

# OMV Aktiengesellschaft Vienna

Corporate register number: 93363z  
ISIN: AT 0000743059

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## Convocation of the Annual General Meeting

on Thursday, May 10, 2012, at 2.00 pm (CET/CEST), at Congress Center Messe Wien, Reed Messe Wien GmbH, Messeplatz 1, 1020 Vienna, Austria.

The meeting will be webcasted at [www.omv.com](http://www.omv.com). The webcast will end after the Executive Board's report on the 2011 financial year. The recording will remain accessible after the Meeting.

### Agenda

1. Submission of the adopted individual financial statements 2011, directors' report and corporate governance report, the consolidated financial statements 2011 and directors' report, the proposal of appropriation of the profit and the report of the Supervisory Board for the financial year 2011.
2. Resolution regarding the appropriation of the profit/result for 2011 reported in the annual financial statements.
3. Resolution on the discharge of the Executive Board members for the 2011 financial year.
4. Resolution on the discharge of the Supervisory Board members for the 2011 financial year.
5. Resolution on the remuneration of the Supervisory Board members for the 2011 financial year.
6. Appointment of the auditor and Group auditor for the 2012 financial year.
7. Resolution on stock transfer programs (Long Term Incentive Plan 2012, Matching Share Plan 2012).
8. Election to the Supervisory Board.

### Documents for the General Meeting

To prepare for the General Meeting, the following documents will be available to our shareholders from today, or at the latest from April 19, 2012:

- the documents listed in agenda item 1;
- the joint draft resolutions of the Executive and Supervisory Boards concerning agenda items 2, 3, 4, 5 and 7,
- the draft resolutions of the Supervisory Board concerning agenda items 6 and 8 and the declarations of the person nominated for the Supervisory Board election regarding his academic qualifications, professional or similar experience, and concerns with regard to potential conflicts of interest.

**The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy and all further publications of the Company in connection with this General Meeting will be freely available on the Company's website (which is recorded with the commercial register) [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organisation* › *General Meeting* › *AGM 2012* at the latest on April 19, 2012.**

In addition, the individual and consolidated financial statements, each including annex, will be published in the "Amtsblatt zur Wiener Zeitung" [official gazette section of the Wiener Zeitung] on May 12, 2012.

## Attendance of shareholders at the General Meeting

Entitlement to attend the General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting is conditional on shareholdings on the record date, i.e. **12 pm - midnight – CET/CEST (Local Time Vienna), April 30, 2012 (Monday)**.

Only shareholders who provide evidence of their shareholdings on the record date are entitled to attend the General Meeting.

Evidence of shareholdings on the specified date must be furnished by way of a confirmation issued by the bank where the shareholder has deposited his/her shares (deposit confirmation) if the bank is domiciled in a member state of the EEA or OECD. Shareholders who have deposited their shares with a bank which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuing bank: Name (company) and address;
2. Shareholder details: Name (company) and address, date of birth in the case of natural persons, corporate register and register number in the case of legal persons;
3. Deposit number or other relevant description;
4. Details of the shares: Number of shares and their designation or ISIN;
5. Express declaration that the confirmation relates to the deposit holding as at 12 pm – midnight – CET/CEST (Local Time Vienna), April 30, 2012.

### Shares declared void

Shareholders whose shares were declared void on March 21, 2011 (please refer to the publication in the *"Amtsblatt zur Wiener Zeitung"* [official gazette section of the *Wiener Zeitung*] on March 22, 2011 and on the Company's website at [www.omv.com](http://www.omv.com) › Investor Relations › OMV Shares & Bonds › Request to deposit share certificates), can only exercise their voting rights and other shareholders' rights in the General Meeting, if they have in time before the record date (April 30, 2012) filed their (void) share certificates with UniCredit Bank Austria AG and have received a credit note on their deposit.

Deposit confirmations must be received by the Company by **12 pm – midnight – CET/CEST (Local Time Vienna) May 7, 2012**, by one of the following means only:

- Via mail, courier or personally:  
OMV Aktiengesellschaft, c/o Dr. Mirjam Hörlsberger, Trabrennstraße 6-8, 1020 Vienna
- as an un-editable document (PDF) in electronic form to  
[anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at)
- by fax to +43 (0) 1 8900 500 56

According to section 262 Para 20 Stock Corporation Act receipt of deposit confirmations via internationally used specific secured communication net (SWIFT) shall be excluded for the present General Meeting and until further notice.

Transmission of the deposit confirmation to the Company shall also constitute the shareholder's registration for attendance of the General Meeting. Where possible, banks are requested to send deposit confirmations collectively (in list form).

Shareholders are not blocked by registering their attendance at the General Meeting or by sending deposit confirmations; shareholders may continue to freely dispose of their shares after registration or transmission of a deposit confirmation.

## Representation of shareholders at the General Meeting

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented.

Each proxy must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder. However, the Company itself, or a member of the Executive or Supervisory Board, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

A shareholder may grant a proxy to the bank where he/she has deposited his/her shares subject to the agreement with that bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the Company with a declaration by one of the permitted means (see above) that it has been granted a proxy; the proxy itself need not be sent to the Company in this case.

A proxy may be revoked by the shareholder. The revocation becomes effective upon receipt by the Company.

Declarations concerning the granting and revoking of proxies may be sent to the Company in text form, not later than **4 pm CET/CEST (Local Time Vienna), May 9, 2012**, by one of the following means only:

- Via mail, courier or personally:  
OMV Aktiengesellschaft, c/o Dr. Mirjam Hörlsberger, Trabrennstraße 6-8, 1020 Vienna
- as an un-editable document (PDF) in electronic form to  
[anmeldung.omv@hauptversammlung.at](mailto:anmeldung.omv@hauptversammlung.at)
- by fax to +43 (0) 1 8900 500 56

On the day of the General Meeting, the submission is only permitted personally by presenting it at the registration to the General Meeting at the meeting place.

As a service, we provide our shareholders with the option of having their voting right exercised by an independent proxy appointed by the Company – the Interessenverband für Anleger [Association for Investors] (IVA), Feldmühlgasse 22, 1130 Vienna, [office@iva.or.at](mailto:office@iva.or.at), tel. +43 1 87 63 343 /30. Michael Knap ([michael.knap@iva.or.at](mailto:michael.knap@iva.or.at), tel. +43 664-213 87 40) will represent shareholders at this General Meeting on behalf of the Association for Investors. OMV Aktiengesellschaft bears the costs for the proxy. All other costs have to be borne by the shareholder, especially their own banking fees for the deposit confirmation or the postal charges.

The shareholder must request a deposit confirmation from the bank where his/her shares are deposited. Michael Knap must be granted a written authorization to act as a proxy on this deposit confirmation (or on a separate sheet). The deposit confirmation and written authorization must be sent by the shareholder to Mr. Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna. As the deposit confirmation and original proxy must be received by the IVA in time before the General Meeting, we would request that shareholders bear postal delivery durations in mind. The shareholder must provide Mr. Knap with instructions as to how he (or a sub-proxy authorized by Mr. Knap) should exercise the voting right.

Michael Knap exercises the voting right exclusively on the basis of the instructions given by the shareholder and without express instructions the proxy is invalid. Should separate votes be taken on each agenda item, an instruction provided in connection therewith shall apply to each sub-item. Please note that Mr. Knap does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Resolutions to be put to the vote are posted on the Company's website at [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2012* as soon as they come to the knowledge of the Company.

An e-mail address has been set up for the General Meeting to give shareholders the possibility of giving or amending instructions at short notice during the General Meeting. This e-mail address is: [omv@hauptversammlung.at](mailto:omv@hauptversammlung.at).

We recommend that shareholders use the form available on the internet at [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2012* to grant or revoke authorizations.

## **Shareholders' rights in connection with the General Meeting**

Shareholders whose holdings represent a combined total of at least 5% of the capital stock for at least three months may require in writing the inclusion and announcement of additional General Meeting agenda items by **April 19, 2012**. A draft resolution and justification thereof must be submitted for each agenda item.

Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit draft resolutions in text form for each agenda item, to be accompanied by a justification, by **April 30, 2012**, and require the resolutions to be posted on the Company's website with the names of the relevant shareholders and the justification.

Each shareholder has the right to propose motions at the General Meeting for each agenda item. Prerequisite therefor is the evidence of the entitlement to attend the General Meeting.

Further information regarding these rights, and in particular how to submit resolutions to the Company and evidence of the respective shareholdings required is now available on the internet at [www.omv.com](http://www.omv.com) › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2012*.

Only shareholders whose holdings represent a combined total of at least 1% of the share capital may nominate candidates for election to the Supervisory Board (item 8 on the agenda). Nominations must be submitted to the Company by **April 30, 2012**, in the way described above. Each nomination must be accompanied by the nominee's academic qualifications, professional or similar experience, and concerns with regard to potential conflicts of interest.

Every shareholder has the right to request information regarding Company matters at the General Meeting, provided that such information is necessary for the proper assessment of an agenda item. The duty to provide information extends to legal and business relationships between the Company and Group companies, and to the condition of the Group and its consolidated subsidiaries. Such information must comply with the principles of diligent and truthful accountability. Information may be denied if, according to reasonable commercial judgment, it could cause significant harm to the Company or a Group company, or if the provision of information would be unlawful.

## **Total number of shares and voting rights**

At the time of convocation of the General Meeting, the Company's share capital is divided into 327,272,727 no par shares. Each share confers one vote. Shares owned by the Company do not confer any voting rights. Currently 326,143,336 voting rights can be exercised.

A dividend resolved on by the General Meeting becomes due 30 days after the General Meeting's resolution pursuant to section 27 Para 6 of the Articles of Association of OMV Aktiengesellschaft, unless resolved otherwise. A relevant dividend announcement will be made

on May 12, 2012. Shareholders may exercise their dividend rights through their deposit bank. The bank will credit the dividend to the relevant account via the points of payment.

### **Admission to General Meeting**

Shareholders or their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the General Meeting. Please bear in mind the large expected attendance and the usual safety procedures when planning your arrival time. Admission to obtain ballot forms commences at 12:30 pm CET/CEST (Local Time Vienna).

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, much as we value such interest, and that attendance by guests is limited and only possible after prior registration by telephone (Tel. +43 1 40 440-21417).

Vienna, April 2012

**The Executive Board**