

OMV Aktiengesellschaft

Corporate register number: 93363z

ISIN: AT 0000743059

Document for the Ordinary General Meeting to be held on May 26, 2010

Agenda, draft resolutions of the Executive and Supervisory Boards regarding the individual agenda items, and additional information regarding the rights of shareholders under sections 109 and 100 *Aktiengesetz* [Stock Corporation Act].

Agenda and draft resolutions:

1. Submission of the adopted individual annual financial statements, directors' report and corporate governance report, the consolidated financial statements and directors' report, the proposal for application of the profit for 2009 and the report of the Supervisory Board for the year ended December 31, 2009.

No resolution shall be taken in respect of this agenda item.

2. Resolution regarding the application of the profit for 2009 reported in the annual financial statements.

The annual financial statements as of December 31, 2009 show a profit of EUR 300,399,901.

The Executive and Supervisory Boards recommend that the profit for 2009 reported in the annual financial statements be utilized as follows:

Dividend distribution of EUR 1 per share entitled to receive dividends and carry forward the remaining amount to new account.

3. Resolution regarding the discharge of the Executive Board for the 2009 financial year

The Executive and Supervisory Boards recommend the discharge of the members of the Executive Board having acted throughout the business year 2009 .with respect to this term.

4. Resolution regarding the discharge of the Supervisory Board for the 2009 financial year

The Executive and Supervisory Boards recommend the discharge of the members of the Supervisory Board having acted throughout the business year 2009 .with respect to this term.

5. Resolution regarding the remuneration of the Supervisory Board for the 2009 financial year

The Executive and Supervisory Boards recommend the following remuneration:

Chairperson: EUR 29,200

Deputy chairperson: EUR 21,900

Member: EUR 14,600

Committee chairperson: EUR 12,000

Committee deputy chairperson: EUR 10,000

Committee member: EUR 8,000

Supervisory Board members who are not resident in Austria are also refunded Austrian withholding tax by the Company.

Meeting attendance fee: EUR 365

6. Appointment of the auditors and Group auditors for the 2010 financial year

The Supervisory Board proposes appointing Deloitte Audit Wirtschaftsprüfungs GmbH as the auditor and Group auditor for the 2010 financial year.

7. Supervisory Board elections

Immediately after the last Supervisory Board elections, held by the General Meeting on May 13, 2009, the Supervisory Board was constituted by the ten members elected by the General Meeting. Of these members, Rainer Wieltch and Mohamed Al Khaja will resign from the Board as of the end of the General Meeting on May 26, 2010.

The Supervisory Board proposes filling both seats, so that the Supervisory Board is once again made up of ten members elected by the General Meeting.

The Supervisory Board nominates the following persons:

Khadem Al Qubaisi

A declaration pursuant to section 87(2) *Aktiengesetz* regarding Mr. Al Qubaisi's academic qualifications and professional or similar experience, and stating that there are no concerns with regard to potential conflicts of interest, is posted on our website.

Dr. Wolfgang C. Berndt

A declaration pursuant to section 87(2) *Aktiengesetz* regarding Mr. Berndt's academic qualifications and professional or similar experience, and stating that there are no concerns with regard to potential conflicts of interest, is posted on our website.

8. Resolution regarding the amendments to the Articles of Association

The Executive and Supervisory Boards recommend amending the Articles of Association as follows to comply with the *Aktienrechts-Änderungsgesetz 2009* [Companies (Amendment) Act], to exclude the evidencing of shares by certificates, and to make terminological adjustments:

1. In Art. 3(2) the first three sentences are:
"The right to certification of the shares is excluded. The Company is entitled to issue share certificates. The form and content of the share certificates shall be determined by the Executive Board."
2. In Art. 3(5) lit. b), the word "Article" shall be replaced by "section" and the word "section" shall be replaced by the abbreviation "para" and the abbreviation "lit" shall be replaced by the abbreviation "sub-para".
3. In Art. 9(1), the abbreviation "(1) ArbVerfG" shall be replaced by the term "para. 1 Arbeitsverfassungsgesetz".
4. In Art. 9(2), the abbreviation "(2) AktG" shall be replaced by the term "para. 7 Aktiengesetz".
5. In Art. 15(3), "(1)" shall be replaced by "para. 1".
6. Art. 16a shall be given the number Art. 17.
7. The former Art. 17 shall be renumbered Art. 18. The new Art. 18 shall now read:
„§ 18: Declarations by Shareholders *vis-à-vis* the Company
(1) Declarations *vis-à-vis* the company can be made in German or in English.
(2) Unless otherwise provided by any mandatory provision of the Austrian Stock Corporation Act or by the articles of association, declarations by shareholders *vis-à-vis* the company must either be in writing or must be made by way of a declaration in text form (Art. 18 para. 3), which is transmitted via an internationally widespread specially secured communications network of the credit institutions, whose participants can be clearly identified (e.g. SWIFT).

(3) If the Austrian Stock Corporation Act, the articles of association or the notice convening the General Meeting provides for the use of the text form for a declaration by a shareholder, such declaration shall be made in a document or issued in any other way suited for permanent reproduction in type, the person making the declaration must be designated by name and the issuing of the declaration must be made recognizable by means of a facsimile of the signature of the person's name or otherwise, e.g. by adding the name.

(4) Telefax messages shall be sent to the telefax number indicated on the website of the company under "Investor Relations".

(5) E-mails shall be sent to the e-mail address indicated on the website of the company under "Investor Relations".

8. The former Art. 18 shall be given the number Art. 19. In the new Art. 19, paragraphs 3-5 shall read:

„(3) Shareholders whose shares, taken together, amount to five percent of the share capital, are entitled to demand the convening of a General Meeting in writing, submitting the agenda and a proposal for a resolution on each item on the agenda; reasons must be stated for such request. The shareholders submitting the request must have been holders of the shares for at least three months prior to making the request and must continue to hold the shares until a decision has been made on the request. Proof thereof shall be furnished by presenting a confirmation issued by the bank managing the securities account or a notary public (Art. 22 para. 1) together with the request.

(4) General Meetings shall be convened by announcement in accordance with Art. 29. Such announcements shall be made on the 28th day preceding an ordinary General Meeting, otherwise on the 21st day preceding the General Meeting, at the latest. In the event that the 28th and/or the 21st day is a Sunday or public holiday, such announcement shall be made at the latest on the last working day preceding this date. Saturdays, Good Fridays and December 24 and December 31 shall be deemed to be public holidays within the meaning of these provisions.

(5) The notice convening the General Meeting shall contain the information required by law, in particular the following:

1. the company's name as well as the date, starting time and venue of the General Meeting;
2. if applicable, information concerning the broadcasting of the General Meeting (Art. 21 para. 3);
3. the proposed agenda;
4. information concerning the possibilities for the shareholders to inspect the documentation in accordance with sec. 108 paragraphs 3 - 5 of the Austrian Stock Corporation Act and obtain such documentation as well as, if applicable, the address of the website where such documentation can be accessed;
5. information as to the rights of the shareholders concerning requests for items to be put on the agenda, submitting proposals for resolutions and provision of information at the General Meeting, also specifying the times until which these rights can be exercised; the method of furnishing proof of shareholder status (sec. 10a of the Austrian Stock Corporation Act) must be explained;
6. the record date (sec. 111 para. 1 of the Austrian Stock Corporation Act) and the advice that only those shareholders are entitled to participate in the General Meeting who are shareholders on such record date;
7. the requirements for participating in the General Meeting,
 - a) in any case information as to at what address, in what form, and until what time the company must have received deposit confirmations, other proof or registrations pursuant to Art. 22;
 - b) if applicable, a presentation of the procedures for remote participation (Art. 21 para. 4) or remote voting (Art. 21 para. 5); the notice convening the General Meeting can be limited to determining a separate registration requirement in accordance with Art. 22 para. 2, if any, and

the time by which the votes must have been registered electronically or have been received by the company, provided that it contains an indication that detailed information thereon is accessible on the website of the company;

8. information concerning the possibility of appointing a representative (proxy) and the procedure to be complied with for such purpose (Art. 23 para. 3); if applicable, the forms to be used and the electronic channels of communication for transmitting powers of attorney (proxy);
9. the total number of shares and of voting rights at the time of the notice convening the General Meeting."

9. The new Articles 20, 21, and 22 are inserted:

„§ 20: Request for Items to be put on the Agenda; Proposals for Resolutions by Shareholders

(1) Shareholders whose shares, taken together, amount to five percent of the share capital can request in writing that items be put on the agenda of the next General Meeting and be announced. Each item on the agenda must be accompanied by a proposal for a resolution as well as a statement of reasons. The persons making the request must have been holders of the shares for at least three months before making the request. Proof thereof shall be furnished by submitting a confirmation issued by the bank managing the securities account or a notary public (Art. 22 para. 1). The request shall be published by the company if received by the company on the 21st day preceding an ordinary General Meeting, otherwise on the 19th day preceding the General Meeting, at the latest.

(2) Shareholders whose shares, taken together, amount to one percent of the share capital can transmit to the company proposals for resolutions to be taken on any item on the agenda together with a statement of reasons and request that such proposals be made accessible on the company's website, together with the names of the shareholders making the request, the statement of reasons and a comment, if any, of the Executive Board or the Supervisory Board. In the case of a proposal for the election of a Supervisory Board member, the statement of reasons shall be replaced by a declaration to be issued by the proposed person in accordance with sec. 87 para. 2 of the Austrian Stock Corporation Act. The channel of communication for transmitting the proposals for resolutions to the company shall be determined in the notice convening the General Meeting. The company shall publish the amended agenda in accordance with Art. 29, provided that the request is received by the company on the seventh working day preceding the General Meeting at the latest.

§ 21: Venue of the General Meeting, Public Broadcasting, Forms of Participation, Language

(1) The General Meeting of the company shall take place at the company's registered office.

(2) The General Meeting shall be held in German.

(3) The Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the General Meeting be broadcast by audio and possibly also by visual media in real time in full or in part (broadcasting of the General Meeting in accordance with sec. 102 para. 4 sentence 1 of the Austrian Stock Corporation Act). Public broadcasting of the General Meeting can also be provided for (sec. 102 para. 4 sentence 2 of the Austrian Stock Corporation Act).

(4) Furthermore, the Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the shareholders may participate in the General Meeting in real time for the entire duration thereof from any location by means of audio and possibly also visual two-way communication which allows the shareholders to follow the course of the General Meeting and, provided that the Chairman grants them the right to speak, address the General Meeting themselves (remote participation in accordance with sec. 102 para. 3 sub-para. 2 of the Austrian Stock Corporation Act).

(5) The Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the shareholders may cast their votes from any location

electronically during the General Meeting (remote voting in accordance with sec. 126 of the Austrian Stock Corporation Act). In such case, the Executive Board shall regulate the manner in which the shareholders can raise objections.

(6) The members of the Executive Board and of the Supervisory Board can be connected to the General Meeting via visual and audio two-way communication.

§ 22: General Meeting; Right to Participate

(1) Every shareholder who holds shares of the company at the end of the 10th day preceding the date of the General Meeting (record date) shall be entitled to participate in the General Meeting. Proof thereof shall be furnished to the company on the third working day preceding the General Meeting at the latest. Such proof shall have been received by the company at the address notified in the notice convening the General Meeting within the time period mentioned, unless a later time is determined in the notice convening the General Meeting. In the case of shares which are kept in a securities account, the confirmation issued by the bank managing the securities account having its seat in a member state of the European Economic Area or in a full member state of the OECD will be deemed sufficient proof. The deposit confirmation shall not be older than seven days at the time it is presented to the company. In the notice convening the General Meeting, the Executive Board can determine that the proof to be furnished is to be transmitted to a bank commissioned by the company. In the case of shares not kept in a securities account, the confirmation issued by a notary public with seat in a member state of the European Economic Area or in a full member state of the OECD shall suffice. Both for shares kept in a securities account and for shares not kept in a securities account, such proof shall be furnished in German or in English. Proof shall be furnished in written form. The content and transmission of the deposit confirmation to be issued is governed by sec. 10a of the Austrian Stock Corporation Act. The company shall be entitled but not obligated to verify whether the proof thus furnished is correct.

(2) For remote participation (Art. 21 para. 4) and remote voting (Art. 21 para. 5), separate registration may be required and furthermore, an earlier time deviating from Art. 22 para. 1 may be determined for the end of the registration period."

10. The former Art. 19 shall receive the number Art. 23 and read:

„§ 23: General Meeting; Voting Rights

(1) Each share confers one vote.

(2) A shareholder's voting right deriving from his or her entire shareholding shall be suspended for the duration of six months but at least for the time up to and including the next ordinary or extraordinary General Meeting if the shareholder has violated reporting requirements provided for by law or stock exchange rules concerning the extent of his or her shareholding.

(3) Votes cast in the course of remote voting (Art. 21 para. 5) shall be null and void if the content of the resolution as passed during the General Meeting is different from that provided in the form or in the entry mask.

(4) Every shareholder may appoint a proxy to represent him or her in the General Meeting. The notice convening the General Meeting can determine that such power of attorney must be granted by using the form published under "Investor Relations" on the company's website (Art. 19 para. 5 sub-para 8). The power of attorney shall be forwarded to the company in text form before the start of the General Meeting. The channel of communication for forwarding the power of attorney to the company shall be determined in the notice convening the General Meeting."

11. The former Art. 20 shall be renumbered Art. 24, and the following paragraph 4 shall be added:

„(4) Proposals for resolutions submitted by shareholders in accordance with Art. 20 para. 2 shall only be put to the vote if the request is repeated in the meeting. In the case of proposals for resolutions submitted by shareholders participating in the General Meeting by way of remote voting (Art. 21 para. 5) the requirement stipulated in sentence 1 shall be replaced by remote voting by electronic means prior to the General Meeting

or the establishment of the connection for voting by electronic means during the General Meeting by the shareholder submitting the proposal for a resolution”

12. The former Art. 21 shall receive the number Art. 25, and in paragraph 1 the word “distribution” shall be replaced by the word “use”, and in paragraph 3 the term “(5) AktG” shall be replaced by the term “para. 5 Aktiengesetz”.

13. The former Art. 22 shall be given the number Art. 26, in paragraph 2 the abbreviation “AktG” shall be replaced by “para. 8 Aktiengesetz”, and in paragraph 3 the abbreviation “AktG” shall be replaced twice by the word “Aktiengesetz”.

14. The former Art. 23 shall receive the number Art. 27, and in paragraph 3 the words “distribution of profit” shall be replaced by the words “use of profits”. Paragraph 2 shall now read:

Within the first four months of the fiscal year the Executive Board shall draw up the annual balance sheet, the profit and loss account and the notes (financial statements), the directors’ report and the Corporate Governance report for the previous fiscal year and submit these to the Supervisory Board along with a proposal for the use of profits. The Executive Board shall, further, within the same period, draw up the consolidated financial statements and the consolidated directors’ report and submit them to the Supervisory Board.

15. The former Art. 24 shall be renumbered Art. 28.

16. The former Art. 25 shall receive the new number Art. 29 and read:

„§ 29: Publication

Announcements of the company shall be published in the official gazette of the “Wiener Zeitung” if and to the extent mandatory under the Austrian Stock Corporation Act. Other announcements of the company shall be carried out in line with the applicable legal regulations in each case. All announcements shall also be made available on the website of the company on the Internet.

17. The former Art. 26 has been deleted.

The old and new versions of the complete Articles of Association can be compared through the tracked changes as follows:

ARTICLES OF ASSOCIATION

§ 1: Company Name, Registered Office, Duration

- (1) The company, which shall be in the form of a joint stock corporation, shall bear the name “OMV Aktiengesellschaft”.
- (2) The company shall have its registered office in Vienna.
- (3) The duration of the company is not limited to any specific period of time.

§ 2: Objects of the Company

The objects of the company shall be:

A.

- (1) The investment in other enterprises and corporations as well as the management and administration of such investments (holding company), including the acquisition and disposal of investments in Austria and abroad;
- (2) All activities, irrespective of their legal basis, in connection with prospecting for, extracting and processing in any production stage of hydrocarbons and other mineral resources; the production of fuel and other devices for vehicles, stationary power sources (engines) and heating systems;

- (3) The sale of and the trade with goods and products as well as substances of all kinds, in particular those mentioned under (2), including their stocking (magazines) and storage for third persons;
- (4) Services of all kinds including the operation of necessary plants and equipment. These services in particular include any consulting, planning and realization services in all fields, in particular in the fields of industrial medicine, construction, drilling, wells, chemistry, electro-technology, transport of goods and persons, catering, hotel industry and tourism, information technology, infrastructure, laboratories, mechanical engineering, insurance management, management consultancies, licensing of production processes, patents, industrial design and the like;
- (5) Hiring, letting (leasing) of labor force;
- (6) The business of insurance and reinsurance;
- (7) The construction and operation of all kinds of plants for power generation, regardless of the source of energy;
- (8) The construction and operation of network and line systems of all kinds, in particular of pipelines;
- (9) All activities relating to waste management;
- (10) The construction and the operation of petrol and gas filling stations, car-wash installations, repair and retail outlets, garages, and all other activities in connection with the aforementioned;

B.

- (1) The company shall be entitled to conduct any business and adopt any measures which are deemed to be necessary to or useful for achieving its corporate objectives, in particular to all to the objects of the company similar or related activities.
- (2) The company is in particular entitled to buy and sell and rent and lease real estate property, whether as lessee/tenant or as lessor/landlord;
- (3) The company may establish branches in Austria and abroad.

§ 3: Share Capital and Shares

- (1) The company's share capital is EUR 300,000,000 (three hundred million euros). It is divided into 300,000,000 (three hundred million) no-par value common shares issued in bearer form.
- (2) The right to ~~individual~~ certification of the shares is excluded. ~~If the company is entitled to issue share certificates are issued nevertheless, the~~ The form and content of the share certificates shall be determined by the Executive Board. The same applies to interim certificates and bonds as well as interest coupons, dividend coupons, renewal coupons and option certificates.
- (3) Share certificates shall be signed by affixing the mechanically reproduced signatures of the Chairman and one additional member of the Executive Board and of the Chairman of the Supervisory Board.
- (4) Until the due exchange against corresponding documents for no-par value shares, every ATS 100 (one hundred Austrian schillings) face amount of the par value shares in circulation shall represent one no-par value share.
- (5)
 - 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 Artsec. 159 Art. para. 2 ~~Art. para. 2~~ sub-para. 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.

§ 4: Executive Board

- (1) The company's Executive Board shall consist of two up to six members; the appointment of deputy board members within this limit shall be permissible.
- (2) The appointment of members of the Executive Board and, where applicable, deputy members, and also the revocation of such appointments shall be carried out by the Supervisory Board, on whom shall also be incumbent the signing, altering and cancelling of service contracts with members of the Executive Board and, where applicable, the granting of remunerations and similar payments; such duties may, however, be transferred by the Supervisory Board to a committee.
- (3) The Executive Board shall lay down the internal rules of procedure for the conduct of business, including the distribution of responsibilities, but for this purpose shall require the approval of the Supervisory Board. In the absence of agreement among the members of the Executive Board, the Supervisory Board shall decide upon the internal rules of procedure and the distribution of responsibilities.

§ 5: Resolutions of the Executive Board

- (1) The Executive Board shall adopt its resolutions by simple majority of the votes cast.
- (2) In the event that a member of the Executive Board is appointed Chairman of the Board, the Chairman shall have the casting vote; in the event that the Chairman is prevented from attending, his deputy shall have the casting vote. The Chairman of the Executive Board must, however, use his influence to ensure that, as far as possible, resolutions are carried by unanimous vote. The Supervisory Board may rule that a resolution of the Executive Board shall be deemed to be void, if the Chairman of the said Board or, in the event that the Chairman is unable to attend, the deputy, disagrees with the resolution.

§ 6: Management, Representation of the Company

- (1) The Executive Board shall conduct the company's business in accordance with the law, the articles of association and the internal rules of procedure approved by the Supervisory Board in such a way, as the interests of the shareholders, the employees and the public interest require.
- (2) The company shall be represented by two members of the Executive Board or by one member of the Executive Board acting jointly with one holder of a joint general power of attorney (*Gesamtprokurist*). The Company may also be represented by two *Gesamtprokuristen* acting jointly within the context of their statutory powers of representation.
- (3) In the matter of powers of representation, deputy members of the Executive Board shall rank equally with full board members.
- (4) Joint general power of attorney shall be so granted by the Executive Board with the consent of the Supervisory Board that the *Gesamtprokurist* represents the Company either jointly with a member of the Executive Board or with another *Gesamtprokurist*.

§ 7: Report to the Supervisory Board

- (1) At the request of the Supervisory Board according to the following regulations the Executive Board shall, at any time, report to the Supervisory Board on the progress of business and the company's position due to the principles of a conscientious and faithful rendering of accounts.
- (2) The Executive Board shall report to the Supervisory Board, at least once a year, on principle questions regarding the future business policy of the company and give a description of the future development of the assets situation, the financial situation and the earning situation by means of a forecast (annual report).
- (3) In addition the Executive Board shall report to the Supervisory Board on a regular basis, at least quarterly, on the course of the business, and the situation of the company in comparison to the forecast and by taking into account the future development (quarterly report); the report shall contain quarterly financial statements.
- (4) In the case of important matters, the Chairman of the Supervisory Board shall be immediately notified; furthermore, circumstances which are of considerable importance for the profitability and liquidity of the company (special report) shall be reported to the Supervisory Board immediately.
- (5) The annual report and the quarterly reports shall be made in writing and handed over to every member of the Supervisory Board.
- (6) The Executive Board shall be obliged, where possible one year after the commencement of the full operation of investment projects, to submit to the Supervisory Board an additional investment account in the event that expenditure on an investment exceeds a financial limit imposed by the Supervisory Board.
- (7) The Executive Board shall submit annually to the Chairman of the Supervisory Board and his deputy/ deputies - or in the case of a corresponding regulation in the internal rules for the Executive Board and/or the Supervisory Board to the entire board or a committee- the reports of the company's internal audit department.
- (8) In respect of the next fiscal year, the Executive Board must submit to the Supervisory Board:
 - a) a finance plan,
 - b) a budget and
 - c) an investment ~~programme~~[program](#)
 and obtain the consent of the Supervisory Board thereto.
- (9) The Executive Board shall be obliged to submit to the Supervisory Board, simultaneously with the company's financial statements, consolidated financial statements for the past fiscal year.
- (10) The Supervisory Board shall be entitled to request from the Executive Board at any time further reports concerning any matter related to the company.

§ 8: Consent of the Supervisory Board

In addition to those cases for which statutory provision is made, the Supervisory Board shall determine those items of business which shall require its consent; if and to the extent provided for by the law, the Supervisory Board shall also set financial limits.

§ 9: Supervisory Board

- (1) The company's Supervisory Board shall consist of at least 6 (six) members elected by the General Meeting and of the members nominated in accordance with the provisions of Artsec. 110 (1)para. 1 of the Austrian Labor Constitutional Act (Arbeitsverfassungsgesetz).
- (2) Save where otherwise stipulated by the General Meeting, election of members to the Supervisory Board shall be for the longest time permitted under ~~Artsec. 87 (2)~~[para. 7 of the](#) Austrian Stock Corporation Act, i.e. until the close of that General Meeting which votes on discharge from liability for the fourth fiscal year after such election, not counting the fiscal year in which such election is held.
- (3) Any member of the Supervisory Board may resign by written notice to the Chairman of the Supervisory Board. Such resignation shall take effect four weeks after receipt of the said notice, save where it is announced that such resignation is to become effective at a later date.

- (4) In the event that elected members of the Supervisory Board resign from the Board before the expiry of their term, the General Meeting may elect replacements. The term of replacement members shall last until the expiry of the original term of the resigning members.
- (5) Re-election of members of the Supervisory Board is permissible.
- (6) The members of the Supervisory Board shall be obliged to attend General Meetings of the company unless important personal or business matters prevent them from doing so.

§ 10: Supervisory Board; Chairman

- (1) Immediately following election, the Supervisory Board, under the chairmanship of the oldest member present, shall elect a Chairman and one or two deputies. In the event that two deputies are elected, the order of their appointment to the deputyship must be decided.
- (2) In the event that the Chairman resigns during a term, the Supervisory Board shall immediately conduct a new election to replace him. In the event that both elected deputies resign during their term, the Supervisory Board shall immediately conduct a new election to replace at least one deputy.
- (3) Re-election is permissible.
- (4) When ~~deputising~~deputizing for the Chairman, each deputy shall have the same rights and duties as the former.

§ 11: Supervisory Board; Meetings

- (1) The Supervisory Board must meet at least quarterly.
- (2) Meetings of the Supervisory Board shall be convened either in writing, by telefax, by email, by telegram or by telephone by the Chairman or, on his order, by the Executive Board, stating the time, venue and agenda. Notices of meetings shall be given subject to a period of fourteen days between the date of convening and the date on which the meeting of the Supervisory Board is to be held and shall be made to members' last known addresses; in urgent cases the chairman of the Supervisory Board may shorten this period.
- (3) Sufficient written documents must be made available in good time in respect of the individual items on the agenda.
- (4) In the event that a request for a meeting of the Supervisory Board to be convened made by at least two members of the Supervisory Board or by the Executive Board stating the purpose and reasons therefore, is not complied with by the Chairman within a period of fourteen days, the persons making the request may convene the Supervisory Board themselves and in so doing must indicate the facts of the case.
- (5) Members of the Executive Board shall participate in all meetings of the Supervisory Board and in committees thereof in an advisory capacity, save where the Chairman of the Supervisory Board decides otherwise.
- (6) In the event that a member of the Supervisory Board is prevented from attending, the member may appoint another member in writing to represent him at an individual meeting; in any count of the members of the meeting for the purpose of determining a quorum the member thus represented shall not be included. The right to chair the meeting cannot be transferred.
- (7) Minutes shall be taken of meetings of the Supervisory Board, which shall record the essential progress of the discussion held and the decisions taken; minutes shall be signed by the Chairman of the meeting.

§ 12: Supervisory Board; Decisions

- (1) The Supervisory Board shall have a quorum when all its members have been duly convened and more than one third of the members, including the chairman or the deputy/deputies, are present. The Supervisory Board may resolve on a subject which has not been placed on the agenda only if all members present at the meeting of the Supervisory Board agree and no member seeks adjournment of the matter.
- (2) The method of voting shall be decided by the person chairing the meeting, unless the Supervisory Board has determined some other method. It is permissible for individual

members of the Supervisory Board to cast their vote in writing, by telephone or in another comparable form. This does not prejudice the requirement for a quorum.

- (3) Decisions of the Supervisory Board shall require a simple majority of the votes cast. In case of deadlock, the Chairman shall have the casting vote.
- (4) In urgent cases, motions may be adopted in writing, by telephone or in another comparable form without the need for a meeting provided that no member of the Supervisory Board objects to the chosen form within the period stipulated by the chairman of the Supervisory Board. Dabei gelten die Bestimmungen über die Einladungen zu Sitzungen (§ 11 (2) und (3)) sinngemäß. In this connection the provisions governing the convening of meetings (Art. 11 (2) and (3)) shall apply mutatis mutandis. The votes of more than one third of ~~Members~~members, including the chairman or his/a deputy shall be necessary to constitute a quorum. Proxy voting is not permitted for a circular motion.

§ 13: Supervisory Board; Duties

- (1) The Supervisory Board shall approve the internal rules of procedure for the Executive Board, including the distribution of responsibilities, as laid down by the Executive Board; if there is no unanimity within the Executive Board, the Supervisory Board must decide on the internal rules of procedure and distribution of responsibilities.
- (2) The Supervisory Board shall monitor the Executive Board's conduct of business in accordance with the requirements of the law.
- (3) The Supervisory Board shall review the reports and applications of the Executive Board and take decisions thereon.
- (4) The Supervisory Board shall review the financial statements, the directors' report and the proposal concerning the distribution of profit and shall report thereon to the General Meeting.
- (5) The Supervisory Board shall make a proposal to the General Meeting regarding the appointment of the auditor.
- (6) All matters which the Executive Board wishes the General Meeting to deal with shall first be submitted to the Supervisory Board.
- (7) The Supervisory Board shall be obliged to convene the General Meeting if the good of the company so requires.
- (8) The Supervisory Board shall issue internal rules of procedure to regulate the exercise of its duties.
- (9) The Supervisory Board shall be entitled to decide on alterations to the articles of association which concern the wording only. Hereunder also qualify amendments of the wording due to amendments enacted by law.

§ 14: Supervisory Board; Declarations and Announcements

- (1) Declarations of intent by the Supervisory Board shall be made in its name by the Chairman or, in the event that he is prevented from doing so, by the deputy.
- (2) Announcements by the Supervisory Board shall be so made that the term "SUPERVISORY BOARD" be added to the business name of the company and shall be signed by the Chairman or the deputy.

§ 15: Supervisory Board; Committees

- (1) The Supervisory Board shall create from among its number one or more committees and lay down their duties and powers; such committees may be set up either on a permanent basis or for particular tasks. The decision-making powers of the Supervisory Board may also be assigned to these committees.
- (2) In any case, an audit committee shall be appointed to review the financial statements and prepare them for adoption.
- (3) The employees' representatives on the Supervisory Board shall be entitled to nominate members to committees of the Supervisory Board, having seats and votes in the proportion laid down by ~~Art. sec. 110~~ ~~(1)~~ para. 1 of the Austrian Labor Constitutional Act. This provision shall not apply to committees dealing with relationships between the company and members of the Executive Board, except resolutions concerning the

nomination and removal of members of the Executive Board as well as the granting of company stock options.

- (4) A member of the Supervisory Board Committee who is unable to attend may appoint in writing another member of the Supervisory Board Committee or a Supervisory Board member who is not a member of the committee to represent him at individual meetings; in any count of the members at the meeting for the purpose of determining a quorum the committee member thus represented shall not be included. The right to chair the meeting cannot be transferred.
- (5) By invitation of the Chairman of the Supervisory Board, members of the Supervisory Board who are not member the committees may also attend a meeting, but without voting rights.
- (6) Committees shall constitute a quorum if at least three members of the Supervisory Board, including the committee chairman or his deputy, are in attendance. With respect to decisions in matters affecting relationships between the company and members of the Executive Board shall have a quorum if all members of the Supervisory Board elected by the General Meeting are present.
- (7) The internal rules of procedure for the committees' business shall be decided by the Supervisory Board.
- (8) In respect of committees Arts. 9, 10, 11 (2) -- (7), 12 and 14 apply *mutatis mutandis*.

§ 16: Supervisory Board; Remuneration

- (1) Members of the Supervisory Board and of committees thereof shall receive an attendance fee for meetings in an amount determined by the General Meeting as well as reimbursement of actual expenses including reasonable travelling expenses.
- (2) In addition, the General Meeting may also provide an annual remuneration.
- (3) In the event that a member's term of office begins or ends during the fiscal year, the remuneration shall be paid on a pro-rata basis.
- (4) Any imposts on the remuneration of Supervisory Board members shall be paid by the Company.

§ ~~16a~~17: Insurance

The Executive Board is ~~authorised~~[authorized](#) to conclude legal costs and pecuniary loss liability insurance policies in ~~favour~~[favor](#) of the members of the Supervisory Board at the expense of the company to an extent commensurate with the activities of the company.

§ ~~17~~18: Declarations by Shareholders vis-à-vis the Company

- [\(1\) Declarations vis-à-vis the company can be made in German or in English.](#)
- [\(2\) Unless otherwise provided by any mandatory provision of the Austrian Stock Corporation Act or by the articles of association, declarations by shareholders vis-à-vis the company must either be in writing or must be made by way of a declaration in text form \(Art. 18 para. 3\), which is transmitted via an internationally widespread specially secured communications network of the credit institutions, whose participants can be clearly identified \(e.g. SWIFT\).](#)
- [\(3\) If the Austrian Stock Corporation Act, the articles of association or the notice convening the General Meeting provides for the use of the text form for a declaration by a shareholder, such declaration shall be made in a document or issued in any other way suited for permanent reproduction in type, the person making the declaration must be designated by name and the issuing of the declaration must be made recognizable by means of a facsimile of the signature of the person's name or otherwise, e.g. by adding the name.](#)
- [\(4\) Telefax messages shall be sent to the telefax number indicated on the website of the company under "Investor Relations".](#)
- [\(5\) E-mails shall be sent to the e-mail address indicated on the website of the company under "Investor Relations".](#)

§ 19: General Meeting; Convening

- (1) The General Meeting of the company shall take place at the ~~Company~~[company](#)'s registered office.

- (2) The General Meeting shall be convened either by the Executive Board or the Supervisory Board.
- (3) Shareholders whose shares, taken together, amount to ~~one twentieth part~~ five percent of the share capital, are entitled to demand the convening of a General Meeting in writing, ~~stating the purpose and reasons therefor. In the same manner such shareholders shall be entitled to demand that matters for decision at the General Meeting be announced. In both cases, however, shareholders must, as proof of their entitlement, deposit their shares at one of those places mentioned in Art. 18, Art. 1 and submit to the company, by the latest with their proposal, a certificate, either in the form of an original or a certified copy, from the depository office certifying that the shares have been deposited~~ submitting the agenda and a proposal for a resolution on each item on the agenda; reasons must be stated for such request. The shareholders submitting the request must have been holders of the shares for at least three months prior to making the request and must continue to hold the shares until a decision has been made on the request. Proof thereof shall be furnished by presenting a confirmation issued by the bank managing the securities account or a notary public (Art. 22 para. 1) together with the request.
- (4) General Meetings shall be convened by ~~public~~ announcement in accordance with ~~the provisions of Art. 25 subject to a period of twenty one days' notice between the convening of the meeting and the date of the General Meeting; in the event that the twenty first~~ Art. 29. Such announcements shall be made on the 28th day preceding an ordinary General Meeting, otherwise on the 21st day preceding the General Meeting, at the latest. In the event that the 28th and/or the 21st day is a Sunday or public holiday, such announcement shall be made by at the latest on the last working day preceding this date. Saturdays, Good Fridays and the December 24th and December 31st - December shall be deemed to be public holidays within the meaning of these provisions.
- (5) The notice convening the General Meeting shall contain the information required by law, in particular the following:
1. ~~(5) (5) The notice announcing the meeting must indicate~~ the company's name, as well as the date, starting time and venue of the General Meeting ~~and the agenda;~~
 2. if applicable, information concerning the broadcasting of the General Meeting (Art. 21 para. 3);
 3. the proposed agenda;
 4. information concerning the possibilities for the shareholders to inspect the documentation in accordance with sec. 108 paragraphs 3 - 5 of the Austrian Stock Corporation Act and obtain such documentation as well as, if applicable, the address of the website where such documentation can be accessed;
 5. information as to the rights of the shareholders concerning requests for items to be put on the agenda, submitting proposals for resolutions and provision of information at the General Meeting, also specifying the times until which these rights can be exercised; the method of furnishing proof of shareholder status (sec. 10a of the Austrian Stock Corporation Act) must be explained;
 6. the record date (sec. 111 para. 1 of the Austrian Stock Corporation Act) and the advice that only those shareholders are entitled to participate in the General Meeting who are shareholders on such record date;
 7. the requirements for participating in the General Meeting,
 - a) in any case information as to at what address, in what form, and until what time the company must have received deposit confirmations, other proof or registrations pursuant to Art. 22;
 - b) if applicable, a presentation of the procedures for remote participation (Art. 21 para. 4) or remote voting (Art. 21 para. 5); the notice convening the General Meeting can be limited to determining a separate registration requirement in accordance with Art. 22 para. 2, if any, and the time by which the votes must have been registered electronically or have been received by the company, provided that it contains an

indication that detailed information thereon is accessible on the website of the company;

8. information concerning the possibility of appointing a representative (proxy) and the procedure to be complied with for such purpose (Art. 23 para. 3); if applicable, the forms to be used and the electronic channels of communication for transmitting powers of attorney (proxy);
9. the total number of shares and of voting rights at the time of the notice convening the General Meeting.

§ 20: Request for Items to be put on the Agenda; Proposals for Resolutions by Shareholders

(1) Shareholders whose shares, taken together, amount to five percent of the share capital can request in writing that items be put on the agenda of the next General Meeting and be announced. Each item on the agenda must be accompanied by a proposal for a resolution as well as a statement of reasons. The persons making the request must have been holders of the shares for at least three months before making the request. Proof thereof shall be furnished by submitting a confirmation issued by the bank managing the securities account or a notary public (Art. 22 para. 1). The request shall be published by the company if received by the company on the 21st day preceding an ordinary General Meeting, otherwise on the 19th day preceding the General Meeting, at the latest.

(2) Shareholders whose shares, taken together, amount to one percent of the share capital can transmit to the company proposals for resolutions to be taken on any item on the agenda together with a statement of reasons and request that such proposals be made accessible on the company's website, together with the names of the shareholders making the request, the statement of reasons and a comment, if any, of the Executive Board or the Supervisory Board. In the case of a proposal for the election of a Supervisory Board member, the statement of reasons shall be replaced by a declaration to be issued by the proposed person in accordance with sec. 87 para. 2 of the Austrian Stock Corporation Act. The channel of communication for transmitting the proposals for resolutions to the company shall be determined in the notice convening the General Meeting. The company shall publish the amended agenda in accordance with Art. 29, provided that the request is received by the company on the seventh working day preceding the General Meeting at the latest.

§ 21: Venue of the General Meeting, Public Broadcasting, Forms of Participation, Language

- (1) The General Meeting of the company shall take place at the company's registered office.
- (2) The General Meeting shall be held in German.
- (3) The Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the General Meeting be broadcast by audio and possibly also by visual media in real time in full or in part (broadcasting of the General Meeting in accordance with sec. 102 para. 4 sentence 1 of the Austrian Stock Corporation Act). Public broadcasting of the General Meeting can also be provided for (sec. 102 para. 4 sentence 2 of the Austrian Stock Corporation Act).
- (4) Furthermore, the Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the shareholders may participate in the General Meeting in real time for the entire duration thereof from any location by means of audio and possibly also visual two-way communication which allows the shareholders to follow the course of the General Meeting and, provided that the Chairman grants them the right to speak, address the General Meeting themselves (remote participation in accordance with sec. 102 para. 3 sub-para. 2 of the Austrian Stock Corporation Act).
- (5) The Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the shareholders may cast their votes from any location electronically during the General Meeting (remote voting in accordance with sec. 126 of

the Austrian Stock Corporation Act). In such case, the Executive Board shall regulate the manner in which the shareholders can raise objections.

- (6) The members of the Executive Board and of the Supervisory Board can be connected to the General Meeting via visual and audio two-way communication.

Art. 18: General Meeting; Participation

- ~~(1) Only those shareholders shall be entitled to participate at the General Meeting who deposit their shares with the company, with an Austrian notary public, with the head office of a domestic bank operated as a joint stock corporation or with any other domestic or foreign credit institution listed in the notice announcing the General Meeting during normal hours of business and until the end of the General Meeting.~~
- ~~(2) The depositing of shares must be undertaken in such sufficient good time that there are at least three clear working days between the date on which they are deposited and the date of the General Meeting. Saturdays, Good Fridays as well as the 24th and 31st December shall not, within the meaning of these provisions, be regarded as working days, but as public holidays.~~
- ~~(3) Shares shall also be deemed to have been duly deposited if, with the consent of a custodian authorised to accept them, they are blocked for it at other credit institutions until the end of the General Meeting.~~
- ~~(4) The certificate from the custodian certifying that the shares have been duly deposited shall be submitted to the company, either in the form of an original or as a certified copy, by the latest one working day after the close of the depositing period.~~
- ~~(5) In the event that only interim certificates are issued, a shareholder whose name is entered in the share register shall be entitled to participate even without the production of a certificate of deposit, provided the shareholder gives notice of intent to participate in the meeting by no later than three working days prior to the General Meeting.~~

22: General Meeting; Right to Participate

- (1) Every shareholder who holds shares of the company at the end of the 10th day preceding the date of the General Meeting (record date) shall be entitled to participate in the General Meeting. Proof thereof shall be furnished to the company on the third working day preceding the General Meeting at the latest. Such proof shall have been received by the company at the address notified in the notice convening the General Meeting within the time period mentioned, unless a later time is determined in the notice convening the General Meeting. In the case of shares which are kept in a securities account, the confirmation issued by the bank managing the securities account having its seat in a member state of the European Economic Area or in a full member state of the OECD will be deemed sufficient proof. The deposit confirmation shall not be older than seven days at the time it is presented to the company. In the notice convening the General Meeting, the Executive Board can determine that the proof to be furnished is to be transmitted to a bank commissioned by the company. In the case of shares not kept in a securities account, the confirmation issued by a notary public with seat in a member state of the European Economic Area or in a full member state of the OECD shall suffice. Both for shares kept in a securities account and for shares not kept in a securities account, such proof shall be furnished in German or in English. Proof shall be furnished in written form. The content and transmission of the deposit confirmation to be issued is governed by sec. 10a of the Austrian Stock Corporation Act. The company shall be entitled but not obligated to verify whether the proof thus furnished is correct.
- (2) For remote participation (Art. 21 para. 4) and remote voting (Art. 21 para. 5), separate registration may be required and furthermore, an earlier time deviating from Art. 22 para. 1 may be determined for the end of the registration period.

§ 1923: General Meeting; Voting Rights

- (1) Each share grants one vote.
- ~~(2) The exercise of voting rights by proxies shall be possible only by written power of attorney, which must remain with the company.~~

- (2) A shareholder's voting right deriving from his or her entire shareholding shall be suspended for the duration of six months but at least for the time up to and including the next ordinary or extraordinary General Meeting if the shareholder has violated reporting requirements provided for by law or stock exchange rules concerning the extent of his or her shareholding.
- (3) Votes cast in the course of remote voting (Art. 21 para. 5) shall be null and void if the content of the resolution as passed during the General Meeting is different from that provided in the form or in the entry mask.
- (4) Every shareholder may appoint a proxy to represent him or her in the General Meeting. The notice convening the General Meeting can determine that such power of attorney must be granted by using the form published under "Investor Relations" on the company's website (Art. 19 para. 5 sub-para 8). The power of attorney shall be forwarded to the company in text form before the start of the General Meeting. The channel of communication for forwarding the power of attorney to the company shall be determined in the notice convening the General Meeting.

§ 2024: General Meeting; Chairmanship

- (1) General Meetings shall be chaired either by the Chairman of the Supervisory Board or his/a deputy. If none of these persons is present or willing to chair the meeting, the officiating notary shall chair the meeting to elect a Chairman.
- (2) The order of matters for discussion shall be determined by the agenda as notified. The Chairman may allow matters to be dealt with and voted on in derogation from this order.
- (3) The Chairman shall lead the deliberations and lay down the form of voting. The chairman has the right to determine the form of voting for each item on the agenda separately.
- (4) Proposals for resolutions submitted by shareholders in accordance with Art. 20 para. 2 shall only be put to the vote if the request is repeated in the meeting. In the case of proposals for resolutions submitted by shareholders participating in the General Meeting by way of remote voting (Art. 21 para. 5) the requirement stipulated in sentence 1 shall be replaced by remote voting by electronic means prior to the General Meeting or the establishment of the connection for voting by electronic means during the General Meeting by the shareholder submitting the proposal for a resolution.

§ 2125: General Meeting; Scope of Functions

- (1) The ordinary General Meeting shall each year during the first eight months of the fiscal year resolve on the distribution of the unappropriated income, the discharge of the Members of the Executive Board and the Supervisory Board for their activities in the preceding fiscal year, the appointment of auditors and, in those cases provided for by law, the adoption of the financial statements.
- (2) The General Meeting shall also resolve in those cases expressly provided for by law and referred to in the articles of association, in particular on the election and dismissal of members of the Supervisory Board or changes in the articles of association.
- (3) The General Meeting may take decisions on matters concerning the conduct of business only if the Executive Board or, insofar as this concerns matters requiring its consent pursuant to the provisions of Art. sec. 95 (5) Joint para. 5 of the Austrian Stock Corporation Act, the Supervisory Board so demands.

§ 2226: General Meeting; Resolutions, Recording and Authentication

- (1) The General Meeting shall resolve on all matters assigned to it by law with binding force for the shareholders. Resolutions of the General Meeting shall require a simple majority of the votes cast, save in those cases in which the law provides for a greater majority.
- (2) Resolutions concerning the dismissal of members of the Supervisory Board pursuant to the provisions of Art. sec. 87 Joint para. 8 of the Austrian Stock Corporation Act shall require a simple majority of the votes cast.
- (3) Resolutions concerning increases in capital pursuant to the provisions of Arts. Art.s 149 - 158 Joint of the Austrian Stock Corporation Act, alterations to the articles of association, with the exception of changes in the company's objects, and resolutions concerning the

issue of convertible bonds and participating debentures pursuant to the provisions of [Artsec. 174 Jointof the Austrian](#) Stock Corporation Act, shall require a simple majority of the votes and capital represented in the taking of the resolution.

- (4) If, in the conduct of an election by the General Meeting, a simple majority of the votes cast is not achieved on the first vote, a more restricted election shall be held between those two persons who received the largest number of votes. In the event of deadlock, decision shall be by the drawing of lots.
- (5) In order to be valid, all resolutions adopted by the General Meeting shall require to be recorded and authenticated by means of a transcript taken of the deliberation by an Austrian notary public.

§ 2327: Fiscal Year; Financial Statements, Dividends

- (1) The fiscal year shall be the calendar year.
- (2) Within the first four months of the fiscal year the Executive Board shall draw up the annual balance sheet, the profit and loss account and the notes (financial statements)-~~as well as,~~ the directors' [report and the Corporate Governance](#) report for the previous fiscal year and submit these to the Supervisory Board along with a proposal for the ~~distribution of profits.~~ [use of profits. Furthermore, the Executive Board shall, within the same period, draw up the consolidated financial statements and the consolidated directors' report and submit them to the Supervisory Board.](#)
- (3) The Supervisory Board shall examine the financial statements and the directors' report as well as the proposal for the ~~distribution~~[use](#) of profits and, within a period of two months of their having been submitted, express its opinion on the financial statements to the Executive Board.
- (4) In the event that the Supervisory Board approves the financial statements, same shall be deemed to have been adopted, unless the Executive Board and the Supervisory Board decide on their adoption by the General Meeting. The General Meeting shall be bound by the financial statements thus adopted.
- (5) The unappropriated income, which results from the adopted financial statements, shall be distributed to the shareholders; the General Meeting may exclude all or part of the unappropriated income from the distribution. Any amendments to the financial statements made necessary as a result thereof shall be undertaken by the Executive Board.
- (6) A dividend declared for distribution by the General Meeting shall become payable thirty days after the resolution of the General Meeting, save where the General Meeting decides otherwise.
- (7) Dividends not drawn within three years of their becoming payable shall be forfeited in ~~favour~~[favor](#) of the company's statutory reserve.

§ 2428: Audit

- (1) The financial statements and the directors' report shall be audited by one or more chartered auditors, prior to being submitted to the Supervisory Board respectively to its committee, which is appointed to review the financial statements and to prepare for its adoption. The book-keeping shall be included into the audit of the financial statements.
- (2) Only expert auditors and tax consultants or audit and tax consultancy companies may be elected or appointed auditors.
- (3) The auditor's report shall be submitted to the members of the Supervisory Board in accordance with the provisions of the law.

§ 2529: Publication

[Announcements of the company shall be published in the official gazette of the "Wiener Zeitung" if and to the extent mandatory under the Austrian Stock Corporation Act. Other announcements of the company shall be carried out in line with the applicable legal regulations in each case. All ~~publications~~announcements shall also be made available on the ~~web-site~~website of the company ~~in~~on the Internet.](#)

Art. 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.~~

9. Resolution on the 2010 Long Term Incentive Plan

The Executive and Supervisory Boards recommend the following Long Term Incentive Plan 2010:

Plan type

Performance share plan

Plan purpose and objectives

The performance share plan is a long-term compensation instrument for the Executive Board and selected senior executives that promotes mid and long-term value creation at OMV.

The plan aligns the interests of management and shareholders through long-term investment by the former in shares. Plan participants may not assume unreasonable risks in order to fulfill the performance metrics. If the granting of shares was based on obviously incorrect figures, the participants are obliged to return or repay benefits obtained in this way.

The defined performance criteria must not be amended during the term of the LTIP.

Grant frequency

Grants shall be made on an annual basis.

Each tranche must be approved individually by the Supervisory Board and the General Meeting.

Eligibility

Executive Board members are obliged to participate, and named senior executives of Group companies may participate in the LTIP.

Personal investment and share ownership rules

Executive Board: Percentage of annual gross base salary (according to executive contract)

- CEO: 100%

- Deputy CEO: 85%

- Other Executive Board members: 70%

Investments made for the 2009 LTIP are also recognized for the 2010 LTIP.

All other participants: EUR 15,000 or 30,000 or 60,000 or 90,000 or 120,000 at the discretion of the participant.

Investments made for the 2009 LTIP are also recognized for the 2010 LTIP.

Personal investments are to be made by October 1, 2010 through transfer of shares to an OMV custodial account or an individual custodial account (the transfer costs will be met by the Company).

The share price for the calculation of the number of shares to be invested is set as OMV's average share price over the 3-month period from January 1, 2010 to March 31, 2010. The number is rounded up to the nearest whole share.

Recognized investments are not recalculated.

Use of all financial instruments, including but not limited to hedges, to lock in the value of participants' investments is prohibited on pain of the loss of entitlement to participate.

Participants must hold invested shares upon transfer to the OMV or personal custodial account until the end of the holding period (subject to the rules for withdrawal).

Participants' invested shares will be retransferred at the end of the holding period (subject to the rules for withdrawal), unless the shares are credited to future plans.

Plan mechanisms

Participants are allocated a predefined number of shares.

The number of shares is calculated as follows:

- CEO: 90%

- Deputy CEO: 75%

- Other Executive Board members: 60%

of gross basic salary, divided by the OMV share price.

- Other participants: 90% of personal investment divided by the OMV share price.

The share price for the calculation of the number of shares to be invested is set as OMV's average share price over the 3-month period from January 1, 2010 to March 31, 2010. The number is rounded up to the nearest whole share.

The so calculated number of shares will be allocated proportionately to the relevant performance criteria, each allocation being rounded down.

Before the vesting date, the potential bonus shares are "virtual", i.e. the participants do not hold the shares and have no voting or dividend rights.

On the vesting date the definitive number of shares will be calculated according to the attainment of the performance criteria. The definitive number of shares is the sum (rounded up) of the bonus shares resulting from each single performance measure calculation.

The bonus shares so calculated will be delivered in the form of shares or in cash, as individually agreed with the respective participants. These shares will be at the disposal of the participants.

Example:

Total number of allocated shares: 10,000

Allocated shares per performance measure:

3,000 / 3,000 / 3,000 / 1,000

Goal attainment relative to performance measure:

0% / 100% / 190% / 25%

Bonus shares per performance measure:

0% / 100% / 190% / 25% (of defined number of shares)

Number of bonus shares as per performance measure:

0 / 3,000 / 5,700 / 250

Final number of bonus shares: 8,950

Calculation of the number of bonus shares allocated at vesting

The number of shares per performance measure is calculated using the relevant goal attainment percentage.

The minimum number of bonus shares per performance measure is 0% of the shares allocated per performance measure.

The maximum number of bonus shares per performance measure is 200% of the number of shares allocated per performance measure.

The overall bonus share minimum is 25%, and the overall bonus share maximum is 175%.

Effective dates and term

Plan commencement: January 1, 2010

Performance period: 3 years (January 1, 2010 to December 31, 2012)

Vesting date: March 13, 2013

Holding period: April 1, 2013–March 31, 2015

Performance measures and weightings

The performance measures are focused on sustainable internal and external value creation:

30%: absolute total shareholder return (TSR)

30%: absolute economic value added (EVA): cumulative 3-year target:

Performance is calculated according to cumulative EVA during the performance period.

30%: absolute earnings per share (EPS): cumulative 3-year target:

Performance is calculated according to average EPS during the performance period.

10%: absolute safety performance: cumulative 3-year target:

Performance is measured by findings, hazards and near misses (FH&NM) reported per employee.

At the beginning of the performance period, the performance targets for TSR, EVA, EPS and safety performance (0% minimum goal attainment – 100% goal attainment, and 200% maximum target) will be set for the performance period (3 years) and communicated to plan participants.

Performance periods/financial years are the basis for calculating the attainment of the performance goals.

Once established, performance measures may not be modified.

Vesting/pay-out

At the time when the participant declares his/her intention to participate in the 2010 LTIP it will be determined by individual agreement whether he/she will receive the cash equivalent of the bonus shares in seven equal installments or as a lump sum (net of taxes and levies). Participants with whom a lump sum payment has been agreed may request by March 15, 2013 to receive the calculated number of bonus shares by means of transfer to a personal custodial account (taxes to be paid by the participant) instead of cash payment.

Cash payment of the allocated shares: The amount is calculated on the basis of OMV's price at the close on the vesting date. If this is not a trading day, the calculation shall be on the basis of the price at the close on the most recent trading day.

In the case of those participants for whom payment in seven equal installments was provided for in the declaration of participation, cash payment will be made in seven equal parts together with the monthly salary, with six installments to be paid out over six consecutive months, and the seventh installment to be paid out as a special payment at the end of this six-month period.

In the case of those participants with whom one-off payment was agreed, the pay-out shall be together with the current salary, unless participants opt by March 15, 2013 to receive OMV bonus shares instead.

If the option for a bonus share transfer has been exercised, the share transfer will be executed on the first working day after the vesting date, notwithstanding any delay caused by approval by the Supervisory Board (see below).

Where the transfer of bonus shares would constitute insider trading, only cash payments will be made.

In the event of any delay in approval of the performance measures by the Supervisory Board, any cash pay-outs or share transfers will take place at the beginning of the following month. The company will not accept liability for any share price risk caused by any delay in the Supervisory Board resolution and resultant delay in the share transfers.

The transfer of bonus shares will be carried out at the latest 3 months after the approval of goal attainment by the Supervisory Board and after deduction/receipt of the applicable taxes.

In the event that cash payments or share transfers are made on the basis of incorrect or false data, the amounts will be corrected and overpaid amounts must be refunded to the Company.

Conditions for premature withdrawal by plan participants

See the rules for withdrawals.

Withdrawal from plan

If a participant wishes to withdraw from the LTIP, a written approval by the Executive Board member responsible is required. Executive Board members require the written approval of the Supervisory Board Chairman.

All benefits and rights are forfeited in the event of termination. Own investments will be transferred to the participant in question immediately (at the latest on the first working day after the effective termination date). A termination applies to all plans from which no bonus shares have yet been allocated.

LTIPs already vested cannot be terminated. Any shares invested will be transferred back no earlier than at the end of the holding period, subject to compliance with the rules for premature withdrawal.

Withdrawal rules

a) Bad leavers

Before vesting date (March 13, 2013):

unvested plans are forfeited, and shares invested by participants are retransferred on the day of withdrawal

During the holding period:

own investments are retransferred on the day of withdrawal.

a) Good leavers

Before vesting date (March 13, 2013):

unvested plans continue pro rata temporis relative to the entry year (followed by the holding period), and own investments are retransferred at the end of the last LTI plan.

During the holding period:

own investments are retransferred at the end of the last plan.

c) Retirement, permanent disability

Before vesting date (March 13, 2013):

unvested plans continue pro rata temporis relative to the entry year, and own investments are retransferred by the vesting date of the last LTI plan.

During the holding period:

own investments by the participant required for plans which have not yet been vested are retransferred to the participant.

d) Death

Before vesting date (March 13, 2013):

unvested plans are valued and settled in cash according to the date of decease, and own investments are retransferred as soon as possible.

During the holding period:

own investments are retransferred as soon as possible.

e) Disposal of the Group company where the participant is employed

Before vesting date (March 13, 2013):

unvested plans continue followed by the holding period, and own investments are retransferred at the end of the last LTI plan.

During the holding period:

Own investments are retransferred at the end of the last plan.

Rights of shareholders under sections 109 and 110 *Aktiengesetz* [Stock Corporation Act]

Requests for items to be put on the agenda pursuant to section 109 *Aktiengesetz*

Shareholders whose individual or combined holdings represent a total of at least 5% of the capital stock for at least three months may make a written request (individually signed by each applicant or duly signed by the company) by **May 5, 2010**, to OMV Aktiengesellschaft, for the attention of Wolfgang Baumann, Trabrennstr. 6–8, 1020 Vienna, asking for additional items to be placed on the agenda for the Annual General meeting, and to be announced. A draft resolution and justification must be submitted for each agenda item.

The application must be accompanied by a deposit confirmation evidencing a shareholding by the applicant for at least three continuous months at the time the application is made, and which is not older than seven days at the time of receipt by the Company. In the case of several shareholders who jointly hold the required 5% of the capital stock, the deposit confirmations must relate to the same point in time (day, time). Otherwise, the same rules as those contained in the Convocation of the Annual General Meeting (please refer to that document) apply to the issuance, content and transmission of deposit confirmations.

Shareholders who have not deposited their shares with a bank may provide the required evidence of their shareholdings by means of a confirmation issued by a notary public, to which the above provisions shall apply by analogy.

Where the application and one or more deposit confirmations or notary confirmations must be sent to the Company separately, all documents must be received by the Company by May 5, 2010.

Draft resolutions submitted by shareholders under section 110 *Aktiengesetz*

Shareholders whose individual or combined holdings represent a total of at least 1% of the capital stock may submit draft resolutions for each agenda item, to be accompanied by a justification, by **May 14, 2010**, and require the resolutions to be posted on the company's website with the names of the relevant shareholders and the justification.

Draft resolutions may be addressed to OMV Aktiengesellschaft, for the attention of Wolfgang Baumann, Trabrennstr. 6–8, 1020 Vienna, fax +43-1-40440-621807, and must be received by May 14, 2010. Approved draft resolutions will be posted on the Company's website at www.omv.com › *OMV Holding* › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2010* within two days of receipt.

Applications must be accompanied by deposit confirmations evidencing shareholdings when the applications are made, and which are not older than seven days at the time of receipt by the Company. In the case of several shareholders who jointly hold the required 1% of the Company's capital stock, the deposit confirmations for all shareholders must relate to the same point in time (day, time). Otherwise, the same rules as those contained in the Convocation of the Annual General Meeting (please refer to that document) apply to the issuing, content and transmission of deposit confirmations.

Shareholders who have not deposited their shares with a bank may provide the required evidence of their shareholdings by means of a confirmation issued by a notary public, to which the above provisions shall apply by analogy.

Where the application and one or more deposit confirmations or notary confirmations must be sent to the Company separately, all documents must be received by the Company by May 14, 2010.