

# OMV Aktiengesellschaft Vienna

Corporate register number: 93363z  
ISIN: AT0000743059

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## Convocation of the Annual General Meeting

of OMV Aktiengesellschaft (“**OMV AG**” or “**Company**”) on Wednesday, May 31, 2023, at 10:00 am CEST (local time Vienna) at Congress Center Messe Wien, Reed Messe Wien GmbH, Messeplatz 1, 1020 Vienna, Austria (U2-station Messe-Prater).

The General Meeting is held as a presence meeting. The meeting will be publicly webcast at [www.omv.com/annual-general-meeting](http://www.omv.com/annual-general-meeting). The webcast will end after the Executive Board’s report on the financial year 2022. The recording will remain accessible after the meeting.

### Agenda

1. Submission of the adopted Financial Statements 2022 including the Directors’ Report, the (consolidated) Corporate Governance-Report, the (consolidated) Payments to Governments Report, the consolidated Non-financial Report, the Group Financial Statements 2022 including the Group Directors’ Report, the proposal for the appropriation of the balance sheet profit as well as the Supervisory Board Report for the financial year 2022.
2. Resolutions on the appropriation of the balance sheet profit reported in the Financial Statements 2022.
3. Resolutions (a) on the discharge of the members of the Executive Board for the financial year 2022 and (b) on the revocation of the resolution not to grant discharge to Rainer Seele for the financial year 2021 adopted in the General Meeting on June 3, 2022, as well as on the granting of discharge to Rainer Seele for the financial year 2021.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022.
5. Resolution on the remuneration for the members of the Supervisory Board for the financial year 2023.
6. Election of the auditor and Group auditor for the financial year 2023.
7. Resolution on the Remuneration Report for the Executive Board and the Supervisory Board.
8. Resolutions on the Long-Term Incentive Plan (LTIP) and the Equity Deferral.
9. Elections to the Supervisory Board.
10. Resolution on the authorization of the Executive Board to repurchase shares in the Company in accordance with Section 65 para 1 number 8 Austrian Stock Corporation Act as well as on the authorization of the Executive Board to cancel shares and of the Supervisory Board to adopt the amendments to the Articles of Association resulting from such cancellation.

### Documents for the General Meeting

To prepare for the General Meeting, the following documents will be available to our shareholders from May 10, 2023, at the latest:

- documents listed in agenda item 1;
- joint resolution proposals of the Executive Board and the Supervisory Board concerning agenda items 2, 3, 4, 5, 7, 8 and 10;
- resolution proposals of the Supervisory Board concerning agenda items 6 and 9;
- Remuneration Report for the Executive Board and the Supervisory Board; as well as

- declaration pursuant to Section 87 para 2 of the Stock Corporation Act concerning agenda item 9.

The documents listed above, the complete text of this convocation, and forms for granting and revoking proxy as well as all further publications of the Company in connection with this General Meeting will be made available on the Company's website (which is recorded with the corporate register) at [www.omv.com/annual-general-meeting](http://www.omv.com/annual-general-meeting) from May 10, 2023, at the latest.

In addition, the individual and consolidated financial statements, each including the appendix and the auditor's opinion, will be published in the "Amtsblatt zur Wiener Zeitung" (official gazette section of the Wiener Zeitung) on June 2, 2023.

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

The entitlement to attend the General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting is conditional upon shareholding on the record date, which is **Sunday, May 21, 2023, 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 General Meeting.

Evidence of shareholdings on the record date is made by way of a confirmation issued by the credit institution where the shareholder has deposited his/her shares (deposit confirmation) 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 custodian which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) 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 communication between credit institutions;
2. Shareholder details: name (company) and address, date of birth for natural persons, corporate register and register number for 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 May 21, 2023, 24:00 (midnight) CEST (local time Vienna).

### **Transmission of deposit confirmations**

Deposit confirmations must be received by the Company no later than **24:00 (midnight) CEST (local time Vienna) on May 25, 2023**, by one of the following means only:

- by mail, courier or personal delivery:  
OMV Aktiengesellschaft, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen/Wechsel, 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 50;
- by SWIFT: GIBAAWGGMS - Message Type MT598 or MT599; please ensure that ISIN AT0000743059 is stated 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.

The transmission of deposit confirmations to the Company serves as the shareholder's registration to participate in the General Meeting. Where possible, depositary credit institutions are requested to send deposit confirmations collectively (in list form).

Shareholders are not blocked by registering their attendance at the General Meeting or by submitting a deposit confirmation. Shareholders may therefore 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 represented shareholder.

Each proxy must name his/her proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of a 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 proxy to the depositary credit institution where he/she has deposited his/her shares subject to the agreement with that depositary credit institution. In such case, in addition to the deposit confirmation, it is sufficient for the depositary credit institution 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 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 need to be sent to the Company in text form, if possible, by **4:00 pm CEST (local time Vienna) on May 30, 2023 (receipt)**, solely by one of the following means:

- by mail, courier or personal delivery:  
OMV Aktiengesellschaft, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen/Wechsel, Austria;
- by e-mail: [anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at), whereby the proxy must be attached to the e-mail in text form, e.g., as PDF or TIF;
- by fax: +43 1 8900 500 50;
- by SWIFT: GIBAATWGGMS - Message Type MT598 or MT599; please ensure that ISIN AT0000743059 is indicated in the wording.

On the day of the General Meeting, the submission is only permitted 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 Association for Investors (*Interessenverband für Anleger* - IVA). Mr. Florian Beckermann ([florian.beckermann@iva.or.at](mailto:florian.beckermann@iva.or.at), tel. +43 1 87 63 343 / 30) will represent these shareholders at the General Meeting on behalf of the Association for Investors. OMV AG 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 postal charges.

The shareholder must request a deposit confirmation from the depositary credit institution where his/her shares are deposited. Mr. Florian Beckermann must be granted an authorization in text form to act as proxy on this deposit confirmation or using the form specially provided on the Company's website at [www.omv.com/annual-general-meeting](http://www.omv.com/annual-general-meeting). The deposit confirmation and authorization must be sent by the shareholder to Mr. Florian Beckermann, IVA, c/o HV-Veranstaltungsservice GmbH,

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Köppel 60, 8242 St. Lorenzen/Wechsel, Austria, or by e-mail to beckermann.omv@hauptversammlung.at. As the deposit confirmation and proxy must be received by IVA in time before the General Meeting, we would request that shareholders bear in mind the duration of delivery. The shareholder must provide Mr. Beckermann with instructions as to how he (or a sub-proxy authorized by Mr. Beckermann) should exercise the voting right.

Mr. Florian Beckermann exercises the voting right exclusively on the basis of the instructions given by the shareholder. If no instructions are issued (also concerning individual agenda items) or if the instructions are unclear (e.g. simultaneously FOR and AGAINST the same proposed resolution), the proxy holder will abstain from voting. Should separate votes be taken on an agenda item, any instruction provided in connection with the respective agenda item shall apply accordingly to each separate vote on such agenda item. Please note that the proxy holder does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

An e-mail address has been set up for the General Meeting to give shareholders the possibility of giving or amending instructions to Mr. Florian Beckermann at short notice during the General Meeting. This e-mail address is: beckermann.omv@hauptversammlung.at.

Resolutions to be put to vote are posted on the Company's website at [www.omv.com/annual-general-meeting](http://www.omv.com/annual-general-meeting).

We recommend that shareholders use the forms available on the internet at [www.omv.com/annual-general-meeting](http://www.omv.com/annual-general-meeting) to grant or revoke proxies.

### **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 request in writing the inclusion and announcement of additional General Meeting agenda items by **May 10, 2023** (receipt). A resolution proposal and justification thereof must be submitted for each such agenda item.

Shareholders whose individual or combined holdings represent a total of at least 1 % of the capital stock may submit resolution proposals in text form for each agenda item by **May 19, 2023** (receipt), to be accompanied by a justification and request the resolution proposals to be published on the Company's website (as registered with the corporate register) with the names of the relevant shareholders, the attached justification and a possible statement by the Executive Board or the Supervisory Board.

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 of a nominated person pursuant to Section 87 para 2 Stock Corporation Act replaces the justification. Such statements also must be received by the Company by **May 19, 2023**. Proposals for the election of Supervisory Board members must be published by the Company on its website (as registered with the corporate register) by **May 23, 2023**; 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 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.

Regarding proposals for the election of Supervisory Board members it is further declared that the Company is subject to Section 86 para 7 Stock Corporation Act. In accordance with Section 86 para 9 Stock Corporation Act, more than six weeks prior to the General Meeting, an objection against the joint fulfillment was raised by the majority of the Supervisory Board members elected by the General Meeting (capital representatives). Therefore, the minimum quota of 30 % women and 30 % men must be fulfilled by the capital representatives in the Supervisory Board separately for this election. At present, the Supervisory Board is composed of fifteen members (ten capital representatives and five employee representatives). Assuming an unchanged number of Supervisory Board members, at least

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three seats of the capital representatives on the Supervisory Board of the Company must therefore be filled by women and men respectively, in order to meet the minimum quota. Currently, six seats of the capital representatives are filled by men and four seats by women.

Each shareholder has the right to propose motions at the General Meeting for each agenda item. Prerequisite thereof is evidence of the entitlement to attend the General Meeting. A shareholder's motion proposing the election of a member to the Supervisory Board mandatorily requires 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).

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 extends to legal and business relationships between the Company and Group companies, and to the condition of the Group and its consolidated subsidiaries. The provided 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 violate criminal laws or if it has been published on the Company's website, as registered with the corporate register, in the form of question and answer for at least seven days prior to the beginning of the General Meeting.

In the interests of efficiency, questions which require lengthy preparation to answer may be submitted to the Company in writing and in good time before the General Meeting. The questions may be sent to the company by e-mail stating the full name/corporate name of the shareholder and his deposit number to [fragen.omv@hauptversammlung.at](mailto:fragen.omv@hauptversammlung.at). The answering of questions submitted in advance at the General Meeting requires that these questions are asked by the shareholder during the general debate.

Further information regarding these rights, in particular on how to submit applications/requests to the Company and how to provide evidence of the respective required shareholdings can be found in the document "Shareholders' Rights 2023" which is now available on the Company's website registered with the corporate register, under [www.omv.com/annual-general-meeting](http://www.omv.com/annual-general-meeting).

### **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 value shares. Each share confers one vote. Shares owned by the Company do not confer any voting rights. Therefore, as of April 26, 2023, 327,130,720 voting rights could 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 AG, unless resolved otherwise. A relevant dividend announcement will be made on June 2, 2023, at the latest. Shareholders may exercise their dividend rights through their depositary credit institution which 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 for admission to the General Meeting. Please bear in mind that attendance is expected to be high and plan your arrival time according to the appropriate safety procedures in place. Admission to obtain ballot forms commences at **8:30 am 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, as much as we value such interest. The attendance by

guests is therefore limited and is only possible after prior coordination via telephone with the Company.

### Information on data protection for shareholders

OMV AG processes personal data of shareholders (in particular, the data pursuant to Section 10a para. 2 of the Stock Corporation Act, 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 representative 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 Data Protection Act (**DSG**), as well as the applicable provisions of the Stock Corporation Act, in order to enable shareholders to exercise their rights within the scope of the General Meeting.

With respect to this data processing, **OMV AG** is the controller 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 Stock Corporation Act. It is carried out for the purpose of conducting a General Meeting in compliance with applicable laws, the casting of votes by shareholders, the enabling of the exercise of other shareholder rights and the fulfilment of compliance obligations such as, in particular, recording, information and reporting obligations under stock corporation law. The **legal basis** for data processing under data protection law is the necessity to fulfil legal obligations (Article 6 para. 1.c GDPR) or to safeguard the legitimate interests of OMV AG or a third party, namely in particular the holding of a proper and legally compliant General Meeting (Article 6 para. 1.f GDPR).

There will be an audio recording of the entire General Meeting. Until the end of the report of the Executive Board to the General Meeting, the General Meeting will be publicly broadcast in real time via the Internet by means of an acoustic and optical one-way connection for shareholders who are not present (Section 102 para. 4 Stock Corporation Act in conjunction with Section 21 para. 3 of the Articles of Association of OMV AG). In addition, a subsequent provision of the video and audio broadcast until the end of the report of the Executive Board to the General Meeting will be made available on the Internet in the interest of those shareholders who are unable to attend either the General Meeting or the real-time transmission.

OMV AG uses **external service providers for the purpose of organising the General Meeting**, such as notaries, lawyers and the service provider HV-Veranstaltungsservice GmbH specialising in the organisation of 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 attends the General Meeting certain personal data (place of residence, name, shareholding) are specified in the legally required register of participants (Section 117 Stock Corporation Act), which may be examined by all shareholders present or their representatives, members of the Management Board and Supervisory Board, notaries and all other persons with a right to physically attend. 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 General Meeting to the Austrian Commercial Register** (Section 120 Stock Corporation Act). In addition, data may be disclosed to the Vienna Stock Exchange, the Financial Market Authority, *Oesterreichische Kontrollbank* and the Austrian Takeover Commission in accordance with legal obligations in the respective case.

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 do not require further storage. Obligations to provide evidence and to keep records arise in particular from

commercial and stock corporation law (up to 7 years), tax and fiscal law (up to 10 years) and money laundering regulations (in general 5 years). The aforementioned periods may be extended in individual cases, for example if court or administrative proceedings are pending. 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. In connection with legal proceedings before civil courts, this may result in data being stored for the duration of the statute of limitations (up to 30 years according to the Austrian Civil Code) plus the duration of the legal proceedings until their final conclusion.

Every shareholder has a right of/to **access, correction, restriction, 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 or the DSG. 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/general-meeting](http://www.omv.com/general-meeting).

Vienna, April 2023

**The Executive Board**