# Proxy and Instructions

I/We _____

*(Name of the shareowner)*

_____

*(Voluntarily: address and telephone number for any queries)*

herewith authorize Mr. Michael Knap, c/o IVA, A-1130 Wien, Feldmühlgasse 22/4, to represent me/us at the Annual General Meeting of OMV Aktiengesellschaft on May 13, 2009 and to exercise my/our voting rights. Mr. Knap has the right of substitution.

At the same time I/we instruct him to exercise or let exercise my/our voting rights as stated below:

| | *For* | *Against* | *Abstain* |
|---|---|---|---|
| Item 2: Distribution of dividends | ☐ | ☐ | ☐ |
| Item 3: Share buy back and reselling | ☐ | ☐ | ☐ |
| Item 4: Amendments of authorized capital, Authorization to issue convertible bonds, Exclusion of options on new stocks, Authorization of conditional capital, amendments of the Articles of Association | ☐ | ☐ | ☐ |
| Item 5: Amendments of the Articles of Association | ☐ | ☐ | ☐ |
| Item 6: Election of the chartered accountants for the business year 2009 | ☐ | ☐ | ☐ |
| Item 7: a) Discharge of the Executive Board | ☐ | ☐ | ☐ |
| b) Discharge of the Supervisory Board | ☐ | ☐ | ☐ |
| Item 8: Remuneration of the Supervisory Board | ☐ | ☐ | ☐ |
| Item 9: Election of the members of the Supervisory Board | ☐ | ☐ | ☐ |

If I/we give no instructions (e.g. to individual items on the agenda), Mr. Knap is authorized to exercise the voting rights at his own discretion.

_____2009 _____

*Place* *Date* *(authorized) signature*

***Note:*** *This form shall be mailed in* ***original*** *together with the confirmation of deposit by the depository banks to IVA,* ***A****-1130 Wien, Feldmühlgasse 22/4, and has to arrive at the latest on May 11, 2009. The principals may give or change their instructions by Email to* omv@hauptversammlung.at *up to and during the Annual General Meeting*

*OMV will bear the costs for the proxy. All other costs the shareowner has to bear, in particular the own bank fees for the confirmation of deposit or postal charges.*