

Report of the Supervisory Board

Dear shareholders,

Good teamwork, a sound basis of information and compliance with the Austrian Code of Corporate Governance together comprise the framework used to advise and diligently supervise the Executive Board in its work. The Executive Board has regularly provided the Supervisory Board with timely and comprehensive information on business operations, the overall economic situation in the company's core markets and the resultant operating environment, as well as business opportunities and risks for OMV. In 2011, OMV's operations were affected by political unrest in North Africa and the Middle East. The Executive Board closely monitored these developments and updated us on local security risks and production status.

Work in the Supervisory Board and its committees

During the year under review, the Supervisory Board focused on major financing projects, which significantly strengthened the Group's financial profile. These included a capital increase with a total volume of EUR 750 mn, the issuance of hybrid notes at the nominal amount of EUR 750 mn, a senior bond at the nominal amount of EUR 500 mn and the conclusion of two syndicated revolving credit facilities with a total amount of EUR 1,680 mn. Further in-depth discussions of the Supervisory Board included OMV's strategy "Profitable Growth". The main cornerstones of this strategy are (i) upstream growth (increased investments in Exploration and Production), (ii) integrated gas (expansion of OMV's position along the entire gas value chain), (iii) restructured oil downstream (divestments in the Refining and Marketing business segment), and (iv) improved performance across the entire OMV Group (launch of a comprehensive performance improvement program). We also devoted considerable attention to the annual planning process for the business year 2012 and the investment program going forward. Our agenda included important items such as monitoring the integration of OMV Petrol Ofisi A.Ş., the further development of the compliance system and the appointment of a new Executive

Board member responsible for the Gas and Power business segment.

The Project Committee discussed the Nabucco gas pipeline project, the new Gas and Power Trading structure and electronic trading systems. The Presidential and Nomination Committee made thorough preparations for the appointment of Hans-Peter Floren as Executive Board member in charge of Gas and Power and discussed OMV's succession planning system. The Remuneration Committee conducted a benchmarking of the variable compensation package for the Executive Board, taking into account advice received from external consultants, industry best practice, remuneration levels at comparable companies, and international trends in corporate governance. The Audit Committee dealt with key issues relating to accounting processes, internal audit, risk management and the Group's internal control and management systems. Due to an increase of risk factors such as political unrest and oil price volatility, considerable focus was placed on enhancing the risk management system and monitoring its effectiveness. The Audit Committee also supervised the transition process following the appointment of the company's new auditor Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H.

We performed our annual self-evaluation in order to continuously improve both the efficiency and the effectiveness of our work, as well as to ensure that the Supervisory Board is capable of fulfilling its responsibilities towards shareholders and other stakeholders. The Corporate Governance Report contains additional information on the activities of the Supervisory Board and its committees.

Annual financial statements and dividend

After comprehensive review and discussions with the auditors at the Audit Committee and plenary meetings, the Supervisory Board approved the directors' report, prepared in accordance with section 96 (1) Stock Corporation Act and the parent entity financial statements for 2011, which were thereby adopted under section 96 (4) of the Act. The same applies to the consolidated

Focus on financing and strategy of the Group

financial statements. The Supervisory Board likewise approved the Corporate Governance Report following its consideration by the Audit Committee.

The Supervisory Board has accepted the Executive Board's proposal to the Annual General Meeting to pay a dividend of EUR 1.10 per share and to carry forward the remainder of the profit for the year to new account.

Changes in the composition of the Executive Board

Personnel changes in the Executive Board included Wolfgang Ruttendorfer's succession by Gerhard Roiss as CEO and Chairman of the Executive Board of the company and Manfred Leitner's appointment as Executive Board member responsible for Refining and Marketing, both effective as of April 1, as well as Werner Auli's resignation as Executive Board member responsible for Gas and Power effective as of December 31.

Changes in the composition of the Supervisory Board

Martin Rossmann was delegated to the Supervisory Board by the Works' Council as Markus Simonovsky's successor on May 4. Markus Beyrer was elected to the Supervisory Board by the Annual General Meeting on May 17 and took over as Chairman following Peter Michaelis' resignation with effect as of the close of the Annual General Meeting.

Finally, I would like to thank the Executive Board and the entire workforce in the Group and its associated companies for their commitment and personal contribution in the financial year 2011. Furthermore, I would like to take the opportunity to thank Wolfgang Ruttendorfer and Werner Auli for their outstanding achievements as CEO and Executive Board member for Gas and Power, respectively, over the past years. Wolfgang Ruttendorfer has transformed OMV into an integrated oil and gas company. Werner Auli has converted the business segment Gas and Power into a strategically important business area for OMV with great growth potential. Both have,

thus, laid the foundations for further profitable growth of the OMV Group.

Vienna, March 20, 2012

For the Supervisory Board



Markus Beyrer

**Foundations
laid for profitable
growth**

Corporate Governance Report

Enhancing transparency at management level and internal control structures helps strengthening market and stakeholder confidence. As a result, OMV has always sought to comply with best practice in corporate governance and has committed to adhere to the Austrian Code of Corporate Governance (ACCG) since its introduction in 2002. The information given below complies also with the ACCG recommendations ('R-rules'), the non-compulsory best practice sections of the Code. OMV is a signatory of the UN Global Compact and has adopted a comprehensive, group-wide Code of Conduct, as well as a related business ethics directive, drawn up with the assistance of international expert consultants.

Commitment to Austrian Code of Corporate Governance

OMV conforms to the ACCG issued by the Austrian Working Group for Corporate Governance. The code is publicly accessible at www.corporate-governance.at. In 2011, OMV deviated from rule C 26: The former Chairman of the Executive Board, Wolfgang Ruttenstorfer, held supervisory board mandates in four non-Group companies, twice the position of the Chairman. With regard to his resignation from OMV Group as of March 31, 2011, the Supervisory Board of OMV had approved the mandates. The external evaluation of compliance with the Code in 2011 is available for public inspection at www.omv.com, and confirms that OMV conformed to all the C and R rules.

Executive Board in 2011



From left to right: Jacobus Huijskes, David C. Davies, Gerhard Roiss, Werner Auli, Manfred Leitner

Gerhard Roiss, *1952

Term of office: September 17, 1997 to March 31, 2014

Chairman of the Executive Board and Chief Executive Officer (since April 1, 2011). Responsible for the overall management and coordination of the Group. He took over as Chairman of the Executive Board following the retirement of Wolfgang Ruttenstorfer.

Deputy Chairman of the Executive Board (January 1, 2002 to March 31, 2011). Responsible for Refining and Marketing, as well as for OMV

Group's plastic and chemical interests until March 31, 2011.

Member of the supervisory board of Österreichische Post AG (until April 28, 2011).

He received his business education at Vienna, Linz and Stanford universities and subsequently had senior appointments at various companies in the consumer goods industry. In 1990, he was appointed to the board of PCD Polymere GmbH. In 1997, he joined the OMV Group Executive Board, heading Exploration and Production and Plastics until the end of 2001.

Wolfgang Ruttenstorfer, *1950

Terms of office: July 3, 1992 to January 27, 1997 and January 1, 2000 to March 31, 2011

As of March 31, 2011, he retired as Chairman of the Executive Board and Chief Executive Officer (January 1, 2002 to March 31, 2011).

Member of the supervisory boards of Telekom Austria AG, CA Immobilien Anlagen AG (Chairman), the VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (Chairman) and of the board of directors of F. Hoffmann-La Roche AG (until March 1, 2011).

A graduate of the Vienna University of Economics and Business Administration, he began his career with OMV in 1976. He was a member of the Executive Board from 1992 to 1997. After serving as Austrian Secretary of State for Finance between 1997 and 1999, he returned to OMV Group as Deputy Chairman of the Executive Board with responsibility for Finance and the Gas segment at the beginning of 2000.

David C. Davies, *1955

Term of office: April 1, 2002 to March 31, 2014
Chief Financial Officer (since April 1, 2002).

He became Deputy Chairman of the Executive Board after Wolfgang Ruttenstorfer's retirement on April 1, 2011.

Member of the supervisory boards of Wiener Börse AG and CEESEG AG.

He graduated from the University of Liverpool, UK, with a degree in Economics in 1978, and began his working life as a chartered accountant. He subsequently held positions with international corporations in the beverage, food and health industries. Before joining OMV, he was finance director at a number of British companies.

Werner Auli, *1960

Term of office: January 1, 2007 to
December 31, 2011

Responsible for Gas and Power (January 1, 2007 to December 31, 2011).

He joined OMV in 1987 after graduating from the Vienna University of Technology. From 2002 to 2004, he was managing director of EconGas

GmbH. From 2004, he was managing director of OMV Gas GmbH, and since 2006 he was managing director of OMV Gas & Power GmbH. As of December 31, 2011, he retired as member of the Executive Board.

The Supervisory Board appointed Hans-Peter Floren as new Executive Board member responsible for Gas and Power effective as of March 1, 2012.

Jacobus Huijskes, *1965

Term of office: April 1, 2010 to March 31, 2015
Responsible for Exploration and Production since July 1, 2010.

He studied mechanical engineering and started his professional career with Shell. Within the Shell group, he held a number of engineering, petroleum engineering and economic roles and most recently held the position of Executive Vice President, responsible for major worldwide upstream projects. He has worked and lived in the UK, Norway, Oman, Australia and Russia, among other countries.

Manfred Leitner, *1960

Term of office: April 1, 2011 to March 31, 2014
Responsible for Refining and Marketing, as well as for OMV Group's plastic and chemical interests.

After graduating in Commerce at the Vienna University of Economics and Business Administration, he joined OMV in 1985. After working for two years in the finance department of the E&P business unit, he became head of finance at OMV's branch in Tripoli, Libya. Following his return to Austria, he was in charge of the controlling department within E&P until 1997. He then moved to the R&M business segment, where he led the Planning & Controlling Department until 2002, and was Senior Vice President for Downstream Optimization and Supply from 2003 until 2011.

Working methods of the Executive Board

The approval requirements, responsibilities of individual Executive Board members, procedures (e.g. decision-making procedures), and the approach to conflicts of interest are governed by the Internal Rules of the Executive Board. The Executive Board holds weekly meetings in order to exchange information and take decisions on all matters requiring plenary approval.

Remuneration report

Executive Board remuneration policy principles

The remuneration of the OMV Executive Board is at competitive levels for the relevant employment market, and has a strong performance-related component. Conformity with market rates is maintained by regular external benchmarking against relevant Austrian industrial companies and the European peer group. The performance-related component includes short-term incentives. These take the form of variable remuneration agreements based on earnings, profitability and growth targets; account is also taken of specific projects related to the implementation of OMV's growth strategy. The system also has long-term elements including non-financial benefits.

Basic salary and short-term variable remuneration

The basic salaries of Executive Board members are based on the above principles. Targets (performance measures) are also agreed for each financial year. Where these are attained, a maximum of 150% of the base salary may be paid as variable remuneration in the following financial year. These targets are financial indicators (e.g. EBIT or gearing ratio) and non-

financial performance measures (e.g. integration of acquisitions or reserve replacement rate), as well as strategic objectives. The achievement of targets shall be determined by comparing agreed indicators with actually achieved figures (see details in the below paragraph on long-term targets and incentives).

Long-term targets and incentives

Long Term Incentive Plan

The Long Term Incentive Plan (LTIP) for the period 2011 to 2016, as adopted by the Annual General Meeting in 2011, consists of the following elements: Participants must have invested an amount equal to 100% (Chairman of the Executive Board), 85% (Deputy Chairman of the Executive Board) or 70% (other Executive Board members) of their gross basic salaries in OMV shares in 2011 (shares deposited in order to participate in the earlier LTIPs count towards the 2011 LTIP) and hold them until March 31, 2016. The number of shares is calculated on the basis of the average OMV stock price in the first quarter of 2011.

The observation period for attainment of the financial and non-financial objectives is the 2011, 2012 and 2013 financial years. At the start of the program, target levels were established for key indicators (total shareholder return (TSR), economic value added (EVA) and earnings per share (EPS)) and weighted (30% for each indicator). The safety performance target is weighted at 10%. The achievement of targets shall be determined by comparing agreed indicators with actually achieved figures. If the targets are fully attained the Chairman will be allocated shares equal in value to 100%, the

Directors' remuneration

Executive Board remuneration ¹							EUR 1,000
2011	Auli	Davies	Huijskes	Leitner	Roiss	Ruttenstorfer	Total
Fixed	600	735	500	375	779	200	3,188
Variable	900	900	213	—	1,050	1,200	4,263
Benefits in kind (company car, accident insurance and reimbursed expenses)	8	10	8	6	8	2	43
Total	1,508	1,645	721	381	1,837	1,402	7,493
Fixed ² /variable ratio	40/60	45/55	71/29	100/0	43/57	14/86	43/57
Options exercises	70	—	—	—	—	—	70

¹ There are discrepancies between individual items and totals due to rounding differences. The variable components relate to target attainment in 2010, for which the bonuses were paid in 2011, except for EUR 175,000, which relate to prepayments for 2011. There was an exercise of options under the 2004 stock option plan.

² Include benefits in kind.

Deputy Chairman shares equal to 85% and the other Executive Board members shares equal to 70% of their gross basic salaries in 2011. The number of shares is calculated on the basis of the average OMV stock price in the first quarter of 2011. The allocation will take place on March 31, 2014. Participants will be free to dispose of the allocated stock as they see fit, but will be obliged to hold an amount of shares equal to their original investment for another two years (up to March 31, 2016).

If the targets are exceeded, more shares, in linear proportion, will be allocated up to a maximum of 175% of the shares due on 100% attainment. At least 25% of the shares due in the event of 100% target attainment will be allocated in any case.

Stock Option Programs

Up to and including 2008, long-term incentives took the form of Stock Option Programs, which were on a par with those of companies of comparable size. These plans provided for a holding period of two years followed by an exercise period of five years. The size of the tranches of options that may be exercised is at plan members' discretion, provided that the conditions are met (attainment of the increase in the OMV share price set as a target when the plan was approved by the Annual General Meeting) and no blocking period is in force. Under the 2008 plan, an investment of one share confers options on 20 shares at a price to be established by the General Meeting. The options under the 2005–2008 plans have either not yet been exercised or have not been exercised in full. No further stock options were issued after 2008.

Pensions

Wolfgang Ruttenstorfer and Gerhard Roiss are entitled to defined-benefit pensions. The Company pays the contributions, calculated in

accordance with discounted cash flow methods, into a pension fund. David Davies, Werner Auli, Jacobus Huijskes and Manfred Leitner are entitled to defined-contribution pensions. The Company pays the contributions into a pension fund. The amount of the company pension depends on the amount of available capital in the pension fund. The annuitization is made in accordance with the pension fund's approved business plan. The retirement age for all Executive Board members is the Austrian statutory retirement age.

Pension fund contribution ¹	EUR 1,000
Auli	132
Davies	274
Huijskes	125
Leitner	98
Roiss	634
Ruttenstorfer	143
Total	1,406

¹ There are discrepancies between individual items and totals due to rounding differences.

Termination entitlements

Termination benefits

Wolfgang Ruttenstorfer, Gerhard Roiss and David Davies have a choice between a termination benefit in accordance with section 23 Austrian Salaried Employees Act, or 10% of their annual gross basic salaries for each full year's service from the agreed starting date. However, the amount may not exceed one year's gross basic salary. Werner Auli is entitled to termination benefits in accordance with section 23 Austrian Salaried Employees Act, but taking his previous service with the Group into account. The calculation basis under the Salaried Employees Act includes the variable components. Jacobus Huijskes and Manfred Leitner are subject to the Betriebliche Mitarbeiter- und Selbständigenvorsorgegesetz (BMSVG, Salaried Employees and Self-employed Provident Saving Act).

Termination entitlements ¹	EUR 1,000		
2011	Auli	Ruttenstorfer	Total
Termination benefits and settlement payments	3,957	800	4,757
Payment in lieu of holiday	5	225	230
Total	3,962	1,025	4,987

¹ There are discrepancies between individual items and totals due to rounding differences.

Settlement payment

In the event of premature termination of an Executive Board employment contract, the salary for the remainder of the contract is paid if no act of willful misconduct or negligence was performed by the Executive Board member. No settlement payment is made if the Executive Board member terminates the contract prematurely.

There are no other termination entitlements.

Note 29 provides additional information on the Long Term Incentive Plan and the Stock Option Programs (valuation, outstanding options and exercise in previous years).

Directors' and officers' (D&O) insurance

Executive Board members are covered by directors' and officers' liability, and legal expenses insurance. The entire Supervisory Board and many other OMV employees also have such coverage, but as joint insurance premiums are paid, it is not possible to attribute these costs to individual Executive Board members.

Indemnity

The Executive Board and officers of direct and indirect subsidiaries of OMV Aktiengesellschaft are also indemnified against claims by third parties in respect of their actions in exercise of their duties, except in cases of willful intent or gross negligence.

Executive Board members' shareholdings

Executive Board members' holdings of OMV shares at balance sheet date were as follows:

Shares	
Roiss	174,528
Ruttenstorfer (as of March 31, 2011)	45,035
Davies	29,222
Auli	20,490
Huijskes	12,136
Leitner	14,196

Policy principles for the remuneration of senior management and expert levels

The basic salaries of such employees are set in accordance with internationally accepted methods for determining market levels of remuneration and with the relevant collective agreements. The principles applicable to the Executive Board are applied to these employees in adapted form.

Consequently, some employees at senior management levels of the Group (approx. 95 people) are eligible for membership of the Long Term Incentive Plan. They are also eligible for bonus agreements, as discussed below.

In 2011, a total of some 3,200 managers and experts participated in a graduated Management by Objectives (MbO) program entitling them to bonuses for fulfilling objectives. There are also bonuses for other employees, which vary from country to country. Employee representatives are involved in designing these incentive schemes.

In all these systems, payments are conditional on the attainment of financial and non-financial corporate targets, as well as individually agreed objectives.

Participants of MbO programs can inspect their goal-setting agreements using the group-wide Performance and Development System (PDS). This enables them to take account of each others' targets.

Supervisory Board

In 2011, the membership of the OMV Supervisory Board, and seats held by members on other supervisory boards (domestic and foreign listed companies), disclosed in compliance with rule C 58 ACCG, were as follows:

Peter Michaelis

(Managing Director, ÖIAG, until June 30, 2011), Chairman (until May 17, 2011); seats: Österreichische Post AG (Chairman, until April 28, 2011) and Telekom Austria AG (Chairman, until May 19, 2011).

Markus Beyrer

(Managing Director, ÖIAG, since July 1, 2011), Chairman (since May 17, 2011); seats: Österreichische Post AG (Chairman, since April 28, 2011) and Telekom Austria AG (Chairman, since May 19, 2011).

Wolfgang Berndt

Deputy Chairman; seats: GfK SE and MIBA AG.

Khadem Al Qubaisi

(Managing Director, International Petroleum Investment Company (IPIC)), Deputy Chairman; seats: Aabar Investments PJSC (Chairman), Abu Dhabi National Takaful Co. PJSC (Chairman), Compania Espanola de Petroleos S.A. (CEPSA; Chairman) and First Gulf Bank.

Alyazia Al Kuwaiti

(Manager Evaluation & Execution, IPIC).

Elif Bilgi-Zapparoli

(Chief Executive Officer, Merrill Lynch Yatirim Bank A.S. and Merrill Lynch Menkul Degerler A.S.).

Helmut Draxler

Seats: RHI AG.

Wolfram Littich

(Chairman of the executive board of Allianz Elementar Versicherungs-AG).

Herbert Stepic

(Chairman of the executive board of Raiffeisen Bank International AG).

Herbert Werner

Seats: Innstadt Brauerei AG (Chairman) and Ottakringer Getränke AG.

Norbert Zimmermann

Seats: Schoeller Bleckmann Oilfield Equipment AG (Chairman), Bene AG (Chairman, until June 9, 2011) and Oberbank AG.

Delegated by the Group works council (employee representatives):

Leopold Abraham, Wolfgang Baumann, Franz Kaba, Ferdinand Nemesch, Markus Simonovsky (until May 3, 2011), Martin Rossmann (since May 4, 2011).

Diversity

The main considerations in selecting the members of the Supervisory Board are relevant knowledge and experience in executive positions. However, attention is also paid to diversity in the composition of the Board. The 15-strong Supervisory Board includes two women, five members aged under 50 and three non-Austrian nationals.

Independence

The Supervisory Board has adopted the guidelines set out in Annex 1 ACCG, and the other guidelines set out below, with regard to members elected by the Annual General Meeting. No member of the Supervisory Board may serve on the Executive Board of an OMV Group company. No member of the Supervisory Board may hold stock options issued by the Company or any affiliated company, or receive any other performance-related remuneration from an OMV Group company. No Supervisory Board member may be a shareholder with a controlling interest in the meaning of EU Directive 83/349/EEC (i.e. a shareholder's interest of 50% or a dominant influence, e.g. through the right to appoint board members) or represent such an interest.

All of the members elected by the Annual General Meeting except Helmut Draxler and Herbert Werner, regarding the duration of their terms, have declared their independence from the Company and its Executive Board during the 2011 financial year and up to the time of making such declarations (rule C 53 ACCG). Under rule C 54 ACCG, Elif Bilgi-Zapparoli, Wolfgang Berndt, Helmut Draxler, Wolfram Littich, Herbert Stepic, Herbert Werner and Norbert Zimmermann have made declarations to the effect that they had no connections with any major shareholders during the 2011 financial year and up to the time of making such declarations.

Selection of the members of the Supervisory Board

Functions of the Supervisory Board and its Committees

Working methods of the Supervisory Board

The Supervisory Board fulfills its duties – in particular supervising the Executive Board and advising it on strategy – by discussing the Company's situation and objectives at the meetings at which the decisions are taken, except in cases of urgency. The set-up of four committees ensures that best-possible use is made of Supervisory Board members' expertise. Brief descriptions of these committees are given below (see also the Report of the Supervisory Board).

During the year under review, the Supervisory Board held six meetings, one of which was devoted to the new strategy.

No member of the Supervisory Board attended fewer than half of the meetings.

Presidential and Nomination Committee

Empowered to take decisions on matters of urgency. The Supervisory Board may transfer other duties and powers of approval to the Presidential and Nomination Committee on an ad hoc or permanent basis. In its capacity as the Nomination Committee, this body makes proposals to the Supervisory Board for the appointment or replacement of Executive Board members and deals with succession planning. It also makes recommendations to the General Meeting for appointments to the Supervisory Board. There were five meetings of the Presidential and Nomination Committee during the year. The main focus was on financing issues, succession planning and the search for a successor to the Executive Board member responsible for Gas and Power.

Audit Committee

Performs the duties established by section 92 (4a) Stock Corporation Act. The committee held six meetings during the year. These were predominantly concerned with preparations for the audit of the annual financial statements, assessment of the auditors' activities, internal audit, internal control and risk management systems, as well as the presentation of the annual financial statements.

Auditors

Attention must be paid to auditor independence, and this involves comparing the audit fee with other fee income. In 2011, the auditors Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (including their network in the meaning of section 271b Code of Commerce) received EUR 2.08 mn for the annual audit, EUR 0.53 mn for other assurance services and EUR 0.58 mn for other engagements.

Project Committee

Helps the Executive Board to prepare for complex decisions on key issues where necessary, and reports on these decisions and any recommendations to the Supervisory Board. The Project Committee met twice during the year, devoting most of its time to discussing the new Gas and Power Trading structure and electronic trading systems.

Remuneration Committee

Deals with all aspects of the remuneration of Executive Board members and with their employment contracts. The committee's membership does not include employee representatives. The committee is empowered to conclude, amend and terminate Executive Board members' employment contracts, and to take decisions on the award of bonuses (variable remuneration components) and other such benefits to the latter. The committee met four times during the year, focusing on bonuses and related objectives, as well as benchmarking of variable remuneration systems of the Executive Board and issues related to the retirement and appointment of the Executive Board member responsible for Gas and Power.

Conflicts of interest and dealings by members of the Supervisory Board requiring approval

There were no transactions requiring approval in accordance with section 95 (5) (12) Stock Corporation Act; however, attention is drawn to transactions totaling approx. EUR 2.1 bn with Raiffeisen group (Herbert Stepic; the transactions in question represent less than 1% of the Raiffeisen group's total assets).

The Internal Rules of the Supervisory Board contain detailed procedures for the treatment of

conflicts of interest on the part of Supervisory Board members.

Remuneration

In accordance with the articles of incorporation, the Annual General Meeting (AGM) resolves the remuneration of the elected members of the Supervisory Board for the previous financial year. The 2011 AGM adopted the following remuneration scale for the 2010 financial year:

Annual remuneration for Supervisory Board members	EUR
Chairman	29,200
Deputy Chairmen	21,900
Ordinary members	14,600
Committee Chairmen	12,000
Committee Deputy Chairmen	10,000
Ordinary Committee members	8,000

The amounts, for the 2010 financial year, were disbursed to the Supervisory Board members concerned in 2011; these were exclusive of expenses (travel and attendance expenses).

The total expenditure incurred by the Supervisory Board in 2011 was EUR 596,582. Of this, members' remuneration (for the 2010 financial year) accounted for EUR 365,612, attendance expenses for EUR 58,619, travel expenses for EUR 90,081, and conference equipment, organization and translation for EUR 82,270.

Employee participation

The Group works council holds regular meetings with the Executive Board in order to exchange information on developments affecting employees.

Name (year of birth)	Position/committee membership ¹	Remuneration (in EUR)	Term of office ¹
Peter Michaelis (1946) ²	(Chairman; Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.)	77,200	May 23, 2001 to 2011 AGM
Markus Beyrer (1965)	Chairman; Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	—	May 17, 2011 to 2014 AGM
Rainer Wieltch (1944)	(Deputy Chairman; Deputy Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.)	23,796	May 24, 2002 to 2010 AGM
Wolfgang Berndt (1942)	Deputy Chairman; Deputy Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	37,310	May 26, 2010 to 2014 AGM
Khadem Al Qubaisi (1971)	Deputy Chairman; Deputy Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	37,310	May 26, 2010 to 2014 AGM
Alyazia Al Kuwaiti (1975)	Pres. Com. and Proj. Com.; (Deputy Chairwoman; Deputy Chairwoman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com. until 2010 AGM)	42,240	May 14, 2008 to 2014 AGM
Elif Bilgi-Zapparoli (1967)		14,600	May 13, 2009 to 2014 AGM
Helmut Draxler (1950)	Audit Com.	22,600	Oct. 16, 1990 to 2014 AGM
Mohamed Al Khaja (1980)	Pres. Com. and Proj. Com.	12,156	May 14, 2008 to 2010 AGM
Wolfram Littich (1959)	Proj. Com. and Audit Com.	30,600	May 23, 2001 to 2014 AGM
Herbert Stepic (1946)		14,600	May 18, 2004 to 2014 AGM
Herbert Werner (1948)	Audit Com.	22,600	June 4, 1996 to 2014 AGM
Norbert Zimmermann (1947)	Proj. Com. and Remun. Com.	30,600	May 23, 2001 to 2014 AGM
Leopold Abraham (1947)	Pres. Com., Proj. Com. and Audit Com.	—	Delegation by the Group works council is for an indefinite period; however, the employee representatives may be recalled at any time.
Wolfgang Baumann (1958)	Pres. Com. and Audit Com.	—	Until May 3, 2011
Franz Kaba (1953)	Proj. Com.	—	Since May 4, 2011
Ferdinand Nemesch (1951)	Proj. Com. and Audit Com.	—	
Markus Simonovsky (1973)		—	
Martin Rossmann (1970)		—	

Remuneration of the members of the Supervisory Board

¹ Abbreviations: Pres. Com. = Presidential and Nomination Committee; Proj. Com. = Project Committee; Audit Com. = Audit Committee; Remun. Com. = Remuneration Committee; AGM = Annual General Meeting.

² In accordance with his employment contract as member of the ÖIAG Managing Board, Peter Michaelis transferred his remuneration to ÖIAG.

Rights of minority shareholders

Rights of minority shareholders

- ▶ General Meeting: An Extraordinary General Meeting must be convened at the request of shareholders holding not less than 5% of the shares.
- ▶ Agenda items must be included at the request of shareholders holding not less than 5% of the shares.
- ▶ Shareholders holding not less than 1% of the shares may submit resolutions on all agenda items. The Company must post these on its website.
- ▶ Shareholders holding not less than 10% of the shares may require an extraordinary audit in the event of grounds for suspicion of irregularities, or gross violations of the law or the articles of incorporation.
- ▶ All duly registered shareholders are entitled to attend General Meetings, ask questions and vote.
- ▶ Election of the Supervisory Board: If elections to two or more positions on the Supervisory Board are held at the same General Meeting, separate votes must be held for each position. If elections to three or more seats on the Supervisory Board are held at the same General Meeting, and prior to the vote on the last position to be filled it is found that at least one-third of all the votes have been cast in favor of the same person but he/she has not been elected, then this person must be declared the winner of the election to the last position if he/she has stood for it.

Women's advancement

- ▶ The Company is committed to supporting women's promotion to management positions. While there are no female members of the Executive Board of OMV Aktiengesellschaft, Mariana Gheorghe is the Chairwoman of the Executive Board of OMV Petrom SA – the largest Group company – and Gülsüm Azeri has been appointed CEO of Petrol Ofisi as of July 1, 2011. There are two female elected members of the OMV Aktiengesellschaft Supervisory Board; this corresponds to 20% of the elected membership.

- ▶ Women hold 12% of the Senior Vice Presidents positions. The proportion of women in the Group as a whole is about 23%. As a business with a strong technical bias it is a significant challenge for OMV to achieve satisfactory gender ratios in all areas of operations. The recruitment ratios in non-technical areas are well balanced.
- ▶ In 2010, the Executive Board approved the new diversity strategy. The long-term objective is to achieve a diversity mix at senior management level of 30% female and 50% international employees by 2020.

Vienna, March 20, 2012

The Executive Board



Gerhard Roiss



David C. Davies



Hans-Peter Floren



Jacobus Gerardus Huijskes



Manfred Leitner