

Supplement No. 1 dated 26 August 2024

This document constitutes a supplement (the "**Supplement No. 1**") for the purposes of Article 23 (1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**"), relating to issues of non-equity securities within the meaning of Article 2 (c) of the Prospectus Regulation, to the base prospectus of OMV Aktiengesellschaft ("**OMV AG**" or the "**Issuer**") dated 24 June 2024 (the "**Original Base Prospectus**") which constitutes a base prospectus for the purposes of Article 8 (1) of the Prospectus Regulation.



OMV AKTIENGESELLSCHAFT
(incorporated as a joint stock corporation (Aktiengesellschaft)
under the laws of the Republic of Austria)
EUR 14,000,000,000
Euro Medium Term Note Programme
for the issue of the Notes
(the "**Programme**")

This Supplement No. 1 as a supplement within the meaning of Article 23 (1) of the Prospectus Regulation has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") of the Grand-Duchy of Luxembourg ("**Luxembourg**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*) (the "**Luxembourg Law**").

The CSSF only approves this Supplement No. 1 as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the economic or financial opportunity of the operation or the quality and solvency of the Issuer or of the quality of the Notes that are the subject of the Original Base Prospectus and this Supplement No. 1.

By approving this Supplement No. 1, the CSSF does not assume any responsibility as to the economic and financial soundness of any issue of Notes under the Programme and the quality or solvency of the Issuer pursuant to Article 6 (4) of the Luxembourg Law.

The Supplement No. 1 is related to (i) the fact that OMV AG published unaudited and unreviewed group financial figures as of and for the six months ended 30 June 2024 which shall be incorporated by reference into the Original Base Prospectus by way of this Supplement No. 1 and (ii) recent developments of and affecting the Issuer and the Group.

The Issuer has requested the CSSF to provide the competent authorities in the Federal Republic of Germany ("**Germany**") and in the Republic of Austria ("**Austria**") with a certificate of approval attesting that this Supplement No. 1 has been drawn up in accordance with the Prospectus Regulation (each a "**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

RIGHT TO WITHDRAW

In accordance with Article 23 (2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities before this Supplement No. 1 is published have the right, exercisable within two working days after the publication of this Supplement No. 1, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose before the final closing of the offer to the public and the delivery of the securities. The final date for the right of withdrawal will be 28 August 2024. Investors wishing to exercise their right of withdrawal

may contact the relevant Dealer/intermediary or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

The Original Base Prospectus, any supplement thereto including this Supplement No. 1 and any documents incorporated by reference, will be published in electronic form on the website of the Luxembourg Stock Exchange under "www.luxse.com" and will be available free of charge at the specified office of the Issuer.

This Supplement No. 1 is supplemental to and should be read in conjunction with the Original Base Prospectus. Terms defined in the Original Base Prospectus have the same meaning when used in this Supplement No. 1.

To the extent that there is any inconsistency between (i) any statement in this Supplement No. 1 or any statement incorporated by reference into the Original Base Prospectus by this Supplement No. 1 and (ii) any other statement in or incorporated by reference into the Original Base Prospectus, the statements in this Supplement No. 1 shall prevail.

IMPORTANT NOTICE

This Supplement No. 1 should be read and understood in conjunction with the Original Base Prospectus, with the documents incorporated by reference therein, as supplemented by this Supplement No. 1 and with any further supplements to the Original Base Prospectus. Full information on the Issuer and any tranche of Notes is only available on the basis of the combination of the Original Base Prospectus, this Supplement No. 1, any further supplements thereto, if any, and relevant final terms (the "**Final Terms**").

The Issuer confirms that this Supplement No. 1 together with the Original Base Prospectus contains all information with regard to each of the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder; that the information contained herein with respect to the Issuer and the Notes is accurate in all material respects and is not misleading; that the opinions and intentions expressed herein are honestly held; that there are no other facts with respect to the Issuer or the Notes, the omission of which would make the Original Base Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading and that all reasonable enquiries have been made to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in, or not consistent with, this Supplement No. 1 or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

Neither the Arranger nor any Dealer nor any other person mentioned in this Supplement No. 1, excluding the Issuer, is responsible for the information contained in this Supplement No. 1 or any other document incorporated herein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

This Supplement No. 1 and any supplement to the Original Base Prospectus as well as any Final Terms reflect the status as of their respective dates of issue. The delivery of the Original Base Prospectus, this Supplement No. 1 or any Final Terms and the offering, sale or delivery of any Notes may not be taken as an implication that the information contained in such documents is accurate and complete subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since that date or that any other information supplied in connection with the Programme is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of the Original Base Prospectus, this Supplement No. 1 or any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law.

Persons into whose possession, the Original Base Prospectus, this Supplement No. 1 or any Final Terms comes are required to inform themselves about and observe any such restrictions. For a description of restrictions applicable in the United States of America, Japan, the European Economic Area, the United Kingdom, Singapore, Switzerland and Canada see "*Subscription and Sale*" of the Original Base Prospectus. In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, and are subject to tax law requirements of the United States of America; subject to certain exceptions, Notes may not be offered, sold or delivered within the United States of America or to U.S. persons.

This Supplement No. 1 and the Original Base Prospectus may only be used for the purpose for which they have been published. This Supplement No. 1, the Original Base Prospectus and any Final Terms may not be used for the purpose of an offer or solicitation by and to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation.

Potential investors should be aware that any website referred to in this document does not form part of this Supplement No. 1 and has not been scrutinised by the CSSF.

RESPONSIBILITY STATEMENT OF OMV AG

OMV Aktiengesellschaft, with its registered office in Vienna, Austria, is solely responsible for the information given in this Supplement No. 1.

The Issuer hereby declares that, to the best of its knowledge, the information contained in this Supplement No 1 is, at the date of this Supplement No. 1, in accordance with the facts and makes no omission likely to affect its import.

CHANGES TO THE ORIGINAL BASE PROSPECTUS

CHANGES TO THE SECTION TITLED "RISK FACTORS"

Change to the sub-section titled "1. Risks related to the general financial and economic environment"

The fourth to last and third to last sentence of the second paragraph of the risk factor "OMV is exposed to risks related to the general financial and economic environment, in particular in case of a recession or a crisis" on page 13 of the Original Base Prospectus are replaced as follows:

"As of the date of this Prospectus, OMV expects the average Brent crude oil price to be around USD 85/bbl for 2024 at an expected EUR-US Dollar ("USD") exchange rate of 1.09. The average realized natural gas price is expected to be around EUR 25/MWh for 2024, with an average Trading Hub Europe ("THE") natural gas price forecast of between EUR 30/MWh and EUR 35/MWh."

The second to last sentence of the first paragraph of the risk factor "OMV particularly depends on the financial and economic environment in its Operating Region. There is a risk that certain countries of OMV's Operating Region may significantly be affected by deteriorating financial and economic markets" on page 14 of the Original Base Prospectus and the second to last sentence of the fourth paragraph of the risk factor "OMV's acquisitions and divestment transactions lead to numerous risk exposures." on page 25 of the Original Base Prospectus are replaced as follows:

"The divestment is anticipated to close in the second half of 2024, in particular subject to regulatory approvals."

The seventh to last sentence in the second paragraph of the risk factor "OMV particularly depends on the financial and economic environment in its Operating Region. There is a risk that certain countries of OMV's Operating Region may significantly be affected by deteriorating financial and economic markets" on page 15 of the Original Base Prospectus is replaced as follows:

"To protect its contractually agreed rights, in September 2023, OMV has initiated a Geneva-seated arbitration with the International Court of Arbitration of the International Chamber of Commerce (ICC Court, seated in Geneva) against Gazprom and its affiliate Gazprom Sakhalin Holdings B.V."

The sixth to third to last sentence in the fourth paragraph of the risk factor "OMV in particular also depends on the political developments and environment, the social environment, the security and the (in)stability in its Operating Region" on page 17 of the Original Base Prospectus are replaced as follows:

"Further, in two separate commercial arbitrations, OMV Gas Marketing & Trading GmbH claims damages from its contracting partner Gazprom Export LLC due to erratic and unpredictable supply curtailments both, under the Austrian natural gas supply contract and the German natural gas supply contract. With respect to the Austrian natural gas supply contract, arbitration has been initiated at the Arbitration Institute of the Stockholm Chamber of Commerce, whereas the dispute under the German natural gas supply contract is subject to arbitration at the International Chamber of Commerce (ICC Court, seated in Geneva). Against the proceedings at the Stockholm Chamber of Commerce under the Austrian natural gas supply contract, Gazprom Export LLC filed a claim with the St. Petersburg Commercial Court and demanded that OMV Gas Marketing & Trading GmbH shall be prohibited from continuing these Stockholm-based arbitration proceedings and OMV shall be fined if it failed to comply with the judicial act. In May 2024, the Arbitration Court of St. Petersburg and the Leningrad Region upheld Gazprom Export LLC's claim against OMV Gas Marketing & Trading GmbH banning it from continuing foreign arbitration proceedings and imposing a fine of approx. EUR 575 mn in case of OMV's non-compliance with such ruling. In OMV's view, also in this case the court did not have jurisdiction for these illegitimate proceedings."

The last sentence of the third paragraph of the risk factor "Adverse developments of the financial and economic environment may lead to required changes of planning assumptions. Any such changes may cause significant impairments of OMV's assets and provisions for onerous contracts and changes in the valuations

of Group assets, companies or participations" on pages 19 to 20 of the Original Base Prospectus is replaced as follows:

"For 2024, the average realized natural gas price is anticipated to be around EUR 25/MWh (2023: EUR 29/MWh), with a THE price forecast of between EUR 30/MWh and EUR 35/MWh (2023: EUR 41/MWh)."

The third to last and second to last sentence of the fourth paragraph of the risk factor "Adverse developments of the financial and economic environment may lead to required changes of planning assumptions. Any such changes may cause significant impairments of OMV's assets and provisions for onerous contracts and changes in the valuations of Group assets, companies or participations" on page 20 of the Original Base Prospectus are replaced as follows:

"As of the date of this Prospectus, OMV expects the average Brent crude oil price to be around USD 85/bbl for 2024 at an expected EUR-USD exchange rate of 1.09. The average realized natural gas price is expected to be around EUR 25/MWh for 2024, with an average THE natural gas price forecast of between EUR 30/MWh and EUR 35/MWh."

The last paragraph of the risk factor "Natural gas supplies from Russia may be interrupted, halted, reduced and/or sanctioned and disputes on supply commitments may occur" on page 23 of the Original Base Prospectus is replaced as follows:

"OMV has an Austrian supply contract with Gazprom. The contract parties (Gazprom and OMV) are, however, entitled to demand a price review under certain contractually defined conditions, in particular in case of changing market conditions. Further, natural gas supply contracts entered into by OMV provide for market standard "take or pay" clauses requiring the buyer to either take a supply of the product, or pay for it in any event at certain minimum amounts. If OMV is prohibited from accepting natural gas supplies from Gazprom as a result of applicable sanctions it needs to comply with or otherwise fails to accept natural gas supplies from Gazprom, this may increase litigation risk around the interpretation of OMV's purchase commitments under the "take or pay" clauses or Gazprom's delivery obligations, respectively. Such potential litigation, if decided to OMV's detriment, may have a material adverse effect on OMV's business, results of operations and financial condition. In two separate commercial arbitrations, OMV Gas Marketing & Trading GmbH claims damages from its contracting partner Gazprom Export LLC due to erratic and unpredictable supply curtailments both, under the Austrian natural gas supply contract and the German natural gas supply contract. With respect to the Austrian natural gas supply contract, arbitration has been initiated at the Arbitration Institute of the Stockholm Chamber of Commerce, whereas the dispute under the German natural gas supply contract is subject to arbitration at the International Chamber of Commerce (ICC Court, seated in Geneva). Against the proceedings at the Stockholm Chamber of Commerce under the Austrian natural gas supply contract, Gazprom Export LLC filed a claim with the St. Petersburg Commercial Court and demanded that OMV Gas Marketing & Trading GmbH shall be prohibited from continuing these Stockholm-based arbitration proceedings and OMV shall be fined if it failed to comply with the judicial act. In May 2024, the Arbitration Court of St. Petersburg and the Leningrad Region upheld Gazprom Export LLC's claim against OMV Gas Marketing & Trading GmbH banning it from continuing foreign arbitration proceedings and imposing a fine of approx. EUR 575 mn in case of OMV's non-compliance with such ruling. In OMV's view, also in this case the court did not have jurisdiction for these illegitimate proceedings. Furthermore, if Gazprom fails to perform under OMV's supply agreements or if these agreements are modified on unfavourable terms or not renewed, OMV might be unable to bridge short-term natural gas supply disruptions or find alternative sources of natural gas on favourable terms or on a timely basis, which may have a material adverse effect on OMV's business, results of operations and financial condition."

The first sentence of the third to last paragraph of the risk factor "A decline in the prices of and/or the demand for crude oil, natural gas, petroleum products, petrochemical products, electricity and natural gas transportation capacities would have an adverse effect on OMV." on page 35 of the Original Base Prospectus is replaced as follows:

"The average realized natural gas price is expected to be around EUR 25/MWh for 2024, with an average THE natural gas price forecast of between EUR 30/MWh and EUR 35/MWh."

Change to the sub-section titled "4. Operational and project risks, including ESG and Health, Security and Protection of the Environment ("HSSE") Risks"

The first paragraph of the risk factor "OMV may experience operational, political, security and/or technological problems which may delay or hinder the progress of ongoing and planned projects" on page 39 of the Original Base Prospectus is replaced as follows:

"OMV develops its business in part through investments in projects designed to improve its competitive position, such as construction of pipelines or upgrading various facilities, or extending its geographic reach as is anticipated under its Strategy 2030. OMV may experience operational, political, technological or other problems beyond OMV's control, both, of its own and of its contractual partners, which may delay or hinder the progress of its projects and lead to increased costs. Insufficient availability of resources could result in delays or the cancellation of a project and/or increase the costs of operation. Further risks include that projects may be negatively affected by the lack of available project or joint venture partners, availability of contractors and the quality of available contractors. Further, investment overruns may also be triggered by a delay of external approvals like permitting as well as construction authorizations."

Change to the sub-section titled "5. Compliance, Legal and Control Risks"

The fifth bullet point within the second paragraph of the risk factor "Violations of sanctions could subject OMV to penalties and may further adversely affect OMV's operations and financial position" on page 45 of the Original Base Prospectus is replaced as follows:

"

- In February 2022, the United States have added Nord Stream 2 AG and its CEO Matthias Warnig, who announced his resignation, to the list of Specially Designated Nationals and Blocked Persons. As a consequence, all property of Nord Stream 2 AG and Matthias Warning is frozen, and US and non-US individuals and companies are broadly prohibited from transacting with Nord Stream 2. On 10 May 2022, the competent court in Zug, Switzerland granted a moratorium over Nord Stream 2 AG, which was extended until 10 January 2025. The extension until 10 January 2025 is the final extension of the moratorium. The commissioner appointed in the moratorium proceedings invited OMV and other creditors to file their claims against Nord Stream 2 AG by 20 March 2023, which OMV has done."

After the ninth bullet point within the second paragraph of the risk factor "Violations of sanctions could subject OMV to penalties and may further adversely affect OMV's operations and financial position" on page 45 of the Original Base Prospectus a new bullet point is included as follows:

"

- Further, the 14th EU sanction package against Russia adopted on 24 June 2024 contains the legal basis to subject Russian companies which make use of Russian "counter arbitration or court proceedings" against EU companies to a transaction ban. To that end such Russian person or entity needs to be listed on an annex to the EU sanction regulation. It cannot be excluded that parties OMV is doing business with may be listed in such annex in the future. By way of example, Gazprom has initiated counter arbitration as a reaction to OMV Gas Marketing & Trading GmbH's arbitration action against Gazprom at the Arbitration Institute of the Stockholm Chamber of Commerce."

The eleventh bullet point within the second paragraph of the risk factor "Violations of sanctions could subject OMV to penalties and may further adversely affect OMV's operations and financial position" on page 46 of the Original Base Prospectus is replaced as follows:

"

- Export restrictions also comprise accounting, business and administration services, legal advisory services and IT consultancy services including any financing or technical assistance in relation to such services. The general exemption for the provision or financing of those restricted services to entities located in Russia that are controlled by EU companies expires on 30 September 2024. Thereafter, the provision and financing of such services is subject to prior authorisation by competent authorities. Competent Austrian authorities confirmed that the authorisation requirement does not apply to the provision and financing of restricted services in relation to the continued

operations of OMV's non-self-standing branch office in St. Petersburg. The orderly wind-down of business activities in Russia (and the associated protection of OMV's rights) are ultimately the reason for maintaining the branch in Russia and filing the application."

After the last bullet point within the second paragraph of the risk factor "Violations of sanctions could subject OMV to penalties and may further adversely affect OMV's operations and financial position" on page 46 of the Original Base Prospectus a new bullet point is included as follows:

"

- By way of another example, OMV holds assets in the region of Sana'a in Yemen. The region is controlled by the Houthi movement, officially known as Ansar Allah. The Houthis may have members in and/or significant influence on public institutions and courts in the region of Sana'a. The Houthis are blacklisted under EU sanction legislation and designated as a Specially Designated Global Terrorist under OFAC's Counter Terrorism Sanctions program. As a consequence, no funds or economic resources shall be made available, directly or indirectly, to the Houthis. It is possible that EU and/or US sanction authorities might consider institutions and courts in the region of Sana'a as effectively subject to EU and US sanctions given that they are operationally and effectively controlled by Houthi, making it difficult to discern whether they are acting on behalf of the Houthis. Due to OMV's establishment in the region of Sana'a OMV has to interact with institutions and courts. This exposes OMV to several risks resulting from such unclear situation."

CHANGES TO THE SECTION TITLED "GENERAL INFORMATION"

Change to the sub-section titled "B. Other Documents"

The following item shall be added to the list as fourth item within the sub-section "B. Other Documents" on page 58 of the Original Base Prospectus:

- "4. the OMV Q2 Quarterly Report 2024 containing the unaudited and unreviewed condensed consolidated interim financial statements of OMV AG as of and for the six months ended 30 June 2024."

Change to the sub-section titled "C. Documents Incorporated by reference"

The following table shall be added to the tables as a new fourth sub-table in the sub-section "C. Documents incorporated by reference" on page 59 of the Original Base Prospectus:

"

The unaudited condensed consolidated interim financial statements of OMV AG as of and for the six months ended 30 June 2024 contained in the OMV "Q2 Quartalsbericht 2024"

Konzernzwischenabschluss (<i>verkürzt, ungeprüft</i>)	
Gewinn- und Verlustrechnung (<i>ungeprüft</i>)	20
Gesamtergebnisrechnung (<i>verkürzt, ungeprüft</i>)	21
Konzernbilanz (<i>ungeprüft</i>)	22
Eigenkapitalveränderungsrechnung (<i>verkürzt, ungeprüft</i>)	23
Konzern-Cashflow-Rechnung (<i>verkürzt, ungeprüft</i>)	24
Ausgewählte Erläuterungen zum Konzernzwischenabschluss	
Gesetzliche Grundlagen, Bilanzierungsgrundsätze,	25
Konsolidierungskreisänderungen, Saisonalität und Zyklizität, Sonstige	
wesentliche Transaktionen	
Erläuterungen zur Gewinn- und Verlustrechnung	26-27
Erläuterung zur Bilanz	27-29
Segmentberichterstattung	30
Ergänzende Angaben	31

<https://www.omv.com/services/downloads/00/omv.com/1522257388090/omv-group-report-q2-2024.pdf>

"

Change to the sub-section titled "C. Documents Incorporated by reference"

The following table shall be added to the tables as new eighth sub-table within the sub-section "C. Documents incorporated by reference" on page 60 of the Original Base Prospectus:

"

The unaudited condensed consolidated interim financial statements of OMV AG as of and for the six months ended 30 June 2024 contained in the OMV "Q2 Quarterly Report 2024" (non-binding English translation of the German language version)

Consolidated Interim Financial Statements (condensed, unaudited)	
Consolidated Income Statement (unaudited)	20
Consolidated Statement of Comprehensive Income (condensed, unaudited)	21
Consolidated Statement of Financial Position (unaudited)	22
Consolidated Statement of Changes in Equity (condensed, unaudited)	23
Consolidated Statement of Cash Flows (condensed, unaudited)	24
Selected notes to the consolidated interim financial statements	
Legal principles, Accounting policies, Changes in consolidated Group, Seasonality and cyclicity, Other significant transactions	25
Notes to the income statement	26-27
Notes to the statement of financial position	27-28
Segment reporting	29
Other notes	30

<https://www.omv.com/services/downloads/00/omv.com/1522257387922/omv-group-report-q2-2024.pdf>

"

The following information shall replace the penultimate paragraph at the end of the sub-section "Documents Incorporated by reference" on pages 60 to 61 of the Original Base Prospectus:

"Any document incorporated by reference (i.e. the audited consolidated financial statements of OMV AG as of and for the financial years 2022 and 2023 and the corresponding auditor's reports thereon, respectively, and the unaudited condensed consolidated interim financial statements of OMV AG as of and for the three months ended 31 March 2024 and as of and for the six months ended 30 June 2024, respectively, as specified in the table above under "*Documents Incorporated by Reference*") into this Prospectus will be available for inspection at the specified office of the Issuer during normal business hours, as long as any of the Notes are outstanding and on the website of the Luxembourg Stock Exchange under "www.luxse.com" and on the website of the Issuer under "<https://www.omv.com/en/investor-relations/publications>".

**CHANGES TO THE SECTION TITLED
"GENERAL INFORMATION ON THE ISSUER AND THE GROUP"**

The last sentence of the first paragraph in this section on page 227 of the Original Base Prospectus is replaced as follows:

"Figures not taken from those audited consolidated financial statements of the Issuer as of and for the financial years 2023 and 2022, and figures taken from the unaudited condensed consolidated interim financial statements of the Issuer as of and for the three months ended 31 March 2024 or as of and for the six months ended 30 June 2024 are labelled as "unaudited"."

Change to the sub-section titled "SELECTED FINANCIAL DATA OF OMV"

The content of this sub-section on pages 228 to 230 of the Original Base Prospectus is replaced as follows:

"The following financial information and data have been taken from, and are only a summary of, (i) the audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2023, (ii) the audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2022 and (iii) the unaudited condensed consolidated interim financial statements of

OMV AG as of and for the six months ended 30 June 2024. The audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2023 and the audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2022 have been prepared in compliance with International Financial Reporting Standards (IFRSs) as adopted by the EU and the additional requirements pursuant to Section 245a of the Austrian Company Code (*Unternehmensgesetzbuch, UGB*). The German language audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2023 have been audited by KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft. The German language audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2022 have been audited by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. Both auditors are independent and members of the Austrian Chamber of Tax Advisers and Chartered Accountants (*Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen, KSW*), authorised by law from the Federal Ministry of Labour and Economy of the Republic of Austria. The unaudited condensed consolidated interim financial statements of OMV AG as of and for the six months ended 30 June 2024 have been prepared in accordance with IAS 34 Interim Financial Statements and have not been audited.

The audited consolidated financial statements of OMV AG as of and for the financial years ended 31 December 2023 and 2022, together with the respective auditor's reports of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft and Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. thereon, and the unaudited condensed consolidated interim financial statements of OMV AG as of and for the six months ended 30 June 2024 are incorporated by reference into this Prospectus. The financial information presented below should be read in conjunction with those documents incorporated by reference into this Prospectus.

<i>Consolidated Statement of Financial Position (summarized)</i>	As of 31 December		As of 30 June
	2023	2022⁽¹⁾	2024
	<i>(in EUR mn) audited</i>		<i>(in EUR mn) unaudited</i>
Assets			
Non-current assets.....	31,559	32,384	31,540
Current assets.....	17,432	22,803	14,510
Assets held for sale.....	1,671	1,676	1,939
Equity and liabilities			
Equity.....	25,369	26,628	24,399
Non-current liabilities.....	14,826	15,607	14,472
Current liabilities.....	9,846	14,001	8,554
Liabilities associated with assets held for sale.....	622	626	563
Total assets/equity and liabilities.....	50,663	56,863	47,988

⁽¹⁾ OMV restated its 2022 financial data to reflect a voluntary change in accounting policy regarding the presentation of purchased emissions certificates and CO₂ emissions provisions. Previously, these items were netted, but now they are presented separately to enhance transparency."

(Sources: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2023 and 31 December 2022, Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024)

<i>Operating Result</i>	Financial year ended 31 December		Six months ended 30 June
	2023	2022	2024
	<i>(in EUR mn) audited</i>		<i>(in EUR mn) unaudited</i>
Operating result.....	5,226	12,246	2,345

<i>Net Debt</i>	As of 31 December		As of 30 June
	2023	2022	2024
	(in EUR mn)		(in EUR mn)
	<i>unaudited</i>		<i>unaudited</i>
Net debt including leases (non-current and current bonds, lease liabilities, and other interest-bearing debts less cash and cash equivalents; whereby lease liabilities, other interest-bearing debts and cash and cash equivalents include items that were reclassified to assets or liabilities held for sale).....	2,120	2,207	3,324

(Sources: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2023 and 31 December 2022, Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024)

<i>Cash Flows</i>	Financial year ended 31 December		Six months ended 30 June
	2023	2022	2024
	(in EUR mn)		(in EUR mn)
	<i>audited</i>		<i>unaudited</i>
Cash flow from operating activities.....	5,709	7,758	3,005
Cash flow from investing activities.....	(3,027)	(1,966)	(1,597)
Cash flow from financing activities.....	(3,771)	(2,660)	(3,021)

(Sources: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2023 and 31 December 2022, Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024)

Change to the sub-section titled "ORGANISATIONAL STRUCTURE"

The second sentence of footnote (2) on page 231 of the Original Base Prospectus and the fourth sentence of the last paragraph on page 232 of the Original Base Prospectus are replaced as follows:

"The divestment is anticipated to close in the second half of 2024, in particular subject to regulatory approvals."

The seventh to last sentence in the last paragraph of the above mentioned sub-section on page 232 of the Original Base Prospectus is replaced as follows:

"To protect its contractually agreed rights, in September 2023, OMV has initiated a Geneva-seated arbitration with the International Court of Arbitration of the International Chamber of Commerce (ICC Court, seated in Geneva) against Gazprom and its affiliate Gazprom Sakhalin Holdings B.V."

Change to the sub-section titled "BUSINESS STRATEGY – Energy Strategy"

The second bullet point under the first paragraph of the paragraph titled "Strategic priorities for Energy" on page 240 of the Original Base Prospectus is replaced as follows:

- Deliver the operated EUR 4 bn (100% project CAPEX) Neptun Deep, largest gas development project in the EU"

Change to the sub-section titled "BUSINESS OF OMV"

The fifth sentence in the third paragraph of the paragraph titled "Business overview" on page 244 of the Original Base Prospectus is replaced as follows:

"The board of directors expects the divestment to close in the second half of 2024 and is in particular subject to regulatory approvals."

The last and the penultimate sentence of the paragraph titled "Business overview" on page 245 of the Original Base Prospectus is replaced as follows:

"In the first six months of 2024, Group sales revenues amounted to EUR 16,756 mn (first six months of 2023: EUR 19,947 mn). The number of employees of OMV amounted to 21,182 at the end of the first six months of 2024 (end of first six months of 2023: 22,271 employees)."

The second table under the paragraph titled "Sales Revenues" on page 247 of the Original Base Prospectus is replaced as follows:

"

<i>Sales revenues</i>	Six months ended 30 June	
	2024	2023
	<i>(in EUR mn) unaudited</i>	
Chemicals ⁽¹⁾⁽²⁾	4,694	5,482
Fuels & Feedstock ⁽¹⁾	9,363	9,569
Energy ⁽¹⁾	6,116	8,690
Corporate & Other ⁽¹⁾	245	227
Segment total sales (not consolidated) ⁽¹⁾	20,418	23,968
Consolidation / Intersegmental sales	(3,662)	(4,021)
Group	16,756	19,947

- (1) Including intersegmental sales.
(2) In June 2024, the name of the Chemicals & Materials segment was changed to Chemicals.

(Sources: Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024)"

The second table under the paragraph titled "Operating Result" on page 248 of the Original Base Prospectus is replaced as follows:

"

Operating result

	Six months ended 30 June	
	2024	2023
	<i>(in EUR mn)</i> <i>unaudited</i>	
Chemicals ⁽²⁾	221	(7)
Fuels & Feedstock	535	849
Energy	1,600	1,860
Corporate & Other ⁽¹⁾	(39)	(32)
Segment total ⁽¹⁾	2,316	2,670
Consolidation	29	(60)
Group	2,345	2,611

- (1) Including intersegmental profits.
(2) In June 2024, the name of the Chemicals & Materials segment was changed to Chemicals.

(Sources: Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024 (including the comparative amounts for the six months ended 30 June 2023))"

The last sentence of the paragraph titled "Organic free cash flow" on page 248 of the Original Base Prospectus is replaced as follows:

"In the first six months of 2024, the organic free cash flow before dividends was EUR 1.43 bn."

Change to the sub-section titled "CHEMICALS & MATERIALS (three months ended 31 March 2024)"

The content of this sub-section on pages 255 to 256 of the Original Base Prospectus is replaced as follows:

"CHEMICALS (six months ended 30 June 2024)

The following table shows certain operational and financial data for the Chemicals business segment.

Chemicals⁽²⁾ / selected operational and financial data

	As of and for the six months ended 30 June	
	2024	2023
	<i>unaudited</i>	
Total sales (not consolidated) (in EUR mn) ⁽¹⁾	4,694	5,482
thereof intersegmental sales (in EUR mn)	491	721
thereof sales to third parties (in EUR mn)	4,203	4,761
Operating result (in EUR mn)	221	-7
Polyethylene indicator margin Europe (in EUR/t)*	421	334
Polypropylene indicator margin Europe (in EUR/t)*	400	383
Polyolefin sales volumes (in mn t)*	2.98	2.77

- (1) Including intersegmental sales.
(2) In June 2024, the name of the Chemicals & Materials segment was changed to Chemicals.

(Sources other than for figures marked *: Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024 (including the restated comparative amounts for the six months ended 30 June 2023); source for figures marked *: unaudited internal information of the Issuer)

The clean Operating Result increased in the first six months of 2024 to EUR 243 mn (first six months of 2023: EUR 101 mn). This was mainly a result of positive inventory valuation effects, an increased contribution from the Borealis JVs, and overall higher sales volumes. The absent contribution from the divested nitrogen business, which was negative in the first six months of 2023, also supported the result.

The result of OMV base chemicals decreased in first six months of 2024 driven by lower olefin indicator margins. The ethylene indicator margin Europe decreased by 6% to EUR 493/t (first six months of 2023: EUR 524/t), while the propylene indicator margin Europe declined by 11% to EUR 372/t (first six months of 2023: EUR 419/t). While olefin contract prices in the first six months of 2024 came in broadly similar to the first six months of 2023, higher naphtha prices put pressure on olefin indicator margins.

The utilization rate of the European steam crackers operated by OMV and Borealis declined slightly in the first six months of 2024 to 85% (first six months of 2023: 87%). While the first six months of 2023 were impacted by the planned turnaround at the Schwechat steam cracker, steam crackers in the first six months of 2024 experienced several minor operational stoppages.

The contribution of Borealis excluding JVs increased to EUR 152 mn in the first six months of 2024 (first six months of 2023: EUR 18 mn), mainly due to higher inventory valuation effects and higher sales volumes, as well as the absence of the negative contribution from the nitrogen business divested in July 2023. Inventory valuation effects, excluding the nitrogen business, were positive and improved by around EUR 140 mn compared to the first six months of 2023. The contribution of the base chemicals business increased despite weaker olefin indicator margins due to positive inventory valuation effects and a higher utilization rate of the existing Kallo PDH plant. The polyolefin business improved, mainly as a result of higher polyolefin indicator margins and positive inventory valuation effects, as well as higher sales volumes, while higher fixed costs had a slightly offsetting effect. The European polyethylene indicator margin increased by 26% to EUR 421/t (first six months of 2023: EUR 334/t), while the European polypropylene indicator margin rose by 4% to EUR 400/t (first six months of 2023: EUR 383/t). Polyethylene sales volumes excluding JVs increased by 3%, while polypropylene sales volumes excluding JVs grew by 8% compared to the first six months of 2023. The increase in sales volumes stemmed predominantly from the consumer products industry. The infrastructure, health care, and mobility industries also saw increased sales volumes, while the energy industry experienced a slight decrease. The sale of the nitrogen business to AGROFERT, a.s. was completed in early July 2023, meaning the nitrogen business result of EUR –28 mn in the first six months of 2023 was no longer present.

The contribution from Borealis JVs, accounted for as OMV's share of clean net income of the at-equity consolidated companies, improved to EUR 69 mn in the first six months of 2024 (first six months of 2023: EUR 30 mn), mainly due to a stronger contribution from Borouge. Polyethylene sales volumes from the JVs increased by 23% compared to the first six months of 2023, while polypropylene sales volumes from the JVs decreased by 5%. The Borouge result rose, primarily due to higher sales volumes. Polypropylene sales volumes at Borouge in the first six months of 2024 declined to some extent as a result of the planned turnaround of the RFCC unit at ADNOC Refining, which took place in the first quarter of 2024 and lowered feedstock supply. At the same time, polyethylene sales volumes increased considerably as the first six months of 2023 were impacted by the planned turnaround at Borouge 2. Compared to the first six months of 2023, polyethylene sales volumes at Baystar increased as a result of the ramp-up process of the new polyethylene unit Bay 3. The Baystar ethane cracker saw increased utilization rates compared to the first six months of 2023, despite an outage in the first half of the first quarter of 2024 caused by the winter freeze in Texas. Although operational improvements took place, increased costs resulting from higher planned depreciation and interest expenses following the start-up of the Bay 3 unit led to a markedly negative result contribution from Baystar.

Net special items in the first six months of 2024 amounted to EUR –22 mn (the first six months of 2023: EUR –108 mn). Net special items in the first six months of 2023 were mainly related to an impairment of Borealis' nitrogen business. The Operating Result of Chemicals increased substantially to EUR 221 mn compared to EUR –7 mn in the first six months of 2023.

Capital expenditure in Chemicals decreased to EUR 519 mn (first six months of 2023: EUR 594 mn). Capital expenditure in the first six months of 2024 included the acquisition of Integra. Besides ordinary ongoing business investments, organic capital expenditure was predominantly related to Borealis' construction of the new PDH plant in Kallo, Belgium, the construction of the ReOil® plant in Schwechat, Austria, and the construction of the sorting facility for chemical recycling in Walldürn, Germany."

Change to the sub-section titled "FUELS & FEEDSTOCK (three months ended 31 March 2024)"

The content of this sub-section on page 263 of the Original Base Prospectus is replaced as follows:

"FUELS & FEEDSTOCK (six months ended 30 June 2024)

The following table shows certain operational and financial data for the Fuels & Feedstock business segment.

<i>Fuels & Feedstock / selected operational and financial data</i>	As of and for the six months ended 30 June	
	2024	2023
	<i>Unaudited</i>	
Total sales (not consolidated) (in EUR mn) ⁽¹⁾	9,363	9,569
thereof intersegmental sales (in EUR mn)	1,133	1,325
thereof sales to third parties (in EUR mn)	8,230	8,244
Operating result (in EUR mn)	535	849
OMV refining indicator margin Europe (in USD/bbl)*	8.90	11.31
Fuels and other sales volumes Europe (in mn t)*	7.75	7.72

⁽¹⁾ Including intersegmental sales.

(Sources other than for figures marked *: Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024; source for figures marked *: unaudited internal information of the Issuer)

In the first six months of 2024, the clean CCS Operating Result decreased to EUR 611 mn (first six months of 2023: EUR 865 mn), mainly as a result of a lower result in ADNOC Refining & ADNOC Global Trading, lower refining indicator margins in Europe, and a lower retail and commercial result. This was partly offset by lower utility costs and a higher refinery utilization rate, as the first six months of 2023 were impacted by the turnaround at Petrobrazi refinery.

The OMV refining indicator margin Europe decreased in the first six months of 2024 to USD 8.9/bbl (first six months of 2023: USD 11.3/bbl), following overall lower crack spreads and a higher crude oil price environment. In the first six months of 2024, the utilization rate of the European refineries increased to 87% (first six months of 2023: 83%) as the first six months of 2023 were impacted by the turnaround at the Petrobrazi refinery. At 7.8 mn t, fuels and other sales volumes Europe were on a similar level to 2023. The retail business result decreased mainly due to lower fuel unit margins, following the strong margins from the prior year period which had benefited from the removal of price caps in Hungary, and the missing contribution from the divested Slovenian retail stations, partly compensated for by the better non-fuel business contribution. The result of the commercial business declined due to lower margins driven by lower term prices, partly offset by higher volumes.

In the first six months of 2024, the contribution from ADNOC Refining & AGT, accounted for as OMV's share of clean CCS net income of the at-equity consolidated companies, decreased to EUR 72 mn (first six months of 2023: EUR 204 mn). This was caused mainly by a weaker market environment in ADNOC Refining and a lower refinery utilization rate following a planned turnaround at the RFCC unit. In addition, the result of the first six months of 2023 was also positively impacted by a partial reduction of a decommissioning provision.

Net special items in the first six months of 2024 amounted to EUR –65 mn (first six months of 2023: EUR 200 mn) and were primarily related to losses from commodity derivatives. In the first six months of 2023, special items were mainly related to the sale of OMV's filling station and wholesale business in Slovenia. In the first six months of 2024, CCS effects of EUR –11 mn were recorded as a result of decreasing crude oil prices (first six months of 2023: EUR –215 mn). The Operating Result of Fuels & Feedstock decreased to EUR 535 mn (first six months of 2023: EUR 849 mn).

Capital expenditure in Fuels & Feedstock in the first six months of 2024 was EUR 320 mn (first six months of 2023: EUR 502 mn). Capital expenditure was higher in the first six months of 2023 due to turnaround activities at the Schwechat and Petrobrazi refineries. Organic capital expenditure in the first six months of

2024 was mainly related to the European refineries. Besides ordinary ongoing business investments, organic capital expenditure mainly comprised investments in the aromatic unit in Petrobrazil and the co-processing plant in Schwechat."

Change to the sub-section titled "ENERGY (financial years 2023 and 2022)"

The second sentence of footnote 1 on page 264 of the Original Base Prospectus, the second to last sentence in the second paragraph of the paragraph titled "Exploration and Production business" on page 269 of the Original Base Prospectus and the last sentence of the paragraph titled "SK408 (Malaysia, OMV 40%)" on page 271 of the Original Base Prospectus are replaced as follows:

"The divestment is anticipated to close in the second half of 2024, in particular subject to regulatory approvals."

Change to the sub-section titled "ENERGY (three months ended 31 March 2024)"

The content of this sub-section on pages 276 to 277 of the Original Base Prospectus is replaced as follows:

"ENERGY (six months ended 30 June 2024)"

The following table shows certain operational and financial data for the Energy business segment.

<i>Energy / selected operational and financial data</i>	As of and for the six months ended 30 June	
	2024	2023
	<i>unaudited</i>	
Total sales (not consolidated) (in EUR mn) ⁽¹⁾	6,116	8,690
thereof intersegmental sales (in EUR mn)	1,805	1,758
thereof sales to third parties (in EUR mn)	4,311	6,932
Operating result (in EUR mn)	1,600	1,860
Total hydrocarbon production (in kboe/d)	345	365

⁽¹⁾ Including intersegmental sales.

(Sources: Issuer's unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2024 (including the restated comparative amounts for the six months ended 30 June 2023))

In the first six months of 2024, the clean Operating Result in the Energy segment declined to EUR 1,867 mn (first six months of 2023: EUR 2,374 mn), mainly due to negative market effects caused by significantly lower natural gas prices and a lower result in Gas Marketing & Power, primarily in Gas & Power Eastern Europe. Weaker operational performance in Exploration & Production further weighed on the result. Sales volumes declined and largely followed the lower production. The result for Gas Marketing & Power declined to EUR 297 mn in the first six months of 2024 (first six months of 2023: EUR 491 mn), mostly because of a much weaker result from Gas & Power Eastern Europe. This is mainly due to exceptional margins in the storage business in the first six months of 2023, lower gas and power trading margins, and the fact that the first six months of 2023 had benefited from the reversal of a provision. The contribution of Gas Marketing Western Europe declined primarily due to the lower result of the gas storage operations caused by a normalizing price environment when compared to the exceptional levels seen at storage auctions in the first six months of 2023.

In the first six months of 2024, net special items amounted to EUR –267 mn (first six months of 2023: EUR –514 mn), mainly as a result of temporary valuation effects and an impairment of E&P assets. The Operating Result fell from EUR 1,860 mn in the first six months of 2023 to EUR 1,600 mn in the first six months of 2024.

Production cost excluding royalties increased in the first six months of 2024 only slightly to USD 9.9/boe in the first six months of 2024 (first six months of 2023: USD 9.6/boe) due to lower production volumes, but was partly mitigated by a lower absolute cost base following cost reduction initiatives.

Total hydrocarbon production volumes decreased by 19 kboe/d to 345 kboe/d in the first six months of 2024. This was mainly a consequence of lower production in New Zealand due to unplanned outages and lower well productivity, as well as natural decline and planned maintenance in Norway and natural decline in Romania. Increased output in the UAE, as the first six months of 2023 had been impacted by planned maintenance which did not occur to the same extent in the first six months of 2024, was the main offsetting factor.

Total hydrocarbon sales volumes declined in the first six months of 2024 by 20 kboe/d to 321 kboe/d (first six months of 2023: 342 kboe/d), mainly following production. In the first six months of 2024, the average Brent price reached USD 84.1/bbl, an increase of around 6% compared to the first six months of 2023 (USD 79.7/bbl). The Group's average realized crude price increased by 5%. The average realized gas price in EUR/MWh came down by 29% to EUR 22.5/MWh, while the benchmark price at the THE declined by 34%.

Capital expenditure including capitalized E&A increased to EUR 773 mn in the first six months of 2024 (first six months of 2023: EUR 741 mn) mainly as a result of a higher activity level related to the Neptun Deep Project in Romania. Organic capital expenditure was primarily directed at projects in Romania, the UAE, and Norway. Exploration expenditure was EUR 105 mn in the first six months of 2024, down by more than a quarter from the first six months of 2023 level of EUR 144 mn, and was mainly related to activities in Norway, Austria, and Romania."

Change to the sub-section titled "CAPITAL EXPENDITURE"

The content of the paragraph titled "Three months ended 31 March 2024 and 2023" on page 278 of the Original Base Prospectus is replaced as follows:

"Six months ended 30 June 2024 and 2023"

Capital expenditure⁽¹⁾

	six months ended 30 June	
	2024	2023
	<i>(in EUR mn)</i>	
	<i>unaudited</i>	
Chemicals ⁽²⁾	519	594
Fuels & Feedstock	320	502
Energy	773	741
Corporate & Other.....	18	14
Total	1,630	1,852

⁽¹⁾ Includes expenditures for acquisitions as well as equity-accounted investments and other interests; adjusted for capitalised decommissioning costs, exploration wells that have not found proven reserves, borrowing costs and other additions which by definition are not considered as capital expenditure.

⁽²⁾ In June 2024, the name of the Chemicals & Materials segment was changed to Chemicals.

(Sources: OMV Q2 Quarterly Report 2024)

Total capital expenditure in the first six months of 2024 decreased to EUR 1,630 mn, after EUR 1,852 mn in the first six months of 2023, and was mainly driven by lower investments in Fuels & Feedstock and in Chemicals. Organic capital expenditure declined to EUR 1,518 mn (first six months of 2023: EUR 1,797 mn) due to lower investments in Fuels & Feedstock and Chemicals, partly offset by an increase in Energy.

Capital expenditure in Chemicals decreased in the first six months of 2024 to EUR 519 mn (first six months of 2023: EUR 594 mn). Capital expenditure in the first six months of 2024 included the acquisition of Integra. In the first six months of 2024, besides ordinary running business investments, organic capital expenditure

was predominantly related to Borealis' construction of the new PDH plant in Kallo, Belgium, the construction of the ReOil® plant in Schwechat, Austria, and the construction of the sorting facility for chemical recycling in Walldürn, Germany.

Capital expenditure in Fuels & Feedstock amounted to EUR 320 mn in the first six months of 2024 (the first six months of 2023: EUR 502 mn). Capital expenditure was higher in the first six months of 2023 due to turnaround activities at the Schwechat and Petrobrazi refineries. Organic capital expenditure in the first six months of 2024 was mainly related to the European refineries. Besides ordinary ongoing business investments, organic capital expenditure mainly comprised investments in the aromatic unit in Petrobrazi and the co-processing plant in Schwechat.

Capital expenditure in Energy including capitalized E&A rose to EUR 773 mn in the first six months of 2024 (the first six months of 2023: EUR 741 mn) mainly as a result of a higher activity level related to the Neptun Deep project in Romania. Organic capital expenditure was primarily directed at projects in Romania, the UAE, and Norway. Exploration expenditure was EUR 105 mn in the first six months of 2024, down by more than a quarter from the first six months of 2023 level of EUR 144 mn. It was mainly directed at activities in Norway, Austria, and Romania."

Change to the sub-section titled "MATERIAL CONTRACTS"

The sixth to last and the fifth to last sentence of the last paragraph of the paragraph titled "Uniper purchase agreement (Yuzhno Russkoye development)" on page 279 of the Original Base Prospectus is replaced as follows:

"The International Chamber of Commerce, Paris, who is in charge with the selection and appointment of an independent expert, has appointed an expert and OMV filed its submission on 10 July 2024. The expert determination process is on-going and not completed yet."

The last paragraph of the paragraph titled "Nord Stream 2 financing agreements" on page 279 of the Original Base Prospectus is replaced as follows:

"On 10 May 2022, the competent court in Zug, Switzerland granted a moratorium over Nord Stream 2 AG which was extended until 10 January 2025. The extension until 10 January 2025 is the final extension of the moratorium. The commissioner appointed in the moratorium proceedings invited OMV and other creditors to file their claims against Nord Stream 2 AG by 20 March 2023, which OMV has done."

The last sentence of the paragraph titled "Agreement to divest 50% shareholding in SapuraOMV" on page 280 of the Original Base Prospectus is replaced as follows:

"The divestment is anticipated to close in the second half of 2024, in particular subject to regulatory approvals."

Change to the sub-section titled "TREND INFORMATION"

The last paragraph of this subsection on page 281 of the Original Base Prospectus is replaced as follows:

"There has been no material change in the Issuer's borrowing and funding structure since 30 June 2024."

Change to the sub-section titled "RECENT EVENTS"

The second to last sentence of the second paragraph on page 281 of the Original Base Prospectus is replaced as follows:

"The transaction is anticipated to close in the second half of 2024."

The following paragraphs shall be included at the end of this sub-section on page 282 of the Original Base Prospectus:

"On 27 June 2024, OMV announced that the Supervisory Board of OMV AG has reappointed Reinhard Florey as Chief Financial Officer. His current term of office has been extended by two years until 30 June 2027.

On 23 July 2024, OMV published that Borouge, ADNOC, Borealis (Consortium), and Wanhua Chemical Group, a leading Chinese chemical company, together with Wanrong New Materials (Fujian), a subsidiary controlled by Wanhua, announced the signing of a project collaboration agreement for a feasibility study to develop a 1.6 million tons per year specialty state-of-the-art polyolefin complex in Fuzhou, Fujian Province, China. If realized, the Consortium and Wanrong New Materials intend to, subject to customary regulatory approvals, establish a Sino-foreign joint venture with a shareholding ratio of 50:50.

On 31 July 2024, OMV announced that in this year's auction for European natural gas transport capacities, OMV was awarded additional transport rights for 29 TWh into Austria until 2029. OMV acquired 7 TWh per year natural gas transport rights for the period between October 2026 to September 2028. Furthermore, OMV acquired 15 TWh transport rights for the period between October 2028 to September 2029. This positions OMV to take on additional piped gas volumes from Germany at the cross-border transfer point Oberkappel in Upper Austria.

On 31 July 2024, OMV announced that it signed a letter of intent with Clariant, a sustainability focused specialty chemical company, to accelerate the transition towards renewable carbon in the European ethylene supply chain. Clariant aims to grow its bio-based ethylene oxide derivatives portfolio with renewable low-carbon footprint ethylene from OMV.

On 20 August 2024, OMV announced that Infinium and Borealis have entered into an agreement to enable the production of low-carbon-footprint plastics generated from waste carbon dioxide (CO₂) emissions that would otherwise be released into the atmosphere. The new Infinium eNaphtha is intended to serve as a sustainable feedstock alternative for plastics used to manufacture consumer goods.

On 23 August 2024, OMV announced that OMV (Norge) AS, operator of the production licence PL 1194, completes the drilling operation in the Norwegian Sea targeting the "Haydn/Monn" exploration prospects. The well encountered gas with estimated recoverable volumes between 30 and 140 mn boe in total.
"

Change to the sub-section titled "LITIGATION AND ARBITRATION"

The last sentence of the second to last paragraph of the paragraph titled "Proceedings related to the Central Processing Facility, the Pipeline and the Gas Treatment Plant of the Nawara project" on page 292 of the Original Base Prospectus is replaced as follows:

"The final award is expected in the second quarter of 2025."

The second and the third sentence of the last paragraph of the paragraph titled "Proceedings related to the Central Processing Facility, the Pipeline and the Gas Treatment Plant of the Nawara project" on page 292 of the Original Base Prospectus are replaced as follows:

"OMV and ABB filed the second joint expert statement on 4 July 2024 and the Post-Hearing Briefs on 2 August 2024."

The last sentence of the last paragraph of the paragraph titled "Current arbitration under Petrom Privatisation Agreement" on page 293 of the Original Base Prospectus is replaced as follows:

"The hearing was held in May 2024. The next step is that the arbitral tribunal issues the award.

In May 2024, a file was submitted by the Ministry of Environment with the Bucharest Appeal Court against OMV AG and OMV Petrom, asking the court to oblige both companies to withdraw the request for arbitration in the current case and to refrain from submitting in the future any other arbitration request, both obligations under the sanction of EUR 50,000/day. No term has been established yet. OMV Petrom and OMV AG submitted their position on 29 July 2024."

The content of the paragraph titled "Investigations by Moldovan competition authorities" on page 293 of the Original Base Prospectus is replaced as follows:

"On 19 January 2021, the Competition Council in Moldova initiated an investigation into several oil companies, including Petrom Moldova SRL in relation to the manner of determining sale prices of the main petroleum products and LPG. On 12 April 2021, the Petrom Moldova SRL received a statement of objections from the Competition Council regarding an alleged price fixing concerted practice. Petrom Moldova SRL submitted observations to the statement of objections on 5 July 2021. The hearing of Petrom Moldova SRL took place in April 2022. The Moldovan competition authority issued a decision against the subsidiary of OMV Petrom thereby imposing a fine of EUR 4.05 mn for violating the Moldovan antitrust law. Petrom Moldova SRL challenged in court the findings of the Moldovan competition authority and also requested the suspension of the decision."

The first sentence of the paragraph titled "Arbitration proceedings against Gazprom related to Yuzhno Russkoye and anti-suit injunction by Gazprom" on page 296 of the Original Base Prospectus is replaced as follows:

"To protect its contractually agreed rights related to its investment in Yuzhno Russkoye, OMV has initiated a Geneva-seated arbitration with the International Court of Arbitration of the International Chamber of Commerce (ICC Court, seated in Geneva) against Gazprom and its affiliate Gazprom Sakhalin Holdings B.V. in September 2023, seeking damages for alleged breaches of the parties' agreements related to a profit-sharing scheme from the production in the Yuzhno Russkoye natural gas field."

The last two sentences of the second paragraph of the paragraph titled "Arbitration proceedings against Gazprom related to Yuzhno Russkoye and anti-suit injunction by Gazprom" on page 296 of the Original Base Prospectus are replaced as follows:

"The International Chamber of Commerce, Paris, who is in charge with the selection and appointment of an independent expert, has appointed an expert and OMV filed its submission on 10 July 2024. The expert determination process is on-going and not completed yet."

The paragraph titled "Arbitration proceedings against Gazprom Export LLC related to the gas supply contract" on page 296 of the Original Base Prospectus is replaced as follows:

"Arbitration proceedings against Gazprom Export LLC related to gas supply contracts

In two separate commercial arbitrations, OMV Gas Marketing & Trading GmbH claims damages from its contracting partner Gazprom Export LLC due to erratic and unpredictable supply curtailments both, under the Austrian natural gas supply contract and the German natural gas supply contract. With respect to the Austrian natural gas supply contract, arbitration has been initiated at the Arbitration Institute of the Stockholm Chamber of Commerce, whereas the dispute under the German natural gas supply contract is subject to arbitration at the International Chamber of Commerce (ICC Court, seated in Geneva). Against the proceedings at the Stockholm Chamber of Commerce under the Austrian natural gas supply contract, Gazprom Export LLC filed a claim with the St. Petersburg Commercial Court and demanded that OMV Gas Marketing & Trading GmbH shall be prohibited from continuing these Stockholm-based arbitration proceedings and OMV shall be fined if it failed to comply with the judicial act. In May 2024, the Arbitration Court of St. Petersburg and the Leningrad Region upheld Gazprom Export LLC's claim against OMV Gas

Marketing & Trading GmbH banning it from continuing foreign arbitration proceedings and imposing a fine of approx. EUR 575 mn in case of OMV's non-compliance with such ruling. In OMV's view, also in this case the court did not have jurisdiction for these illegitimate proceedings."

Change to the sub-section titled "SIGNIFICANT CHANGES"

The content of this sub-section on page 297 of the Original Base Prospectus is replaced as follows:

"There have not been significant changes in the financial position and the financial performance of the Group since 30 June 2024."

Change to the sub-section titled "RATING"

The text of the 3rd footnote to this sub-section "Rating" on page 297 of the Original Base Prospectus is replaced as follows:

"Affirmation of A3 Rating and stable outlook as of 15 July 2024 by Moody's and affirmation of A- rating with stable outlook as of 17 July 2024 by Fitch."

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