

OMV Aktiengesellschaft,  
Vienna

**Convocation of the Annual General Meeting**

on May 13, 2009, at 2:00 pm (CET), at the AUSTRIA CENTER VIENNA, in Bruno-Kreisky-Platz 1, 1220 Vienna, Austria.

**Agenda:**

- 1) Submission of the approved 2008 Financial statements of OMV Aktiengesellschaft, the Directors' report of OMV Aktiengesellschaft, the Consolidated financial statements including the Directors' report of the OMV Group as well as the Report of the Supervisory Board
- 2) Distribution of dividends
- 3) Share buy back and reselling
- 4) Amendment of authorized capital, authorization to issue convertible bonds, exclusion of subscription rights, creation of conditional capital, amendments of the Articles of Association to that effect in Article 3 Section 5 (**highlighted**):

Article 3 Section (5) lit. a), b) and c) shall read as follows:

- "a) The Executive Board has been authorized by resolution adopted at the General Meeting held on May 13, 2009 to increase, subject to the consent of the Supervisory Board, the share capital of the company by May 13, 2014, in one or several tranches, up to an aggregate amount not exceeding EUR 77,900,000 by issuing up to 77,900,000 new no-par value common voting shares issued in bearer form against cash or contributions in kind, also excluding shareholders' rights of subscription in the event of contributions in kind and, subject to the consent of the Supervisory Board, to set the issue price and conditions of issuance (authorized capital). The Supervisory Board has been authorized to adopt amendments to the articles of association which result from the issuance of shares according to the authorized capital.
- b) The share capital has been conditionally increased in accordance with Article 159 Section 2 lit. 1 of the Austrian Stock Corporation Act by up to EUR 77,900,000 by the issue of up to 77,900,000 no-par value common shares in bearer form (conditional capital). The conditional increase of capital will only be carried out to the extent that holders of the convertible bonds issued on the basis of the General Meeting resolution of May 13, 2009 exercise their right to convert them into shares of the company. The issue price and the exchange ratio are to be calculated by using accepted finance mathematical methods and by consideration of the OMV share price within an accepted pricing practice (basics of the calculation of the issue price); the issue price may not lie below the proportionate amount of the share capital. The new shares issued shall be entitled to receive dividends corresponding to that of shares traded on the stock exchange at the time of issue. The Executive Board is authorized to set forth further details concerning the execution of the conditional increase of capital upon approval of the Supervisory Board.
- c) The total number of new shares currently or potentially to be issued under the terms of the convertible bonds and the number of shares to be issued from the authorized capital may not exceed 77,900,000 (amount-related determination of authorizations in accordance with lit. a and b), whereby the conversion right of the holders of the convertible bonds must be granted in every case."

5) Amendments of the Articles of Association

- Article 4 Section 2 delete the last sentence.
- Article 9 Section 1 delete the last sentence.
- Article 13 Section 9 shall be supplemented by:  
"Hereunder also qualify amendments of the wording due to amendments enacted by law."
- To be supplemented: "Article 26: Permitted Languages

- (1) Legally effective notices from shareholders or third parties acting on their behalf (e. g. banks) are to be addressed to the company in German or English. This applies in particular for deposit confirmations.
  - (2) The General Meeting shall be conducted in German.“
- 6) Election of chartered accountants for the business year 2009
  - 7) Discharge of the members of the Executive Board and the Supervisory Board for the business year 2008
  - 8) Resolution on the remuneration of the members of the Supervisory Board for the business year 2008
  - 9) Election of the members for the Supervisory Board

The German version of the report according to Articles 153 Section 4, 170 Section 2 and 174 Section 4 Stock Corporation Act regarding the exclusion of subscription rights will be published together with this convocation in the official gazette of the “Wiener Zeitung” and is also made available to the public in the Company’s headquarters at Otto-Wagner-Platz 5, 1090 Vienna, Austria.

The financial statements, the consolidated financial statements, the report of the supervisory board as well as the proposal for the distribution of the profit for the business year 2008 are made available to the public in the Company’s headquarters. Moreover the financial statements of OMV Aktiengesellschaft and the consolidated financial statements of OMV Group including their annexes will be published in the official gazette of the “Wiener Zeitung” on May 16, 2009.

In general all publications related to this Annual General Meeting can be downloaded from the Company’s website [www.omv.com](http://www.omv.com) and are also made available in electronic form due to Article 82 Section 9 Stock Exchange Act to the extent legally required.

All shareholders who have deposited their shares at one of the following depositing agencies by the close of business on May 7, 2009 at the latest will be entitled to participate in the Annual General Meeting to exercise their right to vote and to propose motions:

- all main branches of domestic (Austrian) banks
- every notary public and
- the Company

Shareholders are requested to carry out the deposit process via their depositary banks at the depositing agencies.

The deposit is also deemed to be made in accordance with the rules if the share certificates are put in custody with the approval of a depositing agency at any other financial institution until the end of the Annual General Meeting.

The deposit confirmation by the depositing agency will be submitted to the Company either in its original form or as a certified copy no later than one working day after the last day of the depositing term (in advance via fax [no. +43 (0)5 0100/916383] or via e-mail [[ingrid.lausch@hauptversammlung.at](mailto:ingrid.lausch@hauptversammlung.at)]).

The Company's share capital is divided into 300,000,000 no par value shares. Each share represents one voting right. Shares in possession of the Company are not entitled to vote. Therefore 298,747,101 voting rights are currently exercisable. Shares still in circulation with a nominal value of ATS 100 or ATS 1,000 will be admitted to the Annual General Meeting until their exchange and will hold their voting right and the profit right, in the course of which every par value share at the nominal value of ATS 100 represents one voting right and every par value share at the nominal value of ATS 1,000 represents ten voting rights.

For the avoidance of further inquiries the depositing agencies are requested to indicate the number of shares and the number of voting rights on the voting cards or the confirmation of depositing in accordance with the above mentioned regulation at the occasion of issuing the voting cards or deposit certificates.

The shareholders will have again the opportunity to exercise their voting rights by an independent representative – namely the Interessenverband für Anleger (IVA), Feldmühlgasse 22, 1130 Vienna, Austria, [office@iva.or.at](mailto:office@iva.or.at), phone: +43 (1) 87 63 343/30. For IVA Mr. Michael Knap ([michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)) will represent by request all those shareholders, which properly deposited their shares but cannot personally participate in the Annual General Meeting.

Representation is possible in two ways:

- a) The shareholder of OMV Aktiengesellschaft authorizes the deposit bank to execute the confirmation of the deposit of his OMV shares for Mr. Michael Knap, as representative, c/o IVA, Feldmühlgasse 22, 1130 Vienna, Austria, and to send the confirmation directly to Mr. Michael Knap. In this case instructions are not possible and Mr. Knap (or his sub-authority) is authorized to exercise the voting right at his own discretion.
- b) The shareholder applies for a confirmation of the deposit of his shares at his deposit bank. On this deposit confirmation (or on a separate paper) Mr. Knap has to be authorized with the representation in written form. The deposit confirmation including the written authorization has to be sent to Mr. Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna, Austria. Furthermore, the shareholder may give Mr. Knap (or his sub-authority) instructions regarding different voting rights. Without instructions Dr. Knap is authorized to exercise the voting right at his own discretion.

The motions due for approval will be published on the Company's website ([www.omv.com](http://www.omv.com)) under "About OMV → Corporate Governance & Organization → General Meeting → AGM 2009" as soon as the Company has notice on it. To ensure that the original deposit confirmation (incl. the authorization) will reach IVA before the Annual General Meeting in time, we kindly ask you to consider the time of the post sending. It is planned to install a separate email address to give the shareholders the possibility to give or to change instructions during the Annual General Meeting. This email address will be announced at OMV's website.

According to Article 23 Section 6 of the Articles of Association of the Company, the dividend as resolved by the Annual General Meeting, shall become payable 30 days after the resolution of the Annual General Meeting, unless differently decided upon. The respective dividend announcement will be made on May 16, 2009. Shareholders may exercise their rights to dividends via their depositing bank by submitting the coupon no. 36 which will credit the dividend to the respective account utilizing the paying agents.

We request to plan sufficient time considering the expected high number of participants and the nowadays usual security requirements.

The General Meeting is the prime organ of a stock corporation as it is the forum of the owners of the Company, the shareholders. Therefore we kindly ask for your understanding that such meeting is not an event for guests – even if we appreciate such interest – and that participation as guest is only possible by advanced notification [Tel. +43 (1) 40 440/21417].

Vienna, April 21, 2009

The Executive Board