be exercised in accordance with the COVID-19-GesV is conditional upon the holding of shares on the record date, i.e. **Saturday, September 19, 2020, 24:00 (midnight) CEST (local time Vienna)**.

Only those who are shareholders on the record date and provide evidence thereof to the Company are entitled to participate in the virtual General Meeting in accordance with the COVID-19-GesV.

Evidence of shareholdings on the record 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 AktG) and contain the following information:

1. Details of the issuing bank: 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. Express declaration that the confirmation relates to the deposit holding as of September 19, 2020, 24:00 (midnight) CEST (local time Vienna).

## 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) › *Investors* › *OMV Share* › *Mandatory Disclosures* › *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 (September 19, 2020, 24:00 [midnight] CEST [local time Vienna]) – filed their (void) share certificates with UniCredit Bank Austria AG and have received a credit note on their deposit.

## Transmission of deposit confirmations

Deposit confirmations must be received by the Company not later than **24:00 (midnight) CEST (local time Vienna) on September 24, 2020** by one of the following means only:

- by mail, courier or personal delivery:  
OMV Aktiengesellschaft, c/o HV-Veranstaltungsservice GmbH, 8242 St. Lorenzen/Wechsel, Köppel 60, Austria;
- by e-mail: [anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at), whereby the deposit confirmation must be 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.

A deposit confirmation used to evidence the current shareholder status must not be older than seven days upon presentation to the Company.

Where possible, banks are requested to send deposit confirmations collectively (in list form).

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

### **Representation of shareholders at the General Meeting by special proxy holders**

Each shareholder who is entitled to participate in the virtual General Meeting has the right to appoint a representative who attends the virtual General Meeting in accordance with the COVID-19-GesV on behalf of the shareholder and exercises the rights of the shareholder represented. In principle, shareholders are not restricted in terms of the number of persons they appoint to represent them and their choice of representatives.

However, in accordance with Section 3 para 4 COVID-19-GesV, the **right to submit motions for resolutions, to cast votes as well as to raise an objection** at the virtual General Meeting can **only be exercised by one of the following special proxy holders**.

Any shareholder who is entitled to participate in the virtual General Meeting and has provided evidence of this fact to the Company in accordance with the specifications in this convocation to the General Meeting is entitled to appoint one of the following special proxy holders:

- 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)

Each shareholder can freely choose between the above-mentioned persons as special proxy holder and grant this person power of attorney. 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.

We recommend that our shareholders always use the special forms for granting or revoking a power of attorney available at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020* from September 8, 2020 at the latest, to grant power of attorney to a special proxy holder or to revoke such power of attorney. The special proxy holders can be reached directly at the contact details given above, whereby if specific instructions are to be given, the direct communication should be made in timely manner.

In order to verify their identity, we ask our shareholders to indicate in the respective field in the form for the granting of power of attorney the e-mail address which will also be used for submitting instructions to the special proxy holder (instructions, motions or objections) or for submitting questions and statements to the Company. In addition, the bearer data stated in the deposit confirmation should match the data on the power of attorney (otherwise, the power of attorney may not be deemed valid).

In the event another person (other than one of the special proxy holders mentioned above) is granted power of attorney, please note that it must be ensured by an effective chain of authorization (sub-power of attorney) that one of the special proxy holders is authorized to exercise the right to vote, the right to submit motions and the right to raise objections. It is not possible to authorize another person to exercise these rights in the virtual General Meeting.

A shareholder may grant power of attorney 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 under transmission of deposit confirmations) that it has been granted a power of attorney; the power of attorney itself does not have to be sent to the Company in this case. If the bank was granted power of attorney by a shareholder, the bank must also use one of the special proxy holders proposed by the Company for the submission of motions for resolutions, the casting of votes and the raising of an objection at the General Meeting.

### **Submission of the power of attorney to the Company**

Completed and signed forms for the granting and revocation of powers of attorney may only be submitted to the Company in text form, if possible until **September 28, 2020, 4:00 p.m. CEST (Vienna local time)**, by one of the following means:

- by mail, courier service or in person:  
OMV Aktiengesellschaft, c/o HV-Veranstaltungsservice GmbH, 8242 St. Lorenzen/Wechsel, Köppel 60, Austria;
- per e-mail:  
for Mr. Oberhammer: [oberhammer.omv@hauptversammlung.at](mailto:oberhammer.omv@hauptversammlung.at)  
for Mr. Moser: [moser.omv@hauptversammlung.at](mailto:moser.omv@hauptversammlung.at)  
for Mr. Beckermann: [beckermann.omv@hauptversammlung.at](mailto:beckermann.omv@hauptversammlung.at)  
for Mr. Nauer: [nauer.omv@hauptversammlung.at](mailto:nauer.omv@hauptversammlung.at)  
whereby the power of attorney must be attached to the e-mail in text form, for example as PDF or TIF;  
please submit powers of attorney issued to persons other than the abovementioned special proxy holders, in the form described, to [anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at);
- per fax: +43 1 8900 500 56;
- per SWIFT: GIBAAWGGMS – Message Type MT598 or MT599; please indicate ISIN AT0000743059 in the text.

By this way of transmission, the special proxy holder chosen by you has direct access to the power of attorney.

A power of attorney may be revoked by the shareholder. The revocation becomes effective upon receipt by the Company.

A power of attorney may not be submitted in person at the meeting site.

### **Shareholders' rights pursuant to Sections 109, 110, 118 and 119 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 require in writing the inclusion and announcement of additional General Meeting agenda items by **September 8, 2020** (receipt). A draft resolution and justification thereof must be submitted for each additional agenda item.

Shareholders whose individual or combined holdings represent a 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 **September 18, 2020**, and request the draft resolutions together with the names of the relevant shareholders and the justification to be attached as well as a possible statement of the Executive Board or the Supervisory Board to be posted on the Company's website registered in the corporate register.

For elections to the Supervisory Board (agenda item 9) 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 AktG of a nominated person replaces the justification. Such statements also have to be received by the Company by **September 18, 2020** and have to be published together with the proposals for the election of Supervisory Board members by the Company on its website (as registered with the corporate register) by **September 22, 2020**, at the latest; otherwise, the nominated person cannot be included in the election. Regarding the election of members of the Supervisory Board, the General Meeting shall take into consideration the criteria of Section 87 para 2a AktG; 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.

Regarding proposals for the election of Supervisory Board members it is further declared that the Company is subject to Section 86 para 7 AktG. In accordance with Section 86 para 9 AktG, an objection against the joint fulfillment by the majority of the capital representatives was raised more than six weeks in advance of the General Meeting. Therefore, the minimum quota of 30 % has to be fulfilled by the capital and employee representatives in the Supervisory Board separately. 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 are each required to be filled with such number of men and woman in order to fulfil the minimum quota.

Each shareholder has the right to propose motions at the General Meeting for each agenda item through his or her authorized special proxy holder. Prerequisite thereof is evidence of the entitlement of the shareholder to participate in the General Meeting and the granting of a corresponding power of attorney to a special proxy holder. For a shareholder to propose the election of a member to the Supervisory Board, the timely submission of an election proposal in text form pursuant to Section 110 AktG, to be accompanied by a statement pursuant to Section 87 para 2 AktG (see above), is mandatory.

Each 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 also 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 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 violate criminal laws or insofar as it was continuously accessible in the form of question and answer on the Company's website registered in the corporate register for at least seven days prior to the beginning of the General Meeting.

The right to information during the virtual General Meeting under Section 118 AktG can be exercised by the shareholders themselves.

Further information regarding the rights of the shareholders, in particular on how to submit motions for resolutions to the Company and how to provide evidence of the required shareholdings can be found in the document "Shareholders' rights 2020" which is available on the Company's website recorded with the corporate register at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*.

In addition, please find further information in connection with the holding of this year's Annual General Meeting as a virtual General Meeting, in particular on exercising voting rights, the right to submit motions and to raise objections as well as on the submission of questions in the document "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", which will be available by September 8, 2020, at the latest, on the Company's website recorded with the corporate register at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*.

## 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. Therefore, currently 326,974,881 voting rights can be exercised.

A dividend pursuant to the resolution 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 October 1, 2020. Shareholders may exercise their dividend rights through their deposit bank. The bank will credit the dividend to the relevant account via the paying agencies.

## No physical admission to the General Meeting

We ask our shareholders for understanding and point out that in order to protect the participants of our General Meeting, **neither shareholders nor guests can physically participate in the General Meeting.**

This is a necessary requirement to ensure both the required reduction in the number of participants in the General Meeting as well as a regulated and smooth procedure.

## Information on data protection for shareholders

For the protection of our shareholders and other participants in the General Meeting of OMV Aktiengesellschaft (FN 93363 z) Trabrennstraße 6-8, A-1020 Vienna ("**OMV AG**" or "**we**"), the Executive Board has decided to hold a virtual General Meeting based on the new legal provisions of the Corporate COVID-19 Act, Federal Law Gazette I 16/2020, as amended from time ("**COVID-19-GesG**") and the Regulation of the Austrian Federal Minister of Justice based thereon, Federal Law Gazette II 140/2020, as amended from time to time ("**COVID-19-GesV**"). The shareholders' voting, the right to submit motions and the right to object are exclusively exercised by granting power of attorney and instructions to one of the special proxies proposed by the company in accordance with the respective provisions of the COVID-19-GesV.

OMV AG processes personal data of shareholders (in particular the data pursuant to Section 10a para. 2 of the Austrian Stock Corporation Act ("**AktG**"), i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share, if applicable, number of the voting card and, if applicable, name and date of birth of the proxy as well as the shareholders' e-mail address and their signature/company signature) on the basis of the applicable data protection provisions, in particular the General Data Protection Regulation ("**GDPR**") and the Austrian Data Protection Act 2018 ("**DSG 2018**"), the applicable provisions of the AktG and the COVID-19-GesG and COVID-19-GesV, to enable shareholders to exercise their rights in the Annual General Meeting.

**OMV AG** is responsible for the data processing within the meaning of the GDPR.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the General Meeting pursuant to the AktG or is carried out to safeguard the legitimate interests of OMV AG or a third party, namely in particular the holding of a proper and legally compliant (virtual) General Meeting. The **legal basis for data processing** is Art. 6 para. 1 lit c GDPR and Art. 6 para. 1 lit f GDPR.

OMV AG uses **external service providers**, such as notaries, lawyers and service providers specialising in the organisation of the General Meeting for the purpose of organising the General Meeting. They shall receive from OMV AG only such personal data as are necessary for the performance of their service and shall process such data exclusively on the instructions of OMV AG. To the extent required by law, OMV AG has entered into **data processing agreements** with these service providers.

If a shareholder participates in the General Meeting, all special proxies present at the General Meeting, the physically present members of the Executive and Supervisory Board, the physically present notary as well as all other present persons with a right to physically attend the General Meeting may **examine**

the legally required register of participants (Section 117 AktG) and thus also the participating shareholders' personal data (place of residence, name, shareholding) specified therein. OMV AG is also legally obliged to submit personal shareholder data (in particular the register of participants) as part of the **notarial minutes of the Annual General Meeting to the Austrian Commercial Register** (Section 120 AktG).

Shareholders' data are **anonymized or deleted** as soon as they are **no longer necessary** for the purposes for which they were collected or processed and unless other legal obligations require further storage. Obligations to provide evidence and to keep records arise in particular from commercial and stock corporation law, tax and fiscal law and money laundering regulations. Where legal claims are made by shareholders against OMV AG or by OMV AG against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases.

Every shareholder has a right to **information, correction, limitation, objection and deletion** at any time with regard to the processing of personal data as well as a right to **data portability** in accordance with the provisions of the GDPR. Shareholders can assert these rights against OMV AG via the e-mail address [privacy@omv.com](mailto:privacy@omv.com) or via the following contact details:

OMV Aktiengesellschaft  
Trabrennstraße 6-8  
1020 Vienna  
Group Data Protection Officer: Manfred Spanner, Msc.

In addition, shareholders have the **right to complain** to the competent supervisory authority (in Austria: Austrian Data Protection Authority).

Further information on data protection can be found in the data protection declaration at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2020*.

Vienna, August 2020

**The Executive Board**