Supplement No. 1 dated 31 October 2025

*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 18 June 2025 (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 nine months ended 30 September 2025 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 three 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 5 November 2025. 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 SECTION TITLED "RISK FACTORS"

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

The sixth, seventh and eighth sentences 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 oil price to be around USD 70/bbl for 2025 at an expected EUR-US Dollar ("**USD**") exchange rate of 1.13. The average realized natural gas price is expected to be between EUR 30/MWh and EUR 35/MWh for 2025, with an average Trading Hub Europe ("**THE**") natural gas price forecast of slightly below EUR 40/MWh. OMV's market assumptions for the period 2026 to 2030, which act as a base for the calculation of the financial targets 2030 as presented at the Capital Markets Day in October 2025, are as follows: Brent of around USD 70/bbl, TTF gas price of around EUR 30/MWh, refining indicator margin Europe of around USD 6-7/bbl, ethylene/propylene indicator margin Europe of around 450-500 EUR/t and a CO_2 price of around 70-110 EUR/t."

The third 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 16 of the Original Base Prospectus shall be replaced as follows:

"Gazprom's application was accepted by the St. Petersburg Commercial Court and OMV filed an objection in due course. On 14 July 2025, the St. Petersburg Commercial Court granted the requested award to Gazprom increasing the ASI fine up to EUR 4.7 bn. Further OMV's appeal was rejected by the Russian North-West District Commercial Court on 18 September 2025."

The last sentence of the first paragraph of the risk factor "Adverse financial market conditions or failure to transition to lower-carbon energy sources may affect OMV's ability to refinance at all or at favourable terms. Inadequacy of available financing options may lead to negative impacts on the pursuit of OMV's strategy" on page 21 of the Original Base Prospectus shall be replaced as follows:

"In addition, in August 2024, OMV issued senior bonds in an aggregate amount of EUR 1 bn, consisting of two tranches of EUR 500 mn each (at a coupon of 3.750% due 2036 and at a coupon of 3.250% due 2031) and in June 2025, OMV issued new perpetual, subordinated hybrid notes with a volume of EUR 750 mn (the hybrid notes have no maturity date and will bear until but excluding 30 December 2030 a fixed interest rate of 4.3702% per annum)."

The following sentence shall be inserted after the third sentence in the fourth paragraph of the risk factor "Adverse financial market conditions or failure to transition to lower-carbon energy sources may affect OMV's ability to refinance at all or at favourable terms. Inadequacy of available financing options may lead to negative impacts on the pursuit of OMV's strategy" on page 22 of the Original Base Prospectus:

"The influence of economic, geopolitical and regulatory volatility on OMV's business led to adjustments of the pace of renewable investments."

Changes to the sub-section "2. Strategic Risks"

The third sentence of the first paragraph of the risk factor "OMV is exposed to business transformation risks resulting from implementation of its Strategy 2030" on page 22 of the Original Base Prospectus shall be replaced as follows:

"In June 2024 and October 2025, OMV has presented updates on the Strategy 2030."

After the final sentence of the first paragraph of the risk factor "Natural gas supplies from OMV's natural gas supply sources may turn out to be less effective than envisaged, have less favourable terms or may fail." on page 24 of the Original Base Prospectus the following sentences shall be inserted:

"In September 2025, GPE filed a claim with the St. Petersburg Commercial Court against these new proceedings at the SCC under the Austrian natural gas supply contract 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 a hearing held in October 2025, the St. Petersburg Commercial Court granted GPE's claim. OMV Gas Marketing & Trading GmbH has the possibility to appeal against the ruling of the St. Petersburg Commercial Court within one month as of its publishment."

The following sentence shall be inserted at the end of the second paragraph of the risk factor "OMV's growth strategy may be less successful than expected. In particular, OMV's strategy in connection with significant investments may fail or may turn out to be of less economic benefit to OMV than planned" on page 30 of the Original Base Prospectus:

"The influence of economic, geopolitical and regulatory volatility on OMV's business led to adjustments of the pace of renewable investments."

Under the second bullet point of the first paragraph of the risk factor "Certain relationships with stakeholders could result in conflicts of interest" on page 32 of the Original Base Prospectus, the first sentence shall be replaced as follows:

"Representatives of Österreichische Beteiligungs AG ("**ÖBAG**") and persons nominated for election by ÖBAG in OMV AG's Supervisory Board: Edith Hlawati, a member of the Issuer's Supervisory Board, is Chief Executive Officer at ÖBAG, and Robert Stajic, a member of the Issuer's Supervisory Board, was an Executive Director at ÖBAG until 30 September 2025."

Under the fourth bullet point of the first paragraph of the risk factor "Certain relationships with stakeholders could result in conflicts of interest" on page 32 of the Original Base Prospectus, the third sentence shall be replaced as follows:

"In addition to the functions of ADNOC related persons in the Supervisory Board, alongside OMV AG's 75% stake in Borealis GmbH (indirectly via Borouge Group International AG), ADNOC (indirectly via Borouge Group International AG) owns the remaining 25% of Borealis GmbH's share capital."

Changes to the sub-section "3. Environmental-Social-Governance ("ESG") Risks"

The third to the last sentence of the fifth paragraph of the risk factor "OMV is exposed to several environmental, social and governance ("ESG") risks, including risks related to climate change, risks related to energy transition and risks related to its circular economy strategy. Amendments of existing or new strict climate regulations as well as failure to meet ESG targets constitute significant risks for OMV." on page 34 of the Original Base Prospectus shall be replaced as follows:

"In June 2024 and October 2025, OMV has presented updates on the Strategy 2030. Achieving these strategic objectives is subject to a variety of uncertainties and inherent risks, including that the Group is unable to source sustainable resources at quantities sufficient for its production targets, that decarbonization were to occur faster than assumed by OMV and that OMV is thus unable to align its interim targets for 2030 and 2040 with applicable legislation, policy considerations and/or investor expectations around energy transition as they evolve over the years to come."

The third last sentence of the sixth paragraph of the risk factor "OMV is exposed to several environmental, social and governance ("ESG") risks, including risks related to climate change, risks related to energy transition and risks related to its circular economy strategy. Amendments of existing or new strict climate regulations as well as failure to meet ESG targets constitute significant risks for OMV." on page 34 of the Original Base Prospectus shall be replaced as follows:

"Borealis' new PDH plant in Kallo is now estimated to start up in 2026."

Changes to the sub-section "4. Market Risks"

The fifth paragraph of 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 37 of the Original Base Prospectus shall be replaced as follows:

"The average realised natural gas price is anticipated to be between EUR 30/MWh and EUR 35/MWh in 2025, with an average THE natural gas price forecast of slightly below EUR 40/MWh."

The second last sentence of the first paragraph of risk factor "A decline in refining, commercial and retail margins would negatively affect OMV's results of operations" on page 39 of the Original Base Prospectus shall be replaced as follows:

"In the first nine months of 2025, the refining margin Europe amounted to USD 8.8/bbl, substantially higher than in the same period in 2024."

Changes to the sub-section "6. Compliance, Legal and Control Risks"

Before the penultimate sentence in the second bullet point in 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 the following sentence shall be inserted:

"Hence, OMV effectively does not have control over those funds."

After the last sentence in the second bullet point in 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 the following sentence shall be inserted:

"SOGAZ is designated on EU and US asset freezing sanction lists. In case the funds are transferred from the Russian accounts to an EU bank account the funds are frozen."

The penultimate and the last sentence in the fifth bullet point in the second paragraph in 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 shall be replaced as follows:

"Since 20 July 2025, EU sanctions prohibited to engage, directly or indirectly, in any transaction in connection with the natural gas pipelines Nord Stream and Nord Stream 2, regarding the completion, operation, maintenance or use of the pipelines. OMV is applying for necessary derogations from such transaction ban for receiving repayments under the Ordinary Composition Agreement."

The third sentence of the seventh bullet point in 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 47 of the Original Base Prospectus shall be replaced as follows:

"As of 21 January 2026, it shall be prohibited to import refined petroleum products obtained from Russian crude oil. The import ban on Russian oil as well as the future import ban on Russian natural gas limits OMV's sourcing abilities and in particular a potential ban on Russian natural gas supplies may significantly increase the sourcing costs, thereby adversely affecting OMV's business and result of operations."

After the tenth bullet point in 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 47 of the Original Base Prospectus the following additional bullet point shall be inserted:

"

- On 22 October 2025, the U.S. government imposed property-blocking sanctions on Russia's two largest oil companies, Rosneft Oil Company ("**Rosneft**") and Lukoil OAO ("**Lukoil**"), by designating these entities, as well as 34 Russia-based Rosneft and Lukoil subsidiaries, to the SDN List maintained by OFAC. In this context OFAC has issued a General License authorizing the wind-down of contracts entered before 22 October 2025 until 21 November 2025. These U.S. designations follow the United Kingdom government's 15 October 2025 designation of Rosneft and Lukoil, together with 88 other entities, individuals, and vessels that it had determined to be supporting Russia's war in Ukraine. Consequently, any business with Lukoil or Rosneft group companies is prohibited unless it is covered by a general license for winding down pre-existing contracts or business with Rosneft Deutschland GmbH. In parallel, the EU has enacted the 19th sanctions package targeting Russia, which includes various export, service, and other restrictions as well as designations of additional banks, companies, and vessels for asset-freezing sanctions. OMV has entered into transactions with Lukoil and Rosneft and is currently analyzing existing business relationships in order to comply with applicable sanctions.

"

The following sentence shall be added at the end of the eleventh bullet point in 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 47 of the Original Base Prospectus:

"Penalties may amount to up to 5% of the total group-wide turnover."

The seventh and the eighth sentence of the twelfth bullet-point in 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 47 of the Original Base Prospectus shall be replaced as follows:

"Since also the National Iranian Oil Company is designated as a SDN in the US and listed on asset freezing sanction lists of the EU, extraterritorial U.S. and EU sanctions may attach to dealings with the National Iranian Oil Company. The re-imposition has material adverse effects on any business opportunity in Iran and the receiving of outstanding debts."

The thirteenth bullet point in 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 48 of the Original Base Prospectus shall be replaced as follows:

"On 29 September 2025, the EU has reintroduced sanctions targeting Iran which include signation of multiple Iran-affiliated persons and entities on the asset-freezing sanction list, inter alia the National Iranian Oil Company. Energy import restrictions are prohibiting the import, purchase and transport of Iranian crude oil, petroleum products, natural gas and petrochemicals as well as any financing, insurance or related services. Also, the transfer of funds to and from Iranian banks or persons/entities in Iran is restricted."

The third last to the last sentence in the last paragraph of the risk factor "The legal systems as well as procedural safeguards in certain regions or countries of the Operating Region are not yet fully developed and material changes in law may occur. Compliance with compulsory natural gas storage obligations may significantly impact OMV's business." on page 49 of the Original Base Prospectus shall be replaced as follows:

"To address speculation on the gas market and bring down prices, by introducing greater flexibility in rules on gas storage refilling, the European Parliament and the Council adopted Regulation (EU) 2025/1733 amending Regulation (EU) 2017/1938, which entered into force on 11 September 2025. Member States must ensure that the underground natural gas storage infrastructures in each territory are filled up to at least 80% of their capacity at Member State level by 1 November 2022, rising to 90% for the following years. Compliance with compulsory natural gas storage obligations or similar regulatory, fiscal or policy interventions may significantly impact OMV's business in its Operating Region, the precise impact of which is currently unknown."

CHANGES TO THE SECTION TITLED "GENERAL INFORMATION"

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

The following item shall be added to the numerical list as fourth item within the sub-section "B. Other Documents" on page 61 of the Original Base Prospectus:

"4. the OMV Q3 2025 Quarterly Report containing the unaudited condensed consolidated interim financial statements of OMV AG as of and for the nine months ended 30 September 2025;"

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

The following table shall be added after the third table in the sub-section "C. Documents incorporated by reference" on page 62 of the Original Base Prospectus:

"

The unaudited condensed consolidated interim financial statements of OMV AG as of and for the nine months ended 30 September 2025 contained in the OMV "Q3 2025 Quartalsbericht"	
Konzernzwischenabschluss (*verkürzt, ungeprüft*)	
Gewinn- und Verlustrechnung (*ungeprüft*)	16
Gesamtergebnisrechnung (*verkürzt, ungeprüft*)	17
Konzernbilanz (*ungeprüft*)	18
Eigenkapitalveränderungsrechnung (*verkürzt, ungeprüft*)	19
Konzern-Cashflow-Rechnung (*verkürzt, ungeprüft*)	20
Ausgewählte Erläuterungen zum Konzernzwischenabschluss	
Gesetzliche Grundlagen, Bilanzierungsgrundsätze, Konsolidierungskreisänderungen, Saisonalität und Zyklizität, Sonstige wesentliche Transaktionen und OMV und ADNOC gründen ein neues Polyolefins Joint Venture	21-28
Erläuterungen zur Gewinn- und Verlustrechnung	28-29
Erläuterung zur Bilanz	30-32
Segmentberichterstattung	33
Ergänzende Angaben	34-35

https://www.omv.com/downloads/2025/10/b0fc72a2-fc73-7ccd-6ec9-d2dbd6e1e902/OMV_Q3_25_DE.pdf
"

The following table shall be added after the last table in the sub-section "C. Documents incorporated by reference" on page 63 of the Original Base Prospectus:

"

The unaudited condensed consolidated interim financial statements of OMV AG as of and for the nine months ended 30 September 2025 contained in the OMV "Q3 2025 Quarterly Report" (non-binding English translation of the German language version)	
Consolidated Interim Financial Statements (condensed, unaudited)	
Consolidated Income Statement (unaudited)	16
Consolidated Statement of Comprehensive Income (condensed, unaudited)	17
Consolidated Statement of Financial Position (unaudited)	18
Consolidated Statement of Changes in Equity (condensed, unaudited)	19
Consolidated Statement of Cash Flows (condensed, unaudited)	20
Selected notes to the consolidated interim financial statements	

https://www.omv.com/downloads/2025/10/68ccc9c0-47cc-b8c9-548a-e33ccd44f9da/OMV_Q3_25_EN.pdf
"

The following information shall replace the penultimate paragraph at the end of the sub-section "C. Documents Incorporated by reference" on page 63 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 2023 and 2024 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 2025 and as of and for the nine months ended 30 September 2025, 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, 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 the section "General Information on the Issuer and the Group" on page 230 of the Original Base Prospectus shall be replaced as follows:

"Figures not taken from those audited consolidated financial statements of the Issuer as of and for the financial years 2024 and 2023, and figures taken from the unaudited condensed consolidated interim financial statements of the Issuer as of and for the three months ended 31 March 2025 or as of and for the nine months ended 30 September 2025 are labelled as "unaudited"."

Changes to the sub-section "SELECTED FINANCIAL DATA OF OMV"

The content of this sub-section on page 231 of the Original Base Prospectus shall be 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 2024, (ii) the audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2023 and (iii) the unaudited condensed consolidated interim financial statements of OMV AG as of and for the three months ended 31 March 2025 as well as of and for the nine months ended 30 September 2025. The audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2024 and the audited consolidated financial statements of OMV AG as of and for the financial year ended 31 December 2023 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 years ended 31 December 2024 and 2023 have been audited by KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft. The auditor is independent and a member 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 Economy, Energy and Tourism of the Republic of Austria. The unaudited condensed consolidated interim financial statements of OMV AG as of and for the three months ended 31 March 2025 as well as of and for the nine months ended 30 September 2025 have been prepared in accordance with IAS 34 Interim Financial Statements.

The audited consolidated financial statements of OMV AG as of and for the financial years ended 31 December 2024 and 2023, together with the respective auditor's reports of KPMG Austria GmbH

Wirtschaftsprüfungs- und Steuerberatungsgesellschaft thereon, and the unaudited condensed consolidated interim financial statements of OMV AG as of and for the three months ended 31 March 2025 as well as of and for the nine months ended 30 September 2025 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.

Consolidated Statement of Financial Position (summarized)	**As of 31 December**		**As of 30 September**
	2024	**2023**	**2025**
	(in EUR mn) audited		***(in EUR mn) unaudited***
Assets			
Non-current assets…………………………………...	32,679	31,559	24,370
Current assets……………………………………...	15,709	17,432	10,914
Assets held for sale…………………………………..	425	1,671	10,233[1]
Equity and liabilities			
Equity……………………………….……………..	24,617	25,369	22,554
Non-current liabilities………………………………..	14,735	14,826	12,645
Current liabilities…………………………………….	9,404	9,846	6,610
Liabilities associated with assets held for sale………	56	622	3,708[1]
Total assets/equity and liabilities............................	48,813	**50,663**	**45,517**

(1) The increase in assets held for sale and liabilities associated with assets held for sale in 2025 reflects mainly the reclassification of the Borealis Group (excluding Borouge investments), in accordance with IFRS 5, following the agreement between OMV and ADNOC to establish a new Polyolefins Joint Venture. Further details are provided in the section "OMV and ADNOC to establish a new Polyolefins Joint Venture" in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(*Sources*: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2024 and 31 December 2023, Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025)

Operating Result	**Financial year ended 31 December**			**Nine months ended 30 September**
	2024[1]	**2024**	**2023**	**2025**[2]
	(in EUR mn) unaudited	***(in EUR mn) audited***		***(in EUR mn) unaudited***
Operating Result.............................	4,202	4,254	5,226	2,776

(1) The 2024 comparative figures have been restated to reflect the reclassification of the Borealis Group (excluding Borouge investments) as discontinued operations in accordance with IFRS 5, following the agreement between OMV and ADNOC to establish a new Polyolefins Joint Venture. Further details are provided in the section "OMV and ADNOC to establish a new Polyolefins Joint Venture" in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(2) Operating Result for the nine months ended 30 September 2025 relates to Operating Result from continuing operations.

(*Sources*: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2024 and 31 December 2023, Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025)

	Financial year ended 31 December *(in EUR mn)* *unaudited*	Nine months ended 30 September *(in EUR mn)* *unaudited*
	2024[(1)]	**2025**
Operating Result from continuing operations............	4,202	2,776
Operating Result from discontinued operations.........	52	268

(1) The 2024 comparative figures have been restated to reflect the reclassification of the Borealis Group (excluding Borouge investments) as discontinued operations in accordance with IFRS 5, following the agreement between OMV and ADNOC to establish a new Polyolefins Joint Venture. Further details are provided in the section "OMV and ADNOC to establish a new Polyolefins Joint Venture" in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(*Sources*: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025)

Net Debt	**As of 31 December**		**As of 30 September**
	2024	**2023**	**2025**
	(in EUR mn) ***audited***		**(in EUR mn)** **unaudited**
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)	3,225	2,120	4,228

(*Sources*: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2024 and 31 December 2023, Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025)

Cash Flows	**Financial year ended 31 December**		**Nine months ended 30 September**
	2024	**2023**	**2025**
	(in EUR mn) ***audited***		***(in EUR mn)*** ***unaudited***
Cash flow from operating activities	5,456	5,709	3,534
Cash flow from investing activities	(3,152)	(3,027)	(1,969)
Cash flow from financing activities	(3,132)	(3,771)	(3,093)

(*Sources*: Issuer's audited consolidated financial statements as of and for the financial years ended 31 December 2024 and 31 December 2023, Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025)
"

Changes to the sub-section "ORGANISATIONAL STRUCTURE"

In the paragraph titled "Organisational Structure" on page 234 of the Original Base Prospectus, in the third diagram titled "selected joint ventures (3)", the percentage of "40%" displayed for "Borouge 4 LLC" shall be replaced as follows:

"30%"

In the paragraph titled "Organisational Structure" on page 235 of the Original Base Prospectus, the first sentence in the first paragraph after the group chart shall be replaced as follows:

"In addition to wholly owned subsidiaries (including inter alia OMV Exploration & Production GmbH, OMV Downstream GmbH, OMV Gas Logistics Holding GmbH and OMV Gas Marketing & Trading GmbH), as of the date of this Prospectus, the Issuer owns (indirectly via Borouge Group International AG) an interest of 75% in Borealis GmbH, a provider of advanced and circular solutions in the fields of polyolefins, base chemicals and mechanical recycling of plastics, and of 51.16% in OMV Petrom, one of the largest integrated energy producers in Southeastern Europe."

The last sentence of the first paragraph after the group chart in the section "Organisational Structure" on page 235 of the Original Base Prospectus shall be deleted.

In the paragraph titled "Organisational Structure" on page 235 of the Original Base Prospectus, in the first bullet after the heading "Borealis has two major joint ventures" the last two sentences shall be deleted.

After the last sentence of the third paragraph after the group chart in the section "Organisational Structure" on page 235 of the Original Base Prospectus the following sentences shall be inserted:

"As of the date of this Supplement No. 1, the majority of required regulatory clearance have been received, including Foreign Direct Investment approvals in the U.S. and Austria. Merger control clearance has been granted in the EU, China, the U.S. and Canada. In addition, the share transfer in Borouge 4 LLC ("**Borouge 4**"), a joint venture company for the fourth expansion of Borouge's integrated polyolefins complexes, has been signed and with effect as of 24 October 2025, the shares in Borouge 4 are being held by ADNOC (70%) and OMV (30%; indirectly via OMV Downstream GmbH). Once fully operational, Borouge 4 is to be recontributed to Borouge Group International. Furthermore, Borouge Group International has in the meanwhile been incorporated. At the date of this Supplement No.1 its shareholders are OMV (75%) and, indirectly, ADNOC (25%) and Borouge Group International is in turn the sole shareholder of Borealis."

The penultimate sentence of the last paragraph in the section "Organisational Structure" on page 236 of the Original Base Prospectus shall be replaced as follows:

"Gazprom's application was accepted by the St. Petersburg Commercial Court and OMV filed an objection in due course. On 14 July 2025, the St. Petersburg Commercial Court granted the requested award to Gazprom increasing the ASI fine up to EUR 4.7 bn. Further OMV's appeal was rejected by the Russian North-West District Commercial Court on 18 September 2025."

Change to the sub-section "BUSINESS STRATEGY"

The texts of the sub-sections titled "Group Strategy" on pages 239 and 240, "Chemicals Strategy" on pages 240 and 241, "Fuels & Feedstock (F&F) Strategy" on pages 241 and 242, " Energy Strategy" on pages 242 to 244, "Decarbonization Strategy" on page 244, "Finance Strategy" on pages 244 to 246, and "Oil Price, Natural Gas Price, Chemicals and EUR/USD Assumptions" on page 246 of the Original Base Prospectus shall be replaced in their entirety as follows:

"***Group Strategy***

The OMV Strategy 2030 - introduced in 2022 - marked the beginning of OMV's transformation process. Driven by a focus on value creation and financial resilience, the Issuer has published the last update to the Strategy 2030 in October 2025. Looking ahead, the strategic directions remain clear and unchanged – OMV remains committed to transform and grow into an integrated sustainable energy, fuels, and chemicals company, leading an agile transformation that aligns with customer expectations and positions OMV for long-term resilience in a changing energy landscape.

OMV maintains a strong foundation in its traditional business while pursuing growth opportunities in sustainable sectors. The energy transition continues to gain momentum, however at a slower pace than previously anticipated. As a reliable supplier, OMV is driving an agile, demand-led transformation, while investing in future technologies at pace and aligning the investments in sustainable business with market developments. The strategy is built on three robust pillars:

- Grow gas and selectively advance renewables
- Strengthen profitable fuels business while capturing opportunities in sustainable mobility
- Accelerate chemical growth through Borouge Group International (BGI), feedstock integration and driving circular innovation

Sustainability remains a core pillar of OMV's Strategy 2030. The Issuer has set interim targets for 2030 and 2040, aiming to reduce Scope 1 and 2 emissions by 30% by 2030 and 60% by 2040, and Scope 3 emissions by 20% by 2030 and 50% by 2040, all compared to 2019 levels. OMV also aims to reduce the carbon intensity of its energy supply by 10% by 2030 and by 25% by 2040. In addition, the Issuer is committed to achieve zero flaring and venting by 2030, as well as to reduce methane emissions to below 0.1% by 2030. All these reductions are aimed to be reached by leveraging technology and innovation across the entire value chain.

In the Energy segment, OMV is increasing investments in exploration and production while selectively advancing renewables, with the overarching goal of delivering strong and reliable cash flows. Gas represents a key growth engine for OMV, with anticipated longer and robust demand. Natural gas will continue to play a pivotal role in Europe's energy landscape for the long-term, acting as a key enabler of the energy transition. OMV's established asset footprint in Europe, the Norwegian continental shelf and North Africa provides a competitive position to benefit from this opportunity and further grow its footprint. By 2030, the goal is to achieve total oil and gas production of around 400 kboe/d. One of the most transformative projects in the pipeline is Neptun Deep, a project in development phase that plays a pivotal role in OMV's strategy. In the Gas Marketing & Power business, OMV aims to further strengthen and diversify its portfolio, while OMV Petrom also aspires to become a leading power market player in South-Eastern Europe, targeting more than 2.4 TWh (net to OMV Petrom) renewable power by 2030. In Geothermal, OMV continues to invest in projects in Austria, while pacing the investments in closed-loop technology. The focus remains on advancing and maturing the solution, ensuring technological readiness and long-term viability.

In the Fuels segment, OMV is focused on maximizing integrated margins across the entire value chain and deepening chemical integration. By enhancing cost and margin efficiencies and capitalizing on emerging opportunities in renewable fuels, chemical feedstocks, and sustainable mobility, OMV is proactively adapting to evolving consumer preferences and regulatory requirements. Here, the ambition is to reach around 900 kt of renewable fuels and chemical feedstock production capacity and install around 5,000 high-performance charging points by 2030. In Retail, OMV continues its profitable growth with focus on both premium fuels and non-fuel business. In October 2025, the name of the Fuels & Feedstock segment changed to Fuels.

In the Chemicals segment, OMV is well positioned for growth via Borouge Group International and aims to maximize utilization of its operated assets while leveraging technology and innovation for circular chemicals. On 3 March 2025, OMV and ADNOC signed a binding agreement to combine Borealis and Borouge into BGI. The formation of BGI represents an acceleration of OMV's growth strategy in Chemicals, delivering scale, synergies, capital efficiency, and shareholder value, and it fully supports its transformation and transition to a sustainable future. The new company aims to capitalize on the long-term polyolefins global demand growth (expected to exceed global GDP growth) and is likely to benefit from the geographical diversification, access to low-cost feedstock, innovative and differentiated product portfolio. Post-closing, OMV will hold 46.9% share in the new entity, with equal shareholdings and joint control alongside ADNOC. Upon completion, BGI shall acquire Nova Chemicals, a North American-based polyolefin producer and a leader in advanced packaging solutions with advantaged feedstock access and proprietary technologies, further expanding BGI's footprint in North America. The combination of Borouge and Borealis and the acquisition of Nova Chemicals is scheduled to close simultaneously, with expected completion in the first quarter of 2026 subject to regulatory approvals and other customary conditions.

Energy Strategy

As the energy landscape evolves, OMV has recalibrated its strategic priorities until 2030 in the Energy segment. The Issuer remains committed to growing its gas portfolio and adjusted the pace of renewable investments, while keeping the overall strategic direction unchanged.

The 2030 strategic priorities in Energy are:

- Develop gas as a strategic growth engine:
  - Deliver Neptun Deep and other organic projects
  - Increase investments in exploration and production
  - Pursue cash-flow accretive inorganic growth
- Selectively advance renewables

OMV aims to become a leading producer of gas for its core European markets with increased investments in exploration and production. This ambition is rooted in the belief that gas will play a pivotal role in Europe's energy transition, providing both security of supply and a lower-carbon alternative as we move away from coal and oil.

OMV's exploration and production portfolio is focused on three core regions: North, Central and Eastern Europe (CEE), and South. In the North region - Norway - the focus is on high grading the portfolio by growing equity gas production and extending its longevity and materiality. Berling project, OMV's first operated field development on the Norwegian Continental Shelf is a key part of its strategy to grow gas volumes. With estimated gross recoverable resources of 45 million barrels of oil equivalent, Berling strengthens the role as a reliable energy partner for Europe and supports the transition to a more secure and sustainable energy future. In the CEE region, OMV is active in Austria, Romania, and Bulgaria. With Neptun Deep operated by OMV Petrom, the largest offshore gas project in the EU, the Issuer will play a significant role in the Black Sea. Neptun Deep will deliver 140 kboe/d gross production (50% OMV Petrom) for an 8 to 10-year plateau period, and is on track to start production in 2027. By 2030, the Issuer expects Neptun Deep alone to contribute approximately EUR 0.5 bn to OMV Petrom's clean Operating Result. Neptun Deep will double Romania's gas output and will enable exports to Europe. In addition, the presence in the Black Sea region will be strengthened by leveraging the extensive experience of OMV Petrom in the Black Sea and tapping the exploration potential of Han Asparuh offshore block in Bulgaria. In the South region where OMV is active in the United Arab Emirates, Libya, Tunisia, and the Kurdistan Region of Iraq, the aim is to grow the gas production and add reserves in North Africa.

OMV continues to focus on cost and efficiencies, remains committed to execute on increased pipeline of organic projects and pursues value-accretive inorganic opportunities that leverage OMV's strengths and unlock additional synergies. The Issuer targets an organic oil and gas production between 320 and 330 kboe/d by 2030 and is also looking into inorganic opportunities to complement the portfolio and reach a total production level of around 400 kboe/d by 2030. Furthermore, it aims for an oil and gas portfolio cash break-even of lower than 30 USD/boe and a lower than 9 USD/boe organic unit production cost by 2030.

In the Gas Marketing & Power business, OMV manages an integrated portfolio of gas supply, sales and trading, storage, LNG regasification capacity, as well as power generation. With approximately 30 TWh of storage capacity in Austria and Germany and long-term LNG contracts in place, OMV ensures supply security and stable returns. Gas supply sources are fully diversified, as OMV no longer supplies gas from Gazprom since December 2024. OMV has secured transportation capacities into Austria via Germany and Italy to enable OMV to supply equity gas and third-party volumes from Norway to Austria, as well as LNG volumes leveraging the share in regasification capacities at the Gate LNG terminal in Rotterdam. With Neptun Deep expected to come on stream in 2027, OMV's equity gas volumes are set to increase significantly. The strategic aim is to unlock further value by expanding its trading and sales footprint in Europe and strengthen profitability through a multi-commodity trading platform – positioning gas as a key enabler in the Issuer's portfolio.

With regard to power generation, the Group aims to benefit from the integration of gas and electricity in Romania through OMV Petrom, with profitability driven by power margins and spark spreads, alongside balancing services and integration with renewable power capacities. The Group expects to produce over 6 TWh annually. OMV Petrom's ambition is to become a leading power market player in Southeast Europe, underpinned by significant investments and a clear growth strategy in renewables, targeting annually more than 2.4 TWh (net to OMV Petrom) renewable electrical output by 2030. By capitalizing on Romania's favorable wind and solar conditions, as well as supportive regulatory frameworks, OMV Petrom has secured a strong project pipeline, one of the largest new solar and wind power portfolios in Romania. Several major M&A transactions were closed in 2024 in Romania. In September 2024, OMV Petrom closed the transaction with Jantzen Renewables for the acquisition of several photovoltaic projects in Romania, totaling approximately 710 MW of photovoltaic capacity at the "ready-to-build" stage. In November 2024, the Issuer awarded the EPCC contract for the photovoltaic power plant in Ișalnița with a capacity of approximately 89 MW, beginning the execution phase. In addition, in 2024, OMV Petrom completed the acquisition of 50% of the shares in Electrocentrale Borzești from RNV Infrastructure. In total, OMV Petrom completed three transactions with Renovatio, comprising around 950 MW of wind and around 200 MW of photovoltaic projects. The wind projects will be developed, built, and operated in partnership with RNV Infrastructure. At the same time, OMV Petrom and CE Oltenia move forward with the four photovoltaic projects by signing the execution contracts. The four projects have a total installed capacity of approximately 550 MW, higher than the initially estimated capacity of 450 MW, due to contractors' proposed solutions aiming to maximize power production. OMV Petrom also expanded in Bulgaria with the recently closed Gabare project, which is planned to have around 0.3 TWh net electrical output per year. OMV Petrom's total investments from 2026 to 2030 will be around EUR 0.7 bn, with a targeted internal rate of return of at least 10%. The existing 860 MW gas power plant provides a flexible backbone, helping to reduce the variability of renewable electricity production. Furthermore, power storage opportunities to further increase the flexibility and reliability of electricity supply are explored.

In geothermal energy, OMV targets around 1 TWh of net production output by 2030, with an IRR of at least 10%, reflecting a more measured pace of development. This accounts for evolving market dynamics and the current maturity of geothermal technologies, ensuring that investments are aligned with technological readiness and long-term value creation. OMV is advancing geothermal energy development through two complementary technologies. The first, open-loop system, utilizes naturally occurring aquifers to extract and reinject hot water for energy production. In 2023, OMV formed a joint venture with Wien Energie, which operates one of the largest district heating networks in Europe, to explore and develop the potential of the Vienna basin using the open-loop technology. The JV "Deeep" has already completed drilling for a 20 MW pilot plant, with production tests ongoing and a planned start-up in 2028. The second phase, targeting 60 MW, will begin drilling in 2026 and is expected to start in 2030. Our long-term plan is to scale up to 200 MW after 2030, which would be enough to supply around 200,000 households - about half of Vienna's district heating customers. The second technology, closed-loop system, relies solely on subsurface hot rock formations, circulating water through a sealed system without the need for natural reservoirs. This closed-loop approach offers significant scalability potential, as it is less dependent on specific geological conditions, making it a promising pathway for broader deployment in the future. In 2023, OMV became a minority shareholder in Eavor, a Canadian company specializing in innovative closed-loop geothermal technology. At present, the companies are conducting tests to assess the commercial viability of this technology in Germany at the Geretsried site. The organic investment for geothermal projects is estimated at around EUR 700 mn for the period 2026-2030.

To execute its 2030 Strategy, around 55% of total organic CAPEX will be allocated to the Energy segment between 2026-2030.

Fuels Strategy

As demand shifts across Europe, the Fuels segment will adapt its product portfolio to capture emerging opportunities. This includes preparing for anticipated growth in jet fuel and declining heating oil and diesel demand while expanding capacities in sustainable fuels and chemical feedstocks.

The 2030 strategic priorities set for the Fuels segment are:

- Optimize across the value chain and deepen chemical integration
- Deliver cost and margin efficiencies
- Grow retail contribution by focusing on premium fuels, non-fuel business and eMobility
- Increase sales volumes in commercial road transport and expand aviation footprint
- Capture opportunities in renewable fuels, chemical feedstock, and EV

The European fossil fuel refining market is expected to decrease by 2030 - particularly in Western markets - as both volumes and refining margins come under increasing pressure driven by the decarbonization ambition in Europe, which is driving the shift toward sustainable mobility fuels. To leverage the opportunities, OMV is developing a production portfolio of renewable fuels and sustainable chemical feedstocks, aiming to reach approximately 900 kt by 2030.

To achieve this target, OMV continues to execute its project portfolio and plans further investments. The co-processing plant in Schwechat refinery with an annual capacity of 135 kt is already in operation, producing renewable diesel. The construction of the new Sustainable Aviation Fuel (SAF) and Renewable Diesel (HVO) unit at Petrobrazi refinery is on-track for startup in 2028. The unit will have a production capacity of 250 kt of sustainable fuels per year. With this investment, OMV Petrom aims to become the first major producer of sustainable fuels in Southeast Europe. In addition, OMV is building around 200 MW electrolyzer capacities in Austria and Romania, to cover captive refinery demand. Apart from driving the decarbonization of the sites, green hydrogen creates value by supporting differentiated higher margin refinery products.

OMV has a wide range of initiatives to ensure adequate feedstock for the renewable fuel projects in a time of growing competition. Prior to taking the FID for projects, the Issuer aims to ensure the availability of long-term supply contracts for feedstock. As an example, OMV Petrom has secured feedstock to meet more than 80% of the Petrobrazi SAF/HVO plant's requirements. Moreover, OMV is very active in looking for opportunities for backward integration. Inter alia, OMV Petrom acquired a share in Respira Verde, a leading company in the collection of used cooking oil in Romania. OMV has also established an international origination team in Singapore and is strengthening its renewable materials trading activities in London.

OMV continues to strengthen the integration between its oil and chemicals businesses, with a focus on the integrated Schwechat and Burghausen sites, by reconfiguring plants and sites to maximize high-value fossil outputs while expanding the use of sustainable feedstock for chemicals production. The three European refineries in Austria, Germany, and Romania are operated to optimize asset utilization and maximizing margins. Furthermore, OMV is implementing energy and operational efficiency measures within the existing refinery assets to maintain a leading cost position in Europe.

In the retail business, OMV's target is to be the first mobility choice provider, capitalizing on its strong fuels business with a high premium fuel share as a differentiator and significant margin generator by 2030. This is complemented by further growth in the non-fuel business (+70% compared to 2021) through partnership concepts with convenience retailers i.e. Auchan, Billa and via its own brand VIVA. New gastronomy and service concepts, as well as cooperation in the food logistics sector, are expected to significantly increase the volume and margin of the non-fuel business by 2030. As market evolves, OMV is building a high-performance EV-charging network in CEE. With around 1,220 charging points installed in August 2025, the Group targets to reach around 5,000 by 2030. As part of its strategic roadmaps, OMV has also taken the first steps in developing a dedicated EV charging network for heavy-duty vehicles to establish coverage along key transport corridors in Austria.

In the Commercial business, demand for diesel is anticipated to last longer. Supported by specialized network additions and current offerings, OMV aims to increase commercial road transport volumes in 2030 by 25% compared to 2024. In aviation, OMV's ambition is to further expand the footprint to capture growing jet demand and enable the successful pre-marketing of sustainable aviation fuel.

Overall, OMV aims to increase the cash flows from operations in Fuels in 2030 by more than 50% compared to 2024. To achieve this, the Issuer is focused on maximizing asset utilization across its portfolio, leveraging the power of its direct sales channels and the benefits of integration. To execute its 2030 Strategy, around 40% of total organic CAPEX will be allocated to the Fuels segment between 2026 and 2030.

Chemicals Strategy

OMV's strategic priorities in Chemicals segment set for 2030 are:

- Drive growth through Borouge Group International (BGI)
    - Successful merger and integration
    - Deliver organic growth projects, efficiencies and synergies
- Maximize utilization of OMV crackers
- Further optimize end-to-end integration across value chain
- Leverage technology and innovation for circular chemicals

The formation of BGI marks a significant milestone for OMV, opening substantial growth opportunities. In this new structure, OMV will hold an equal share with ADNOC and the business will be consolidated at equity. Going forward, OMV's Chemicals segment will consist of its share in BGI and its two crackers integrated with the refineries in Austria and Germany. BGI brings together three complementary polyolefin companies:

- Borealis, an innovative polyolefin producer with high feedstock flexibility serving primarily European and North American markets
- Borouge, a world-scale vertically integrated producer serving primarily the Middle Eastern and Asian markets and benefiting from a first quartile feedstock cost position and best-in-class margins
- Nova Chemicals, a leading North American producer with advantaged feedstock access, proprietary technologies, and a strong position in packaging solutions.

Through BGI, OMV's production profile will shift significantly, moving from currently 60% of production in Europe to the future BGI footprint with 70% of production in the first quartile feedstock advantaged regions of the Middle East and North America.

Strategic cornerstones of Borouge Group International:

- Leading global integrated polyolefin company: a player of scale centered around value-add segments and high-growth markets and a platform through which OMV and ADNOC will pursue their polyolefins growth strategy

- Innovation & Differentiation: leader in technology, customer-centric innovation and circular solutions while expanding in high-value segments through premium and specialty products
- Advantaged cost position: ~70% of production in cost-advantaged feedstock regions, remainder benefitting from feedstock flexibility
- Attractive shareholder return: well-positioned to generate attractive shareholder returns through the cycle

In parallel with the completion of the BGI business combination, OMV focuses on progressing its large chemical projects:

- Baystar JV in Texas, USA (50% Borealis): 1 mn t per year integrated ethane to polyethylene complex is running at high utilization rates and the new PE Borstar® plant is ramping up.
- PDH plant in Kallo, Belgium (100% Borealis): a new world-scale propane dehydrogenation (PDH) plant with 740 kt capacity is currently 95% executed and is expected to start up operations in 2026.
- Borouge 4 JV, UAE (30% OMV): an ethane-based steam cracker with a capacity of 1.5 mn t per year and polyolefin plants with a capacity of 1.4 mn t per year with the first unit to start-up by the end of 2025 and with the subsequent units to gradually start-up in 2026. Borouge 4 is to be recontributed to BGI; shareholders maintain flexibility on the timing of the recontribution.

Beyond the strategic growth envisaged through BGI business combination, OMV's Chemicals segment is focused on cash generation by increasing utilization and enhancing feedstock flexibility at its two crackers in Austria and Germany - both being well-positioned on the net cash margin curve. Additionally, the end-to-end process optimization will deepen the integration across the entire value chain.

OMV's focused efforts in innovation and technology have made significant progress to advance OMV's agile transformation. OMV's proprietary ReOil® chemical recycling technology is already in continuous operation at a 16 kt plant in Austria, supporting the Issuer's circular economy ambitions. The ReOil® plant demonstrates chemical recycling at scale and has high potential for technology commercialization.

OMV is well positioned to deliver strong growth in Chemicals following the successful combination of Borouge Group International through organic growth projects, efficiencies, and synergies. Moreover, OMV aims for a 90% utilization and a EUR 200 mn clean Operating Results contribution of the OMV operated crackers in 2030. Total organic CAPEX in Chemicals represents around 5% of the Group's organic CAPEX.

Finance Strategy

The execution of OMV's strategy is supported by a robust financial framework that ensures disciplined capital allocation and long-term value creation. Below 2030 financial targets reflect both, the strategic portfolio evolution as well as current market dynamics and are as followed:

- Clean CCS Operating Result of over EUR 6.5 bn
- Cash Flow from Operating Activities exceeding EUR 6 bn
- Clean CCS Earnings Per Share (EPS) of more than EUR 9.0
- Clean CCS ROACE of at least 12% in the medium to long term
- Leverage target below 30%
- Progressive regular dividend policy and additional variable dividend framework

To achieve these targets, OMV continues to adhere to a disciplined capital allocation across all business segments and plans to invest around EUR 2.8 bn average organic CAPEX per year, Borealis excluded, for the period 2026 to 2030, i.e. around EUR 1 bn lower per year than previously announced. The deconsolidation of Borealis following the creation of BGI will reduce OMV's cumulative organic CAPEX by around EUR 3.5 bn for the period 2026 to 2030. In addition, OMV will optimize capital allocation in its Fuels and Energy segments by reducing organic CAPEX by a further EUR 1.5 bn, rescheduling certain sustainable projects beyond 2030 to balance risk and opportunity. For the period 2026 to 2030, around 30% of the total organic CAPEX will be allocated to sustainable projects and 70% to the traditional business.

OMV's capital allocation priorities are sound: first, investing in its organic portfolio framed by strict capital discipline; second, offering attractive and reliable shareholder returns; third, pursuing inorganic spending for an accelerated transformation guided by strict investment criteria and fourth, deleveraging to achieve a mid/long-term target ratio below 30% and maintain investment grade credit rating. Depending on portfolio measures, the leverage ratio can exceed 30%; however, this will then be followed by a deleveraging program to ensure the balance sheet is strengthened. In its capital allocation, OMV has defined specific investment criteria including IRR and payback periods by business, reflecting the respective risk and return profiles.

During the strategy period, OMV is committed to delivering attractive shareholder distributions. OMV has a progressive policy for its regular dividends and a clear framework for additional variable dividends. In October 2025, OMV has updated its existing dividend policy to reflect the new company structure – the deconsolidation of Borealis and the introduction of BGI dividends – as a result of the BGI transaction by amending the basis for the shareholder distributions. OMV aims to increase the regular dividend every year or at least maintain the level of the respective previous year, showing a strong commitment to delivering sustained and growing value to its shareholders and reflecting the resilience of the business and confidence in the future. In addition, OMV aims to award additional variable dividends when its leverage ratio is below 30%. Starting 2026, OMV will distribute 50% of BGI dividends attributable to OMV plus 20-30% of cash flow from operating activities excluding BGI dividends attributable to OMV, with the first distribution under the amended policy in 2027. The current dividend policy, which provides for a payout of 20–30% of OMV's operating cash flow, will remain in effect for the 2025 financial year, with dividends to be paid in 2026.

Oil Price, Natural Gas Price, Chemicals and EUR/USD Assumptions

OMV's market assumptions for the period 2026 to 2030 which act as a base for the calculation of the financial targets 2030 as presented at the Capital Markets Day in October 2025 are as follows: Brent of around USD 70/bbl, TTF gas price of around EUR 30/MWh, refining indicator margin Europe of around USD 6/bbl to USD 7/bbl, ethylene/propylene indicator margin Europe of around 450 EUR/t to 500 EUR/t, and a CO_2 price of around 70 EUR/t to 110 EUR/t."

Change to the sub-section "BUSINESS OF OMV"

The first sentence under the sub-section titled "General" on page 247 of the Original Base Prospectus shall be replaced as follows:

"OMV is an international integrated energy, fuels, and chemicals company with a diverse business model that spans the entire value chain, headquartered in Vienna."

The final part after the semicolon under the sub-section titled "General" on page 247 of the Original Base Prospectus shall be replaced as follows:

"the mechanical and chemical recycling of plastic waste, and research and development in the field of sustainable energy, fuels, and chemicals."

The paragraph under the sub-section titled "Business Overview" on page 247 of the Original Base Prospectus shall be replaced as follows:

"In 2024, Group sales revenues amounted to EUR 33,981 mn (2023: EUR 39,463 mn). Restated 2024 sales revenues from continuing operations amounted to EUR 26,194 mn[1]. The average number of employees in the financial year 2024 amounted to 21,406 (2023: 21,295). The market capitalization of OMV as of 31 December 2024 amounted to approximately EUR 12.2 bn (EUR 13.0 bn as of 31 December 2023). In the first nine months of 2025, Group sales revenues from continuing operations amounted to EUR 18,263 mn (first nine months of 2024: EUR 19,627 mn). The number of OMV's employees amounted to 22,855 at the end of the first nine months of 2025 (end of first nine months of 2024: 21,334 employees)."

The last sentence of the paragraph under the section titled "Segmentation" on page 247 of the Original Base Prospectus shall be replaced as follows:

"The Energy segment includes OMV's Exploration & Production business as well as Gas Marketing & Power, comprising the entire natural gas business, and the Low-Carbon Business (LCB) focused on geothermal energy and renewable power."

The last paragraph under the sub-section titled "Energy" on page 248 of the Original Base Prospectus shall be replaced as follows:

"In the Low Carbon Business (LCB), OMV's priority is to drive future growth in the areas of geothermal and renewables. The target is to produce, net to OMV, around 1 TWh of geothermal energy and more than

2.4 TWh of renewable power by 2030. OMV is also looking at options to explore and commercially develop Carbon Capture and Storage opportunities. In addition, OMV is working on securing green power supply for OMV's asset base. Currently, many of these projects are in the assessment or initial investment stage, with plans to increase the level of investment after 2027."

The second table under the paragraph titled "Sales Revenues and Operating Result" on page 250 of the Original Base Prospectus shall be replaced as follows:

"

Sales revenues from continuing operations	**Nine months ended 30 September**	
	2025	**2024**[4]
	(in EUR mn) unaudited	
Energy[1]	8,218	9,191
Fuels[1]	13,009	13,749
Chemicals[1]	648	696
Corporate & Other[1]	389	364
Segment total sales (not consolidated)[2]	22,264	24,000
Consolidation / Intersegmental sales[3]	(4,001)	(4,374)
Group	**18,263**	**19,627**
Sales revenues from discontinued operations	5,731	5,774

(1) OMV is organized into three business segments – each of which also functions as a reporting segment. In addition, there is a separate reporting segment called *Corporate and Other*. Group management, financing, and insurance activities, as well as certain service functions, are concentrated in the Corporate & Other segment.

(2) Including intersegmental sales.

(3) Intersegmental product streams have been redefined in the third quarter of 2025, prior period numbers have been adjusted accordingly.

(4) The 2024 comparative figures have been restated to reflect the reclassification of the Borealis Group (excluding Borouge investments) as discontinued operations in accordance with IFRS 5, following the agreement between OMV and ADNOC to establish a new Polyolefins Joint Venture. Further details are provided in the section "OMV and ADNOC to establish a new Polyolefins Joint Venture" in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(*Sources*: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025 (including the comparative amounts for the nine months ended 30 September 2024))

"

The fourth table under the paragraph titled "Sales Revenues and Operating Result" on page 251 of the Original Base Prospectus shall be replaced as follows:

"

Operating result from continuing operations	**Nine months ended 30 September**	
	2025	**2024**[(2)]
	(in EUR mn) unaudited	
Energy[(1)]	1,980	2,270
Fuels[(1)]	568	640
Chemicals[(1)]	227	257
Corporate & Other[(1)]	(71)	(60)
Segment total	2,704	3,107
Consolidation	72	75
Group	**2,776**	**3,182**
Operating result from discontinued operations	**268**	**89**

(1) OMV is organized into three business segments – each of which also functions as a reporting segment. In addition, there is a separate reporting segment called *Corporate and Other*. Group management, financing, and insurance activities, as well as certain service functions, are concentrated in the Corporate & Other segment.

(2) The 2024 comparative figures have been restated to reflect the reclassification of the Borealis Group (excluding Borouge investments) as discontinued operations in accordance with IFRS 5, following the agreement between OMV and ADNOC to establish a new Polyolefins Joint Venture. Further details are provided in the section "OMV and ADNOC to establish a new Polyolefins Joint Venture" in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(*Sources*: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025 (including the comparative amounts for the nine months ended 30 September 2024))"

The whole paragraph of the section titled "Organic Free Cash Flow" on page 251 of the Original Base Prospectus shall be replaced as follows:

"The organic free cash flow is cash flow from operating activities less cash flow from investing activities excluding disposals and material inorganic cash flow components (e.g., acquisitions). An organic free cash flow before dividends of EUR 1,986 mn was recorded in 2024 (2023: EUR 2,272 mn). In the first nine months of 2025, the organic free cash flow before dividends was EUR 764 mn (first nine months of 2024: EUR 1,971 mn)."

Change to the sub-section "CHEMICALS (FINANCIAL YEARS 2024 AND 2023)"

The fourth sentence of the sub-paragraph titled "Kallo" in the section "Chemicals – Growth Projects" on page 256 of the Original Base Prospectus shall be replaced as follows:

"The construction project made significant progress in 2024, reaching more than 90% completion, and is planned to commence operations in 2026."

Change to the sub-section "CHEMICALS (three months ended 31 March 2025)"

The content of this sub-section on pages 258 to 259 of the Original Base Prospectus shall be replaced as follows:

"CHEMICALS (nine months ended 30 September 2025)

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

Chemicals / selected operational and financial data	**As of and for the nine months ended 30 September**	
	2025	**2024**
	unaudited	
Total sales (not consolidated) (in EUR mn)(1)	648	696(3)
thereof intersegmental sales (in EUR mn)(2)	229	199(3)
thereof sales to third parties (in EUR mn)	419	497(3)
Operating Result from discontinued operations (in EUR mn)	268	89(3)
Operating result from continuing operations (in EUR mn)	227	257(3)
Clean Operating Result (in EUR mn)*(4)(5)	547	378
Ethylene indicator margin Europe (in EUR/t)*	562	503
Propylene indicator margin Europe (in EUR/t)*	438	384
Polyethylene indicator margin Europe (in EUR/t)*	470	429
Polypropylene indicator margin Europe (in EUR/t)*	373	402
Polyolefin sales volumes (in mn t)*	4.68	4.59

(1) Including intersegmental sales.
(2) Intersegmental product streams have been redefined in the third quarter of 2025, prior period numbers have been adjusted accordingly.
(3) Restated 2024 figures. More information can be found in the section "OMV and ADNOC to establish a new Polyolefins Joint Venture" in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.
(4) Clean Operating Result is the key measure for operating performance of the Group and is defined as operating result adjusted for special items for personnel restructuring, special items for unscheduled depreciation and write-ups, special items for asset disposals as well as other special items.
(5) Adjusted for special items and CCS effects; further information can be found below the table "Reconciliation of clean CCS Operating Result to reported Operating Result" included in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(*Sources other than for figures marked* *: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025 (including the restated comparative amounts for the nine months ended 30 September 2024); *source for figures marked* *: unaudited internal information of the Issuer)

"

Change to the sub-section "FUELS & FEEDSTOCK (three months ended 31 March 2025)"

The content of this sub-section on page 263 and 264 of the Original Base Prospectus shall be replaced as follows:

"**FUELS (nine months ended 30 September 2025)**

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

Fuels / selected operational and financial data	**As of and for the nine months ended 30 September**	
	2025	**2024**
	unaudited	
Total sales (not consolidated) (in EUR mn)[(1)]	13,009	13,749
thereof intersegmental sales (in EUR mn)[(2)]	1,002	1,159
thereof sales to third parties (in EUR mn)	12,007	12,590
Operating result (in EUR mn)	568	640
Clean CCS Operating Result (in EUR mn)*[(3)(4)]	771	815
OMV refining indicator margin Europe (in USD/bbl)*	8.79	7.57
Fuels and other sales volumes Europe (in mn t)*	12.12	12.11

(1) Including intersegmental sales.

(2) Intersegmental product streams have been redefined in the third quarter of 2025, prior period numbers have been adjusted accordingly.

(3) Clean CCS operating result is the key measure for operating performance of the Group and is defined as operating result adjusted for special items and Current Cost of Supply (CCS) effect (CCS effect represents inventory holding gains/losses resulting from the fuels refineries).

(4) Adjusted for special items and CCS effects; further information can be found below the table "Reconciliation of clean CCS Operating Result to reported Operating Result" included in the Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025.

(*Sources other than for figures marked* *: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025; *source for figures marked* *: unaudited internal information of the Issuer)

"

Changes to the sub-section ENERGY (FINANCIAL YEARS 2024 AND 2023)

The last sentence under the paragraph titled "Energy – Overview" on page 265 of the Original Base Prospectus shall be replaced as follows:

"Low Carbon Business concentrates on geothermal energy and renewable energy. Moreover, it is also looking at options to explore and commercially develop Carbon Capture and Storage opportunities."

After the final sentence of the fifth paragraph of the paragraph titled "Energy – Developments Gas Marketing & Power in 2024" subsection titled "Gas Marketing Western Europe" on page 271 of the Original Base Prospectus the following sentences shall be inserted:

"In September 2025, GPE filed a claim with the St. Petersburg Commercial Court against these new proceedings at the SCC under the Austrian natural gas supply contract 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 a hearing held in October 2025, the St. Petersburg Commercial Court granted GPE's claim. OMV Gas Marketing & Trading GmbH has the possibility to appeal against the ruling of the St. Petersburg Commercial Court within one month as of its publishment."

The first sentence of the sixth paragraph of the paragraph titled "Energy – Developments Gas Marketing & Power in 2024" subsection titled "Gas & Power Eastern Europe" on page 271 of the Original Base Prospectus shall be replaced as follows:

"OMV Petrom has made significant progress toward its strategic objective of 1.3 GW of renewable power net production capacity installed by 2030."

Change to the sub-section titled "Energy – Developments Low Carbon Business in 2024"

The first paragraph of this section on page 271 of the Original Base Prospectus shall be replaced as follows:

"In the Low Carbon Business (LCB), OMV's priority is to drive future growth in the areas of geothermal and renewables. The target is to produce, net to OMV, around 1 TWh of geothermal energy and more than 2.4 TWh of renewable power by 2030. OMV is also looking at options to explore and commercially develop Carbon Capture and Storage opportunities."

The first sentence of the second paragraph of this section on page 271 of the Original Base Prospectus shall be deleted.

The first sentence of the third paragraph of this section on page 272 of the Original Base Prospectus shall be replaced as follows:

"OMV's geothermal energy strategy is to establish a strong position in the geothermal energy sector with a target of approximately 1 TWh by 2030, which will be achieved by leveraging decades of expertise and experience in subsurface and drilling."

The first sentence of the sixth paragraph of this section on page 272 of the Original Base Prospectus shall be replaced as follows:

"OMV is also looking at options to explore and commercially develop Carbon Capture and Storage opportunities."

The first sentence of the ninth paragraph of this section on page 272 of the Original Base Prospectus shall be replaced as follows:

"OMV aims to establish a strong position in the renewables sector with a renewable power target of more than 2.4 TWh, net to OMV, by 2030."

Changes to the sub-section "ENERGY (three months ended 31 March 2025)"

The content of this sub-section "ENERGY (three months ended 31 March 2025)" on pages 275 to 276 of the Original Base Prospectus shall be replaced as follows:

"ENERGY (nine months ended 30 September 2025)

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

Energy / selected operational and financial data	**As of and for the nine months ended 30 September**	
	2025	**2024**
	unaudited	
Total sales (not consolidated) (in EUR mn)[1]	8,218	9,191
thereof intersegmental sales (in EUR mn)	2,391	2,665
thereof sales to third parties (in EUR mn)	5,827	6,526
Operating result (in EUR mn)	1,980	2,270
Clean Operating Result (in EUR mn)*[2]	2,120	2,569
Total hydrocarbon production (in kboe/d)*	306	341

(1) Including intersegmental sales.

(2) Clean Operating Result is the key measure for operating performance of the Group and is defined as operating result adjusted for special items for personnel restructuring, special items for unscheduled depreciation and write-ups, special items for asset disposals as well as other special items.

(*Sources other than for figures marked* *: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025; *source for figures marked* *: unaudited internal information of the Issuer)

"

Change to the sub-section titled "CAPITAL EXPENDITURE"

The content of the section "Three months ended 31 March 2025 and 2024" on page 277 of the Original Base Prospectus shall be replaced as follows:

"Nine months ended 30 September 2025 and 2024

Capital expenditure[1]	**Nine months ended 30 September**	
	2025	**2024**
	(in EUR mn) unaudited	
Energy	1,331	1,394
Fuels	595	594
Chemicals	699	753
Corporate & Other	27	38
Total	2,652	2,779

(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.

(*Sources*: Issuer's unaudited condensed consolidated interim financial statements as of and for the nine months ended 30 September 2025)"

"

Changes to the sub-section "MATERIAL CONTRACTS"

The following sentence shall be inserted after the sixth sentence of the second paragraph of the sub-section titled "Uniper purchase agreement (Yuzhno-Russkoye development)" on page 277 of the Original Base Prospectus:

"Hence, OMV effectively does not have control over those funds."

The following sentence shall be inserted after the seventh sentence of the second paragraph of the sub-section titled "Uniper purchase agreement (Yuzhno-Russkoye development)" on page 277 of the Original Base Prospectus:

"SOGAZ is designated on EU and US asset freezing sanction lists. In case the funds are transferred from the Russian accounts to an EU bank account the funds are frozen."

The following sentence shall be inserted after the last sentence of the last paragraph of the section titled "Nord Stream 2 financing agreements" on page 279 of the Original Base Prospectus:

"Since 20 July 2025, EU sanctions prohibited to engage, directly or indirectly, in any transaction in connection with the natural gas pipelines Nord Stream and Nord Stream 2, with regard to the completion, operation, maintenance or use of the pipelines. OMV is applying for necessary derogations from such transaction ban for receiving repayments under the Ordinary Composition Agreement."

The fifth paragraph of the section titled "Agreement with ADNOC on key commercial terms for a combination of Borealis, Borouge and NOVA" on page 280 of the Original Base Prospectus shall be replaced as follows:

"Once fully operational, Borouge 4 is to be recontributed to Borouge Group International."

The following paragraph shall be inserted after the last paragraph of the section titled "Agreement with ADNOC on key commercial terms for a combination of Borealis, Borouge and NOVA" on page 280 of the Original Base Prospectus:

"As of the date of this Supplement No. 1, the vast majority of required regulatory clearances have been received, including Foreign Direct Investment approvals in the U.S. and Austria. Merger control clearance has been granted in the EU, China, the U.S., and Canada. In addition, the Borouge 4 share transfer from Borealis to OMV has been signed and with effect as of 24 October 2025, the shares in Borouge 4 are being held by ADNOC (70%) and OMV (30%; indirectly via OMV Downstream GmbH)."

Change to the sub-section titled "TREND INFORMATION"

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

"There has been no material change in the Issuer's borrowing and funding structure since 30 September 2025."

Change to the sub-section titled "RECENT EVENTS"

The following paragraphs shall be inserted at the end of this sub-section on page 283 of the Original Base Prospectus:

"On 23 June 2025, OMV announced the issue of new perpetual, subordinated hybrid notes with a volume of EUR 750 mn. The issue price of the hybrid notes amounted to 100%. The hybrid notes have no maturity date and will bear until but excluding 30 December 2030 ("**First Reset Date**") a fixed interest rate of 4.3702% per annum. From the First Reset Date (including), the hybrid notes will bear interest per annum according to a Reset Interest Rate (as defined in the Terms and Conditions). OMV may, for the first time, call the hybrid notes for redemption with effect as of any business day during the period of 90 calendar days up to and including the First Reset Date. Closing and listing of the hybrid notes on the Regulated Market of the

Luxembourg Stock Exchange and on the Official Market (*Amtlicher Handel*) of the Vienna Stock Exchange took place on 30 June 2025.

On 16 July 2025, OMV announced that it has been informed by ADNOC of its intention to transfer its 24.9% shareholding in OMV AG to XRG P.J.S.C (XRG), ADNOC's wholly-owned international investment company. This transfer is subject to regulatory approvals.

On 22 July 2025, OMV Petrom and NewMed Energy Balkan, a subsidiary of NewMed Energy, announced the signing of a rig contract for the drilling of two offshore exploration wells in the Black Sea, offshore Bulgaria. The contract was awarded to Noble Corporation and the two wells will be drilled on the Han-Asparuh Block. The drilling campaign is expected to start in the fourth quarter of 2025 and last approximately four months. The value of the rig contract is approximately USD 80 mn and the total drilling budget is expected at approximately EUR 170 mn. The integrated drilling services will be provided by Halliburton and the well testing services will be provided by SLB.

On 12 September 2025, OMV announced ongoing Group-wide efforts to strengthen its organizational resilience amid current commercial, economical and geopolitical environments. The efficiency improvement program is set to take a holistic view on all ongoing efficiency initiatives within the OMV Group, with their respective focus areas and varying timelines. One of the key principles is to future-proof its business, by increasing the focus and prioritizing business activities on value-adding areas for investment. Secondly, this initiative focuses on developing simplified processes to increase the agility and flexibility of the organization. This shall include, for example, increased standardization of activities and additional deployment of technologies, such as AI, digital tools and automation. Ultimately, these measures are aimed at significantly improving the customer experience at the respective touchpoints. With a view to achieve higher simplification and standardization of recurring activities, the planned strengthening of a Global Business Services (GBS) organization shall represent a key lever in achieving its efficiency ambitions. It is also set to provide enhanced access to talent as well as rapid scalability via global resourcing possibilities. This long-term oriented approach shall be built on an end-to-end process ownership, standardization and accelerated trajectory of digitalization of the company's activities. As a part of its overall measures, a cost savings potential of EUR 400 mn by the end of 2027 has been identified. Furthermore, the negotiations with the respective employee representatives have been initiated with regards to a potential labor impact in Austria, which was estimated to be in the region of mid three-digits.

On 30 September 2025, OMV Petrom announced that it has completed the acquisition of the 50% interest in the Gabare photovoltaic project, developed by Enery in Bulgaria. Located in Gabare, Byala Slatina region, the project has an estimated capacity of 400 MW leading to a 0.6 TWh estimated annual production, making it one of the largest solar developments in Bulgaria. The agreement includes a long-term Power Purchase Agreement (PPA) under which OMV Petrom will acquire 50% of the future electricity generated by the solar park. Through this partnership, OMV Petrom and Enery plan to invest approximately EUR 200 mn by 2027, including external financing. Final investment decision is scheduled to be taken in the first quarter of 2026, with start of commercial operation being estimated for 2027.

On 3 October 2025, OMV announced that it has decided to amend its existing dividend policy due to the deconsolidation of the Borealis Group and the introduction of Borouge Group International ("**BGI**") dividends as a result of the BGI transaction. The general principle of a progressive regular dividend plus an additional variable dividend, the latter subject to a leverage ratio below 30% and sufficient available funds, will be maintained for the adjusted dividend policy. The basis for shareholder distributions will be amended to consist of the distribution of 50% of BGI dividends attributable to OMV plus 20-30% of operating cash flow excluding BGI dividends attributable to OMV. This dividend policy reflects the current aim of the Executive Board and the Supervisory Board of OMV, applies to dividends as from the financial year 2026, with the first distribution under the amended policy in 2027, and may be revised in the future. Furthermore, the dividend payments in any given year are subject to specific dividend proposals by the Executive Board and the Supervisory Board of OMV, each of which may elect to deviate from this dividend policy, if appropriate under the then prevailing circumstances, as well as an approval by the Annual General Meeting.

On 20 October 2025, OMV announced a limited repurchase of own shares in order to fulfil internal remuneration programmes. Based on the existing authorization of the General Meeting dated 27 May 2025 and subject to the approval by the Supervisory Board, the Executive Board of OMV just has resolved to carry out a share repurchase program under Section 65 Para. 1 No. 8 of the Austrian Stock Corporation Act. The volume of the repurchase program totals up to 1,000,000 shares (that equals approx. 0.31% of the total share capital). The repurchase shall be carried out exclusively via the Vienna Stock Exchange and serves to fulfil the obligations of the company under share transfer programs, in particular Long Term Incentive Plans, Annual Bonus (Equity Deferrals) or other stock ownership plans. At present, the company holds 271,670 own shares. The actual implementation of the repurchase program is, in particular, subject to the approval of the Supervisory Board of OMV. On 28 October 2025, the Supervisory Board of OMV approved the repurchase program."

Changes to the sub-section "MANAGEMENT OF OMV AKTIENGESELLSCHAFT"

The third row of the table presented under the paragraph titled "Executive Board (Vorstand)" on page 289 of the Original Base Prospectus shall be replaced as follows:

"

Name	Date of initial appointment	Function	Principal activities performed outside the Issuer and the Group
Martijn van Koten	1 July 2021	Executive Board member, Executive Vice President Fuels; interim Executive Vice President Chemicals	Abu Dhabi Oil Refining Company (Board Member); Association of the Petroleum Industry (Austrian Economic Chamber) (Chairman); Fuels Europe (Board Member)

"

The eighth row of the table presented under the paragraph titled "Supervisory Board (Aufsichtsrat)" on pages 290 et seq. of the Original Base Prospectus shall be replaced as follows:

"

Name	Date of initial election/ appointment	Function	Principal activities performed outside the Issuer and the Group
Robert Stajic	Initially elected at the AGM of 3 June 2022	Supervisory Board Member, Audit Committee Member, Portfolio and Project Committee Deputy Chairman, Sustainability and Transformation Committee Member	Verbund AG (Member of the Supervisory Board)

"

Changes to the sub-section "CONFLICT OF INTERESTS"

The first sentence of the first paragraph under the sub-section titled "Conflict of Interests" on page 291 of the Original Base Prospectus shall be replaced as follows:

"There are no conflicts of interest between the duties of the members of the Executive Board and Supervisory Board of the Issuer and their private interests or other duties other than the following: The Supervisory Board members Elisabeth Stadler, Jean-Baptiste Renard and Robert Stajic have been re-elected, and Hans Joachim Müller has been elected for the first time to the Supervisory Board of OMV AG by the Annual General Meeting as of 27 May 2025, following their nomination by ÖBAG."

The first sentence in the second paragraph of the sub-section titled "Conflict of Interests" on page 292 of the Original Base Prospectus shall be replaced as follows:

"In addition to the functions of ADNOC related persons in the Supervisory Board, alongside OMV AG's 75% stake in Borealis GmbH (via its 75% shareholding in Borouge Group International AG which in turn owns 100% in Borealis GmbH's share capital), ADNOC owns the remaining 25% of Borealis GmbH (via its 25% shareholding in Borouge Group International AG which in turn owns 100% in Borealis GmbH's share capital)."

Changes to the sub-section "CAPITAL STRUCTURE"

After the last paragraph of this sub-section on page 293 of the Original Base Prospectus the following paragraph shall be inserted:

"Based on the existing authorization of the Annual General Meeting dated 27 May 2025 and the approval by the Supervisory Board on 28 October 2025, the Issuer carries out a share repurchase program, which ends on 12 December 2025 at the latest. The volume of the repurchase program amounts to up to 1,000,000 shares. The repurchase is carried out exclusively via the Vienna Stock Exchange and serves to fulfill the obligations of the Issuer under share transfer programs, in particular Long Term Incentive Plans, Annual Bonus (Equity Deferrals), or other stock ownership plans. The total number of own shares held by the Issuer prior to the share purchase program (and therefore on the date of this Prospectus) amounted to 271,670."

Change to the sub-section titled " MAJOR SHAREHOLDERS"

After the first sentence of the fifth paragraph of this sub-section on page 293 of the Original Base Prospectus the following sentence shall be inserted:

"In July 2025, OMV announced that it has been informed by ADNOC of its intention to transfer its 24.9% shareholding in OMV AG to XRG P.J.S.C. (XRG), ADNOC's wholly-owned international investment company. This transfer is subject to regulatory approvals."

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

The last sentence in the sixth paragraph of the paragraph titled "Current Arbitration under Petrom Privatisation Agreement" on page 295 of the Original Base Prospectus shall be replaced as follows:

"The Ministry filed its answer on 6 March 2025. The tribunal has been constituted and held the case management conference on 6 June 2025, at which it issued a timetable for the proceedings. OMV AG filed its Statement of Claim on 21 August 2025. The Ministry is due to file its defense on 12 December 2025. The final hearing will take place between 6 and 9 October 2026."

The last sentence of the final paragraph of the paragraph titled "Current Arbitration under Petrom Privatisation Agreement" on page 295 of the Original Base Prospectus shall be replaced as follows:

"The Ministry has filed a request with the Court to resume the proceedings. A hearing to discuss this request is yet to be fixed."

After the fifth sentence of the paragraph titled "Ad-hoc sector inquiry on the refining and fuel wholesale market by the German Bundeskartellamt" on page 296 of the Original Base Prospectus the following shall be inserted:

"The German Bundeskartellamt therefore started an in-depth assessment of the index pricing mechanism."

The penultimate sentence of the paragraph titled "Ad-hoc sector inquiry on the refining and fuel wholesale market by the German Bundeskartellamt" on page 296 of the Original Base Prospectus shall be replaced as follows:

"Furthermore, it declared to further monitor the development of prices on filling stations and as the case may be take measures suitable to eliminate market disruptions."

The first paragraph under the paragraph titled "Arbitration proceedings against Gazprom related to Yuzhno-Russkoye and anti-suit injunction by Gazprom" on page 297 et seq. of the Original Base Prospectus shall be 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) 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. OMV requests Gazprom to pay damages to OMV in the total amount of approx. EUR 4.7 bn. Gazprom has applied for an anti-suit injunction arguing that EU and Swiss sanctions which have been imposed against Russian citizens and Gazprom affect the company's access to justice in the arbitration and has requested a threat of a monetary fine in the amount of OMV's current arbitration claim. The anti-suit injunction (ASI) in connection with the natural gas field was granted in April 2024 by the St. Petersburg Commercial Court banning OMV from continuing foreign arbitration proceedings and in case of OMV's non-compliance with the court's ruling, imposing a monetary fine of EUR 958 mn. OMV considers these proceedings as illegitimate, objects to the decision on several grounds and does not recognize the jurisdiction of the St. Petersburg Commercial Court. OMV went through all stages of the ASI appeal process in Russia, but the upper courts in Russia rejected OMV's appeals. On 4 June 2025, Gazprom filed an application to the St. Petersburg Commercial Court requesting an increase of the ASI fine from EUR 958 mn to EUR 4.7 bn due to OMV having increased its claim in the arbitration against Gazprom. Gazprom's application was accepted by the St. Petersburg Commercial Court and OMV filed an objection in due course. On 14 July 2025, the St. Petersburg Commercial Court granted the requested award to Gazprom increasing the ASI fine up to EUR 4.7 bn. Further OMV's appeal was rejected by the Russian North-West District Commercial Court on 18 September 2025. The arbitration proceeding initiated by OMV is still pending. OMV obtained a jurisdictional award from the Geneva-seated arbitration confirming tribunal's jurisdiction to consider OMV's case."

After the final sentence of the sub-section titled "Arbitration proceedings against Gazprom Export LLC related to the gas supply contracts" on page 299 of the Original Base Prospectus the following sentences shall be inserted:

"In September 2025, GPE filed a claim with the St. Petersburg Commercial Court against these new proceedings at the SCC under the Austrian natural gas supply contract 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 a hearing held in October 2025, the St. Petersburg Commercial Court granted GPE's claim. OMV Gas Marketing & Trading GmbH has the possibility to appeal against the ruling of the St. Petersburg Commercial Court within one month as of its publishment."

Change to the sub-section "SIGNIFICANT CHANGES"

The content of this sub-section on page 299 of the Original Base Prospectus shall be replaced as follows:

"There have not been significant changes in the financial position and the financial performance of the Group since 30 September 2025."

Change to the sub-section "RATING"

The text of the third footnote to the sub-section titled "Rating" on page 300 of the Original Base Prospectus shall be replaced as follows:

"Affirmation of A3 Rating and stable outlook as of 23 July 2025 by Moody's and affirmation of A- rating with stable outlook as of 15 July 2025 by Fitch."

ADDRESS LIST

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