

## FOCUS QUESTIONS 2013

### The Answers from **OMV Aktiengesellschaft**

This year, as in previous years, the Austrian Shareholder Association prepared 10 focus questions and invites the listed companies to answer them. The answers of the companies will be published on the Internet at [www.iva.or.at](http://www.iva.or.at).

*The questions are:*

1. How many **employees** (but not counting the Executive Board) earned a total annual income in excess of EUR 200,000 in 2012, and how many of these earned a total annual income of more than EUR 500,000 Euro?

**40 executives earned a total annual basic income in excess of EUR 200,000 in 2012.**

**0 (no) executives earned more than EUR 500,000.**

2. What is the share of the performance-related pay of the **members of the Executive Board and upper management** (1<sup>st</sup> reporting level) out of their total salary?

**Without consideration of the LTIP (Long Term Incentive Plan), and purely on an annual basis, the members of OMV's Executive Board have - variably - up to 100% MbO (Management by Objectives) and correspondingly up to 100% MSP (Matching Share Plan). The 1<sup>st</sup> level management has up to 50% MbO.**

3. Which **measurable performance criteria** are applied to the performance-related pay for members of the Executive Board and upper management (1<sup>st</sup> reporting level)? Which share of the entitlement is not due for payment until 2014, 2015, and later? At which percentage of the fixed amount is the variable income capped?

The performance-related pay is based on the achievement of certain financial key performance indicators of the group as a whole and of the segment for which the executive is responsible (e.g., Clean-CCS-EBIT). It is further based on the achievement of various cost targets defined for each area and the accomplishment of individual objectives (e.g., projects). The Executive Board has identical target agreements for all segments.

For the LTIP 2012, our performance-based participating scheme, we use financial key performance indicators (relative total shareholder return, ROACE) and the absolute safety performance (reported findings, hazards, and near misses).

The performance term of the LTIP is three years. Payouts under the LTIP are made after three years.

Consequently, the LTIP for the Scheme 2009 - period 2009-2011 - was paid out in 2012.

Regarding the MSP, the relevant shareholding requirements must be fulfilled first before a direct payout is made. In addition, there is also a claw-back clause.

4. As of the balance sheet date, how many **women** held an executive position (absolute figures, percentage)? Have any targets been defined for the next years? If the answer is yes, what are they?

Number of women at senior management as per December 31, 2012: 6

Share of women at senior management as per December 31, 2012: 12.8%

Target 2015	Target 2020
women at senior management	
18.0%	30.0%

Number of female employees at upper & middle management level as per December 31, 2012: 66

Share of female employees at upper & middle management level as per December 31, 2012: 19.7%

5. Amount of **corporation tax payments** in Austria in 2012, amount of tax losses carried forward (Austria, abroad)  
Are there business relationships with offshore havens such as Cyprus, Jersey, the Caribbean, Liechtenstein, Malta, Delaware/USA?

The corporation tax prepayments of the fully consolidated Austrian companies included in the financial statement of the OMV group for 2012 amounted to EUR 28 mn. The corresponding corporation tax expenditure for 2012 will probably amount to EUR 1 mn. As per December 31, 2012, the losses carried forward by the fully consolidated companies included in the financial statement of the OMV group were as follows:

Austria: EUR 82 mn

Abroad: EUR 842 mn

OMV companies exist on the Isle of Man and in Gibraltar, with which internal business relationships exist.

6. What is the amount of non-tax deductible hospitality expenses?

The non-tax deductible hospitality expenses amounted to EUR 1 Mio.

7. External expenses in 2012 for **personnel consulting/recruitment advice, legal advice, and public relations/PR/lobbying** (list

separately), expenses 2012 for placement of adverts in the printed media (excluding job advertisements)?

<b>Personnel consulting/recruitment advice (incl. head hunting)</b>	<b>EUR 1.2 mn</b>
<b>Legal advice</b>	<b>EUR 16.1 mn</b>
<b>Public relations/PR/lobbying</b>	<b>EUR 2 mn</b>
<b>Adverts in the printed media (excl. job adverts)</b>	<b>EUR 2.5 mn</b>

8. What are the expenses for statutory and voluntary advocacy groups/lobbies?

In 2012, the total expenditure for statutory and voluntary advocacy groups/lobbies amounted to approximately EUR 8.7 mn.

<b>thereof Federal Economic Chamber</b>	<b>EUR 6.1 mn</b>
<b>thereof Federation of Austrian Industries</b>	<b>EUR 0.3 mn</b>
<b>thereof advocacy groups/lobbies linked to the oil industry</b>	<b>EUR 2.2 mn</b>
<b>thereof chambers of commerce</b>	<b>EUR 0.1 mn</b>

9. External expenses for the **general meeting of shareholders** 2012, number of copies of the annual report issued, cost of the preparation of the annual report (concept, printing, graphic design, delivery, costs of obligatory publication, for instance in "Wiener Zeitung", other consulting services)?

**External expenses for the general meeting of shareholders: approx. EUR 327,000.00**

**Number of copies of the annual report (German and English): 9,400**

**Costs incl. agency services, printing, and delivery (based on available offer): approx. EUR 126,000.00**

10. Which **anti-corruption measures** were implemented? How many members of the staff are looking after the implementation and observation of the compliance rules?

**OMV issued the first Business Ethics Directive in 2007. On January 1, 2011, a central Compliance Unit was set up. Its responsibilities**

include the implementation of the Business Ethics Directive. The Business Ethics Directive was revised in January 2012 following a comprehensive risk analysis. Stricter rules in connection with deal brokers, lobbyists, donations, gifts, hospitality, and for cases of conflicts of interests were introduced. Facility payments were completely prohibited. The Business Ethics Directive is available on the Internet in several languages. The Compliance Unit became the central point of contact for all issues relating to compliance.

The Business Ethics Directive was comprehensively communicated to all members of the OMV staff (3,000 brochures were distributed, intranet, and company magazine). There are regular training courses on the subject of anti-corruption and business ethics in Austria and the other OMV countries. In 2012, more than 1,800 employees across the group received training. In addition, “*Local Compliance Officers*” were nominated in the OMV countries. These support the Compliance Unit on site, acting as the local contact for anti-corruption issues.

Employees were encouraged to communicate questions or potential business ethics violations to Compliance. In 2012, the Compliance Unit received 64 enquiries on gifts, invitations, and donations, and several potential violations were revealed.

In total, the OMV Compliance Organization consists of 42 employees; the Compliance Unit consists of 6 employees in Vienna, 16 employees at OMV Petrom, 2 employees at OMV Petrol Ofisi, and it is supported by a total of 18 “*Local Compliance Officers*” in the OMV countries.