OMV Aktiengesellschaft
Corporate register number: 93363z
ISIN: AT 0000743059

Document for the Annual General Meeting to be held on May 15, 2013

<u>Agenda and draft resolutions</u>:

1. **Submission of the adopted individual financial statements 2012, directors' report and corporate governance report, the consolidated financial statements 2012 and group directors' report, the proposal of the appropriation of the profit and the report of the Supervisory Board for the financial year 2012.**

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

2. **Resolution on the appropriation of the balance sheet profit reported in the financial statements 2012.**

   „The annual financial statements as of December 31, 2012 show a profit of EUR 401,030,358.56.

   The Executive Board and the Supervisory Board recommend that the profit shown in the financial statements of OMV Aktiengesellschaft as of December 31, 2012, shall be appropriated/allocated as follows:

   Dividend distribution of EUR 1.20 per share entitled to receive dividends and carrying forward the remaining amount to new account."

3. **Resolution on the discharge of the Executive Board members for the financial year 2012.**

   „The Executive Board and the Supervisory Board propose granting discharge to the persons having served as members of the Executive Board during the financial year 2012 with respect to this period."

4. **Resolution on the discharge of the Supervisory Board members for the financial year 2012.**

   „The Executive Board and the Supervisory Board propose granting discharge to the persons having served as members of the Supervisory Board during the financial year 2012 with respect to this period."

5. **Resolution on the remuneration of the Supervisory Board members for the financial year 2012.**

   „The Executive Board and the Supervisory Board propose setting the remuneration of the members of the Supervisory Board relating to the fiscal year 2012 as follows:

   Chairman: EUR 29,200.--
   Deputy Chairperson: EUR 21,900.--
   Member: EUR 14,600.--

   Chairman of a Committee: EUR 12,000.--
   Deputy Chairperson of a Committee: EUR 10,000.--
   Member of a Committee: EUR 8,000.--

Members of the Supervisory Board who are not residents of Austria shall in addition be reimbursed the withholding tax by the company.

Meeting fee: EUR 365.--“

6. Appointment of the auditor and Group auditor for the financial year 2013.

„The Supervisory Board proposes appointing ERNST & YOUNG Wirtschaftsprüfungs-gesellschaft m.b.H., Vienna, as auditor and group auditor for the financial year 2013.“

7. Resolutions on (i) the Long Term Incentive Plan 2013 and (ii) the Matching Share Plan 2013.

„The Executive Board and the Supervisory Board recommend the approval, by separate resolutions, of the following share based and performance related incentive and compensation plans:

(i) Approval of the Long Term Incentive Plan 2013

Plan type
Performance share plan

Plan purpose and objectives
The performance share plan (Long Term Incentive Plan – LTIP) is a long-term compensation instrument for the Executive Board and selected senior managers that promotes mid and long-term value creation at OMV.

The plan seeks to align the interests of management and shareholders by providing management with the ability to receive company shares subject to performance against key measures linked to the medium-term strategy and shareholder return. The plan also seeks to prevent unnecessary risk-taking. The defined performance criteria must not be amended during the performance period of the LTIP.

Eligibility
Executive Board members are obliged to participate, selected senior managers of Group companies may participate in the LTIP. Further nominated employees out of the group of identified Potentials according to the Career & Succession Planning process within the whole OMV Group may participate. The nomination of senior managers is yearly confirmed by the OMV Executive Board based on the performance level of the respective senior managers and may be also either not granted or partly granted at a level of 25%, 50% or 75% for a respective plan year.

Personal share ownership rules
There is no requirement for an upfront investment in OMV shares to participate in the LTIP. However, Executive Board members and senior managers are required to build up an appropriate volume of shares in the own company and have to hold these shares until retirement or departure from the company. The shareholding requirement is defined as a percentage of the annual gross base salary (calculated on the basis of the January 2013 gross base salary or gross base salary for the first month as participant):

- CEO: 200%
- Deputy CEO: 175%
- Other Executive Board members: 150%
- Senior managers: 75%

To reflect the appropriateness of the required shareholding, this percentage of salary must be developed and maintained in shares until departure from the company. Executive Board members must achieve the required shareholding within 5 years after the start of their respective current contract as Executive Board member.

Base for calculation of respective number of shares: Average share price over the 3-month period 1 January 2013 – 31 March 2013 (= average of closing prices at Vienna Stock Exchange).

Subsequent changes in the share price do not influence the number of shares required. In case and to the extent of a salary increase of Executive Board members the number of shares has to be adapted.

Shares granted to Executive Board members under the Matching Share Plan (MSP) and vesting for Executive Board members under this LTIP and former LTIPs as well as investments made for previous LTIPs and/or Stock Option Plans count towards this shareholding requirement, provided that they are held on an OMV trustee deposit. Private shares may be transferred to the OMV trustee deposit to be counted towards the shareholding requirement.

Dividends for the shares held on OMV trustee deposits will be paid out in cash.

Senior managers are not obliged to hold shares if the holding of the company's shares is prohibited by law in the countries where the respective senior managers work.

Grant levels
The maximum grant is expressed as a percentage of the annual gross base salary:

- 175% for the CEO
- 150% for the Deputy CEO
- 125% for other Executive Board Members
- 112.5% for senior managers

In case an Executive Board member is appointed later than 1 January 2013 the grant is calculated on a pro rata basis related to 2013. The same applies for an exit during 2013. The grant to Executive Board Members is made by the Supervisory Board or the Remuneration Committee of the Supervisory Board. The grant to senior managers is made by the Executive Board.

The maximum grant of the shares attributable to the participant at the Vesting Date shall be calculated as follows: The relevant amount for each participant (percentage as mentioned above) divided by OMV's average share price (= closing price at the Vienna Stock Exchange) over the 3-month period 1 January 2013 – 31 March 2013. The number of shares will be rounded down.

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

After the performance period the definite number of shares shall be calculated based on the achievement of the performance criteria and then made available to the participant at the Vesting Date.

The exact number of shares to be transferred under the LTIP 2013 can only be calculated after the performance period based on the achievement of the performance criteria. Based on OMV's average share price (= closing price at the Vienna Stock Exchange) over the 3-month period 1 January 2013 – 31 March 2013 of EUR 31.51 and current annual gross base salaries the maximum number of shares potentially transferred to the members of the Executive Board amounts to 145,188 shares (gross).

Effective dates and term

- Plan commencement: January 1, 2013, subject to AGM approval
- Performance period: 3 years (January 1, 2013 to December 31, 2015)
- Vesting date: March 31, 2016

Performance measures and weightings
The number of shares is calculated by multiplying the maximum grant of shares by the overall percentage of performance achievement. Performance criteria focus on sustained value creation across the following three areas of performance:

Total Shareholder Return (TSR)
50% of the total award is based on TSR (Total Shareholder Return) relative to a group of peer companies. The performance is calculated as set out below under 'Calculation of relative TSR outcome'

Return on Average Capital Employed (RoACE)
40% of the award is based on absolute Reported RoACE adjusted for acquisitions that are not reflected in the MTP 2013-2015 over the three year performance period.

Sustainability element
10% of the total award is based on safety performance over the three year period, which itself is based equally on the Action Item Response Rate (AIRR) and contractor management.

The RoACE and sustainability performance measure will equal a vesting for that element as shown in the below table

Performance	**Vesting**
Stretch	100%
Target	70%
Threshold	50%
Below threshold	0%

Awards will vest on a straight line basis between these points.

Calculation of relative TSR outcome
Performance of the relative TSR measure is calculated by comparing the TSR of OMV over the three year performance period against the TSR of a peer group of companies. The relative TSR peer group was determined by the Supervisory Board and includes the following companies:

- Shell
- BP
- Total
- Eni
- Statoil
- BG Group
- Repsol
- Galp Energia
- MOL
- Tupras
- Neste Oil
- PKN

TSR is the percentage change in the value of an investment in a company over a given period and is calculated by:

- the growth in share price over a given period; plus
- the value of dividends paid out over the period, assuming they are reinvested in company shares.

To reduce the effect of volatility in share price the TSR is averaged over the 3 months before the start of the performance period (1 October 2012 – 31 December 2012) and the 3 months before the end of the performance period (1 October 2015 – 31 December 2015). In case there are corporate events either within the company or in the peer group, such as mergers and acquisitions, share splits, or the issuance of bonus shares, the TSR is calculated for each period independently prior to and after the corporate event.

The TSR of each of the companies in the peer group will be assessed over the three year performance period and ranked in order of performance with the highest TSR at the top and the lowest at the bottom (note OMV is not included in this initial ranking). The ranking is then split into quartiles, with each quartile linking to a vesting range as shown in the table below. The TSR of OMV is then placed into the rankings between the two companies with TSR immediately above and below that of OMV. A vesting percentage for OMV is then calculated based on the relative position of OMV between the two companies immediately above and below. The vesting between the results for these two companies is calculated on a straight line basis.

Performance	Vesting
Stretch: at or above upper quartile (≥ 75 percentile)	100%
Target: at median	50%
Threshold: at lower quartile	25%
Below Threshold: below lower quartile (< 25 percentile)	0%

Vesting/payout

To the extent the shareholding requirement is not fulfilled, the payment will be automatically made in the form of shares until the requirement is reached. Otherwise the Executive Board members and senior managers can opt for (i) single payment in shares, or (ii) single payment cash, or (iii) cash payment in instalments. Participants must make this decision by quarter 3 of the year the plan starts. If such a decision cannot be taken because of compliance relevant information the payment will automatically be made in cash (single payment). The delivery of shares or cash payment to the participants is generally made net after deduction of taxes (in Austria payroll tax deduction).

If authorization for the share transfer has been given by the Supervisory Board on Vesting Date or earlier, transfer of bonus shares will be executed on the next business day after Vesting Date, otherwise the transfer takes place with the beginning of the next month following the authorization, in each case subject to legal restrictions, if any. The company does not cover any share price risk caused by the delay or by transfer.

If the payment is made in cash, the amount will be calculated by using the OMV's closing price at the Vienna Stock Exchange on Vesting Date, if this day is not a business day, then the respective day before.

In case any payout in cash or transfer of shares is based on incorrect data, the amounts will be corrected accordingly.

Plan management for leavers

Reasons	Entitlement before Vesting Date
a) Bad Leavers (sec 75 (4) AktG or sec 27 AngG or termination by the Executive Board member)	Unvested awards are forfeited.
b) Good Leavers (leaver termination other than (a) or (c) to (e))	Unvested plans continue.
c) Retirement, permanent disability	Unvested plans continue.
d) Death	Unvested plans are valued and settled in cash per date of death.
e) Change of control in the ownership structure	If a change of control in OMV results in the early termination of the appointment of an Executive Board Member, the full amount of the granted award is paid out in cash immediately unless such early termination is declared by the respective Executive Board Member (i) without cause or basis in the employment contract, in which case unvested plans are forfeited as for bad leavers

	or (ii) else without the consent of the Supervisory Board in which case the unvested plans shall continue as for a good leaver.

Plan termination
The plan cannot be terminated in principle.

In a situation where a participating senior manager wants to terminate the LTIP participation, a written approval by the competent Executive Board Member is necessary. As a consequence of termination all benefits and rights are lost. Termination applies to all plans not yet vested.

LTIP for Potentials
For the LTIP for potentials certain deviations from the LTIP as described above apply. In particular there is no requirement for an own shareholding. The maximum grant for each participating person amounts to EUR 35,000. Payment is made in the form of shares.

(ii) Approval of the Matching Share Plan (MSP) 2013

Plan purpose and objectives
The Matching Share Plan (MSP) is restricted to Executive Board Members. The MSP as an integral part of the annual bonus agreement is a long-term incentive and compensation vehicle for the Members of the Executive Board that promotes retention and shareholder alignment in OMV, combining the interests of management and shareholders via a long-term investment in restricted shares. The plan also seeks to prevent unnecessary risk-taking. The MSP provides for an award of shares which are counted towards the shareholding requirements under existing and future Long Term Incentive plans until the requirements are reached (please see Vesting/Payout).

For Executive Board members, an award of shares will be made to match 100% of their gross annual cash bonus. The maximum gross annual cash bonus can amount to 100% of the annual gross base salary and is based on the following performance criteria:

Performance criteria and weightings:

Measure	**Weight**
Clean CCS EBIT	20%
Clean CCS RoACE	20%
Production	15%
RRR	15%
Energize OMV	5%
Turkey	5%
G&P Integrated gas	10%
Top projects by business unit	10%
Sustainability	Multiplier +/- 10% At discretion of Supervisory Board
Financial multiplier (EBIT, RoACE)	+/- 5% At discretion of Supervisory Board

A cap of 100% of the base salary is applicable.

The shares granted have to be reduced or have to be returned in the case of a clawback event. Furthermore, if the shares or cash equivalents were based on incorrect calculations of the bonus, the Executive Board members are obligated to return or pay back benefits obtained due to such wrong figures.

The performance criteria defined for the annual bonus must not be amended during the term of the MSP.

Plan mechanisms
On determination of the annual cash bonus by the Remuneration Committee of the Supervisory Board, an equivalent matching bonus grant will be made net (after deduction of taxes) in company shares which shall be transferred to a trustee deposit, managed by the company, to be held for three years. Executive Board can choose between cash payment or shares if and to the extent that they have already fulfilled the shareholding requirements for the LTIP 2013 applicable to Executive Board members. Dividends, if any, earned from the vested shares are paid out to the Executive Board members in cash.

Grant levels
Executive Board members are awarded shares of up to 100% of their annual gross base salary.

Determining the number of shares at the point of award grant
On determination of the gross annual cash bonus an award of 100% of the gross annual cash bonus earned in the previous year is made in company shares. The number of shares awarded is calculated as follows:

- Gross annual cash bonus amount divided by the average closing price for OMV shares at the Vienna Stock Exchange over the three-month period 1 November 2013 – 31 January 2014.
- The resulting number of shares will be rounded down.

The exact number of shares to be transferred under the MSP 2013 can only be calculated after the performance period based on the achievement of the performance criteria. Moreover, the maximum amount of shares to be granted under the MSP 2013 cannot be determined at this point of time because it depends on the average closing price for OMV shares at the Vienna Stock Exchange over the three-month period 1 November 2013 – 31 January 2014. Based on an average closing price for OMV shares at the Vienna Stock Exchange over the three-month period 1 January 2013 – 31 March 2013 of EUR 31.51 and current annual gross base salaries, the maximum number of shares to be transferred under the MSP 2013 would amount to 97,683 shares (gross).

Effective dates & term
- Plan start: 1 January 2013 as an integral part of the annual bonus agreement subject to AGM approval
- Vesting Date: 31 March 2014, subject to SB approval
- Holding period (if applicable): 3 years from vesting.

Vesting/Payout
If authorization for the share transfer has been given by the Supervisory Board on Vesting Date or earlier, transfer of bonus shares will be executed on the next business day after Vesting Date, otherwise the transfer takes place with the beginning of the next month following the authorization. The company does not cover any share price risk caused by the delay or by transfer.

To the extent the shareholding requirement under the LTIP 2013 for Executive Board members is not fulfilled, the payment will, subject to any legal restrictions, be automatically made in the form of shares (net after tax deduction) until the requirement is reached. As far as the shareholding requirement is fulfilled, the payout can be made also in cash. The Executive Board members can opt for (i) single payment in shares, or (ii) single payment cash, or (iii) cash payment in instalments. Executive Board members must make this decision by quarter 3 of the year the plan starts. If such a decision cannot be taken because of compliance relevant information the payment will automatically be made in cash (single payment).

The delivery of shares or cash payment to the participants is made net after deduction of taxes (payroll tax deduction).

Rules for leavers
The rules outlined above under the draft resolution 7 (i) for the LTIP 2013 apply, provided that for good leavers and in the case of retirement and permanent disability the vesting of

unvested awards remains subject to a decision to be made by the Supervisory Board in its discretion.

Plan termination and clawback
The plan cannot be terminated.

Under circumstances as detailed below, the Supervisory Board may reduce the number of shares or the amount of cash payments vesting under the MSP or may request retransfer of the shares or repayment of the cash payments.

Reason for clawback	**Adjustment by Supervisory Board**
Reopening of audited financial statements due to miscalculation.	MSP granted in relevant year is reduced / forfeited.
Material failure of risk management which leads to significant damages (like Deep Water Horizon accident, Texas City Refinery accident).	MSPs can be reduced / forfeited in full.
Serious misconduct of individual Executive Board member which violates Austrian law.	MSPs can be reduced / forfeited in full.

8. Resolution on the amendment of the Articles of Association to comply with the Company Law Amendment Act 2011.

„The Executive Board and the Supervisory Board propose amending the Articles of Association as follows for the purpose of aligning them with the Company Law Amendment Act 2011:

1. Art. 3 para. 2 of the Articles of Association shall be amended in such way that it shall now read:

   „*Shares issued in bearer form shall be certificated in one or, if applicable, several global certificates. The global certificate(s) shall be deposited with a central securities depositary pursuant to section 1 paragraph 3 of the Austrian Securities Deposit Act or with a comparable foreign institution.*"

2. Art. 3 para. 3 of the Articles of Association shall be amended in such way that it shall now read:

   "*The form and content of the share certificates (global certificates) shall be determined by the Executive Board.* "

3. Art. 3 para. 4 of the Articles of Association shall be eliminated without replacement and the previous Art. 3 para. 5 shall be given the denomination Art. 3 para. 4.

4. The term "*or a notary public*" shall be eliminated in Art. 19 para. 3 of the Articles of Association.

5. The term "*or a notary public*" shall be eliminated in Art. 20 para. 1 of the Articles of Association.

6. Art. 22 para. 1 of the Articles of Association shall be amended in such way that it shall now read:

   "*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. 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 shall serve as proof (deposit confirmation). 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. Proof shall be furnished in German or in English. The detailed requirements for submitting the deposit confirmations shall be notified together with the notice convening the General Meeting. The notice convening the General Meeting can provide for the route for communication of deposit confirmations to be by telefax or email (and the electronic format can be further specified in the notice convening the General Meeting). The content 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."*