

Report of the Supervisory Board



Dear shareholders,

In 2012, the Supervisory Board diligently monitored the conduct of OMV's business by the Executive Board and advised the Executive Board in the decision making process on the basis of sound corporate governance, detailed information and constructive discussions between the Supervisory Board and the Executive Board. The Executive Board provided us 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. The main efforts in 2012 aimed at implementing the OMV strategy "Profitable Growth" as announced in 2011.

Work of the Supervisory Board and its committees

During the year under review, our deliberations focused on the progress report on OMV's strategy. In the course of a two-day meeting at OMV's subsidiary Petrom in Romania, we held intensive discussions with the Executive Board regarding the cornerstones of OMV's integrated growth strategy and confirmed its strategic principles. The strategy meeting included site visits to some of the Group's key activities and assets: Petrom City, the headquarters of Petrom located in Bucharest, an exploration well, the new combined cycle gas-fired power plant Brazi, and the refinery Petrobrazi. In line with the strategy and targeting upstream growth, we carefully examined major investments inter alia in Norway, including the acquisition of a 20% stake in the Edvard Grieg oil field development and a 15% stake in the Aasta Hansteen gas field development, as well as investments in OMV's portfolio in the UK, comprising licenses for 16 blocks in the West of Shetland area. Some selected divestments were approved pursuing

the restructuring of OMV's downstream business. A comprehensive performance improvement program – "energize OMV" – has been put in place in order to strengthen operational performance and to enhance capital efficiency across the OMV Group, with the overall target of increasing return on average capital employed (ROACE) by two percentage points by 2014. The Supervisory Board also devoted considerable attention to the annual planning process for the medium-term period (2013-2015), the budget for the financial year 2013, and the investment program going forward. As a special topic, a firm conditional tariff offer for the Nabucco West gas pipeline project was discussed. With regard to the Group's financing, we dealt with the issuance of Eurobonds at the nominal value of EUR 1.5 bn. This major financing project significantly extended OMV's debt maturity profile. Moreover, our agenda included key items such as compliance and corporate governance. The Executive Board also provided us with information on Resourcefulness, OMV's new concept for corporate responsible behavior, which is integrated in the company's core business and supports the growth strategy.

The Project Committee deliberated in-depth on the acquisition of the 20% stake in the Edvard Grieg oil field development in Norway.

The Presidential and Nomination Committee discussed OMV's succession planning system.

The Remuneration Committee conducted a benchmarking evaluation 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. Based on the results, we decided to raise the

Major
E&P investments
examined

annual bonus opportunity for the financial year 2012 by 50 percentage points through the introduction of a Matching Share Plan providing for a clawback provision, and an increased shareholding requirement for the Executive Board. These changes were an important step towards reflecting the risks of balanced and profitable growth in the company's incentive system and strengthening the link between remuneration and shareholder returns.

The Audit Committee dealt with key issues relating to accounting processes, internal audit, risk management and the Group's internal control and management systems. Considerable focus was placed on enhancing the internal control system and monitoring its effectiveness. OMV's Group auditor participated in every meeting of the Audit Committee and we also took the opportunity at meetings to exchange views with the auditor without the presence of the members of the Executive Board on a regular basis. In order to keep up with latest developments in corporate governance and financial reporting, we held a special workshop with OMV's Group auditor.

We performed our annual self-evaluation aimed at continuously improving 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. Open discussions in an atmosphere of trust form the foundation for our deliberations and our communication with the Executive Board. 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 2012, which were thereby approved under section 96 (4) of the Act. The same applies to the consolidated 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 1.20 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

Hans-Peter Floren was appointed Executive Board member responsible for Gas and Power effective as of March 1.

Changes in the composition of the Supervisory Board

Murtadha Al Hashmi was elected to the Supervisory Board by the Annual General Meeting on May 10 after resignation of Khadem Al Qubaisi with effect as of the close of the Annual General Meeting. Rudolf Kemler was elected to the Supervisory Board by the Extraordinary General Meeting on October 9 and took over as Chairman following Markus Beyrer's resignation with effect as of November 1. Starting with January 1, 2013, Christine Asperger has replaced Leopold Abraham as one of the five employee representatives in our Supervisory Board.

Finally, we would like to thank the Executive Board and the entire staff of the Group and its associated companies for their commitment and personal contribution in the financial year 2012.

Vienna, March 20, 2013

For the Supervisory Board



Rudolf Kemler

Matching Share Plan strengthens link between remuneration and shareholder interests

Corporate Governance Report

OMV believes in sound corporate governance, transparency at management level and internal control structures to strengthen market and stakeholder confidence. OMV has always sought to comply with best practice in corporate governance and has committed itself to the Austrian Code of Corporate Governance (ACCG) since its introduction in 2002. OMV also complies with the ACCG recommendations ("R-rules"), the non-compulsory best practice sections of the Code. OMV is a signatory to the UN Global Compact and has adopted a comprehensive, group-wide Code of Conduct, as well as a related business ethics directive.

Commitment to Austrian Code of Corporate Governance

OMV adheres to the ACCG issued by the Austrian Working Group for Corporate Governance. The code is publicly accessible on www.corporate-governance.at. OMV's compliance with the ACCG in 2012 was evaluated externally by independent advisors. The report on the evaluation is available on www.omv.com and confirms that OMV conformed to all the C and R rules.

Executive Board



From left to right: Hans-Peter Floren, Manfred Leitner, Gerhard Roiss, David C. Davies, Jacobus Huijskes

Gerhard Roiss, *1952

Date of initial appointment: September 17, 1997

End of the current period of tenure:

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. Responsible for Gas and Power (from January 1, 2012 to February 29, 2012) on an interim basis.

He studied business 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 Executive Board,

heading Exploration and Production and Plastics until the end of 2001. From 2002 to 2011 he was Deputy Chairman of the Executive Board and responsible for Refining and Marketing.

David C. Davies, *1955

Date of initial appointment: April 1, 2002

End of the current period of tenure:

March 31, 2014

Chief Financial Officer (since April 1, 2002) and Deputy Chairman of the Executive Board since April 1, 2011.

Responsible for Finance and OMV Solutions GmbH.

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.

Jacobus Huijskes, *1965

Date of initial appointment: April 1, 2010

End of the current period of tenure:

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

Date of initial appointment: April 1, 2011

End of the current period of tenure:

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.

Hans-Peter Floren, *1961

Date of initial appointment: March 1, 2012

End of the current period of tenure:

February 28, 2015

Responsible for Gas and Power.

Hans-Peter Floren studied mechanical engineering and economics at the University of Essen, Germany. From 1987 on, he held a number of different management positions in the energy industry. In 1989, he joined Ruhrgas AG. Most recently he was a member of the Management Board of E.ON Ruhrgas AG.

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

The remuneration report provides an overview of the remuneration package for the Executive Board members. It outlines the principles of the remuneration policy and details of the different elements of remuneration including incentives and other benefits.

In 2012, the Remuneration Committee conducted a review of remuneration and made changes that would place emphasis on strategic long-term perspectives and retention. It agreed that this was required in order to make a step towards reflecting the long-term nature of investments in oil and gas assets in the incentive scheme. This was supported by the revision of the Long Term Incentive Plan (LTIP) including a minimum shareholding requirement for Executive Board members and the introduction of a new Matching Share Plan (MSP) that is linked to the annual bonus scheme.

Executive Board remuneration policy principles

The Executive Board members are employed under local Austrian terms and conditions and the salaries are therefore set in EUR (gross).

Members of the Executive Board

Their employment contracts are concluded with OMV Aktiengesellschaft and governed by Austrian law. The remuneration of the OMV's 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 peer groups such as European oil and gas companies and relevant Austrian and European industrial companies. The structure for 2012 was set up with the support of PricewaterhouseCoopers LLP who provided continuous consulting to the Remuneration Committee throughout the year.

The performance-related component includes both short- and long-term elements. The measures used are based on financial and non-financial metrics. Specific projects related to the implementation of OMV's growth strategy are also taken into account.

Remuneration of the Executive Board

Basic salary, short-term variable remuneration and non-cash benefits

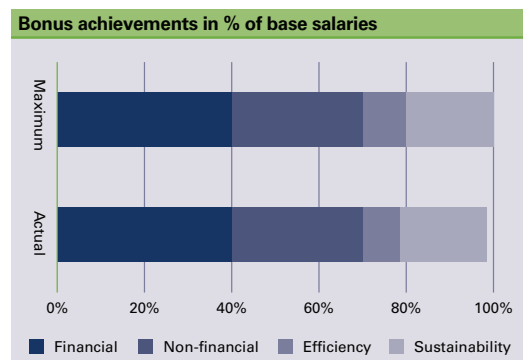
The basic remuneration of Executive Board members is paid monthly as a salary. The employment contracts stipulate 14 payments per year to be paid on the last banking day of a month. Performance measures are agreed for each financial year. Depending on the achievement, a maximum of 100% of the base salary may be paid as variable cash remuneration in the following financial year. This percentage was reduced from the previous 150% to 100% following the introduction of the Matching Share Plan.

The performance criteria are made up of four areas set out below.

Area	Criteria
Financial	Clean CCS EBIT; Clean CCS ROACE
Non-financial	Production; Reserve Replacement Rate
Efficiency	Includes for example the turnaround of Petrobrazil refinery
Sustainability	Focusing on health, safety, security and environment

The achievement of targets shall be determined by comparing agreed targets with actually achieved results.

The actual achievements in 2012 result in a payment of 98.5% of the base salary to be paid in 2013.



Executive Board members receive a company car and are eligible for an accident insurance. Health coverage is only provided under the Austrian public social insurance system.

Matching Share Plan

The Matching Share Plan (MSP) for the year 2012, as approved by the Annual General Meeting in 2012, is an integral part of the annual bonus agreement and serves as a long-term 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 reduce inappropriate risk-taking. For Executive Board members, an award of shares will be made to match 100% of their realized gross annual cash bonus. The performance criteria for the annual bonus may not be amended during the term of the MSP. On determination of the annual cash bonus by the Remuneration Committee, 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 remuneration ¹						EUR 1,000
Remuneration 2012	Davies	Floren	Huijskes	Leitner	Roiss	Total
Fixed	744	500	529	500	800	3,072
Variable	784	625	406	436	1,051	3,302
Benefits in kind (company car, accident insurance and reimbursed expenses)	10	7	8	8	8	41
Total	1,538	1,132	943	944	1,859	6,415
Fixed ² /variable ratio	49/51	45/55	57/43	54/46	43/57	49/51
LTIP 2009:						
Number of shares (gross)	27,362			9,044	39,906	76,312

¹ There are discrepancies between individual items and totals due to rounding differences. The variable components relate to target achievement in 2011, for which the bonuses were paid in 2012 (for Hans-Peter Floren bonus advancement payment for 2012). The variable remuneration for Gerhard Roiss includes a special bonus for taking over the additional role for Gas and Power at the beginning of the year. The fixed salary for David C. Davies includes an annual accommodation allowance. The base salary for Jacobus Huijskes was adjusted as of October 1, 2012. Hans-Peter Floren entered the company on March 1, 2012.

² Including benefits in kind.

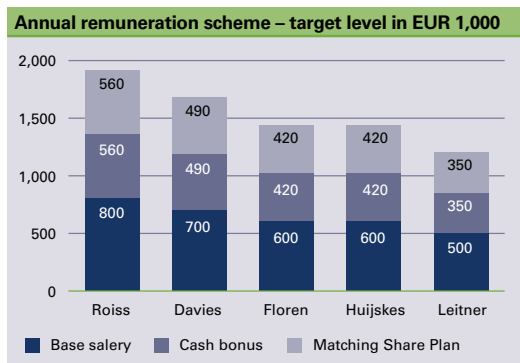
Executive Board members who have been participating in previous long-term incentive plans can choose between cash payment or shares if and to the extent that they have already fulfilled the minimum shareholding requirements for the LTIP 2012.

In line with the cash bonus, the actual achievements in 2012 result in a payment of 98.5% of the base salary to be paid in 2013.

Clawback

In the case of a clawback event, the shares granted will be reduced or have to be returned upon request of the Supervisory Board. The following reasons are considered to be clawback events: Reopening of audited financial statements due to miscalculation, material failure of risk management which leads to significant damages, serious misconduct of individual Executive Board members which violates Austrian law. Furthermore, if the shares or cash equivalent 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.

For an overview of the composition of the remuneration package for OMV's Executive Board, see chart below.



Clawback introduced

The award of the annual bonus is conditional upon the relative achievement of the performance criteria against agreed threshold, target and stretch levels entitling to an award of 50%, 70% or 100% of the annual base salary, respectively.

Long-term targets and incentives

Long Term Incentive Plan

The Long Term Incentive Plan (LTIP) has operated since its introduction in 2009. The LTIP 2012, as approved by the Annual General Meeting in 2012, is a long-term compensation vehicle for the members of the Executive Board that promotes mid- and long-term value creation in OMV. The plan seeks to align the interests of management and shareholders by granting OMV shares to the management subject to performance against key measures linked to the medium-term strategy and shareholder return.

Details of the Long Term Incentive Plan

The maximum share grant for each Executive Board member is expressed as a percentage of the annual gross base salary: 175% for the Chairman of the Executive Board, 150% for the Deputy Chairman of the Executive Board, 125% for other Executive Board members.

The performance period is three years (January 1, 2012 – December 31, 2014). At the start of the program, weightings were established for key indicators:

Measure	Weighting
Relative total shareholder return (Relative TSR)	45%
Reported return on average capital employed (ROACE)	45%
Safety performance	10%

Relative TSR is measured against a well-balanced peer group of 12 oil and gas companies. The achievement of targets shall be determined by comparing agreed indicators with actually achieved results.

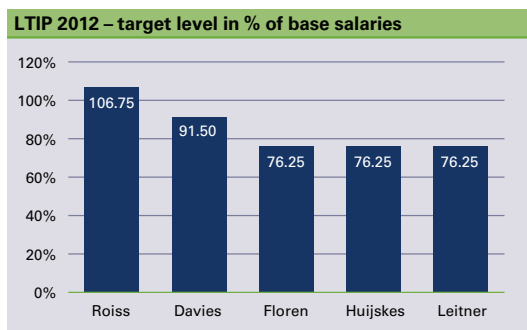
To the extent the shareholding requirement is not fulfilled, the payment will be automatically made in the form of shares (net after tax deduction). As far as the shareholding requirement is already fulfilled, the payout can be made in cash. The base for the calculation of the respective number of shares is the average closing price on the Vienna Stock Exchange of the OMV share over the three-month period from January 1, 2012 to March 31, 2012. The LTIP 2012 vests on March 31, 2015. The vesting levels for each performance metric are shown in the table below.

ROACE and Sustainability: Level of vesting	
Performance	Vesting
Stretch	100%
Target	70%
Threshold	50%
Below threshold	0%

Relative TSR: Level of vesting		
Performance	Performance relative to TSR peer group	Vesting
Stretch	At or above upper quartile (\geq 75th percentile)	100%
Target	At median	50%
Threshold	At lower quartile	25%
Below Threshold	Below lower quartile (<25th percentile)	0%

Awards will vest on a straight line basis between the quartiles.

Please see below the target levels of the LTIP 2012 for the OMV Executive Board.



There is no requirement for an upfront investment in OMV shares to participate in the LTIP 2012. Executive Board members, however, are required to accumulate an appropriate shareholding in OMV 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: 200% for the Chairman of the Executive Board, 175% for the Deputy Chairman of the Executive Board, 150% for other Executive Board members. The shareholding must be developed and achieved within five years after start of the current employment contract as Executive Board member. The minimum shareholding requirement (replacing the upfront investment in OMV shares for the previous LTIPs) was introduced in order to support the long-term development of the Group, to facilitate compliance for share purchases and to ensure

competitiveness for outside recruitment. Even though the LTIP 2012 does not require an upfront investment in OMV shares, all Executive Board members have already fulfilled at least a part of their minimum shareholding requirement either through previous LTIP investments or through transfer of private shares.

The degree of fulfillment of the LTIP 2010 goals is 140% and the corresponding allocation of shares or cash payment will be made in 2013.

Executive Board members' shareholdings

Executive Board members' holdings of OMV shares effective December 31, 2012 were as shown in the table below.

Stock Option Programs

Up to and including 2008, long-term incentives took the form of Stock Option Programs, which were in accordance 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 (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 2006–2008 plans have either not been exercised yet or have not been exercised in full. No further stock options were issued after 2008.

Pensions

Gerhard Roiss is entitled to a defined-benefit pension payment. The Company pays the contributions, calculated in accordance with discounted cash flow methods, into a pension fund (APK Pensionskasse AG). The pension plan requires a minimum tenure of five years. The entitlement lapses in case of resignation by the Executive Board member. David C. Davies, Hans-Peter Floren, Jacobus Huijskes and Manfred Leitner are entitled to defined-contribution pension payments. The Company pays the contributions into a pension fund (APK Pensionskasse AG). 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.

Executive Board members' shareholdings

Executive Board members' shareholdings					
	Private deposit		Company trustee deposit		Total
Roiss	144,477		44,259		188,736
Davies	10,048		32,855		42,903
Huijskes	—		12,136		12,136
Leitner	—		16,060		16,060
Floren	—		7,500		7,500
	Shareholding requirement		Fulfillment		
	In shares	As % salary	As % salary	As % requirement	
Roiss	60,173	200%	147.10%	73.55%	
Davies	46,070	175%	124.81%	71.32%	
Huijskes	33,848	150%	53.78%	35.85%	
Leitner	28,207	150%	85.41%	56.94%	
Floren	33,848	150%	33.24%	22.16%	

Pension fund contribution ¹	EUR 1,000
Davies	280
Floren	129
Huijskes	132
Leitner	125
Roiss	634
Total	1,299

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

Termination entitlements

Termination benefits

Gerhard Roiss and David C. 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 of service from the agreed starting date. However, the amount may not exceed one year's gross basic salary. Jacobus Huijskes, Hans-Peter Floren and Manfred Leitner are subject to the Betriebliche Mitarbeiter- und Selbständigenvorsorgegesetz (BMSVG, Salaried Employees and Self-employed Provident Saving Act).

In accordance with C-Rule 27a ACCG, the employment contracts with members of the Executive Board provide that settlement payments in the event of premature termination of such contracts without a material breach shall not exceed the amount set forth in the ACCG. 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, the Matching Share Plan and the Stock Option Programs (valuation, outstanding options and exercise in previous years).

Directors' and officers' (D&O) insurance

OMV has concluded a Directors' and Officers' liability insurance (D&O insurance) on a group-wide basis. The expenses are borne by the Company. This insurance covers Executive Board members, Supervisory Board members and other OMV employees (officers). Coverage is provided for the personal legal liability of insured persons for financial losses out of wrongful acts

committed while acting within the scope of their function. For the actual insurance period the yearly premium (including taxes) for the entire OMV Group D&O insurance amounts to approximately EUR 500,000.

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.

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 legal regulations and 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 (93 people) are eligible for membership of the Long Term Incentive Plan. They are also eligible for bonus agreements, as discussed below.

In 2012, a total of some 3,900 managers and experts participated in a graduated Management by Objectives (MbO) program entitling them to bonuses for fulfilling objectives. There are also bonus schemes 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 other's targets.

Supervisory Board

The members of OMV's Supervisory Board and their appointments to supervisory boards of other domestic or foreign listed companies are shown below. After the resignation of Markus Beyrer, an Extraordinary General Meeting was held on October 9, 2012, where Rudolf Kemler was elected as new member of the Supervisory Board. The Supervisory Board elected him as its Chairman.

Markus Beyrer, *1965

(Chief Executive Officer, ÖIAG, until Oct. 31, 2012) Chairman (until Oct. 31, 2012)
Seats: Österreichische Post AG (Chairman, until Oct. 31, 2012) and Telekom Austria AG (Chairman, until Oct. 31, 2012).

Rudolf Kemler, *1956

(Chief Executive Officer, ÖIAG, since Nov. 1, 2012) Chairman (since Nov. 1, 2012)
Seats: Österreichische Post AG (Chairman, since Nov. 1, 2012) and Telekom Austria AG (Chairman, since Nov. 1, 2012).

Wolfgang C. Berndt, *1942

Deputy Chairman
Seats: GfK SE and MIBA AG.

Khadem Al Qubaisi, *1971

(Managing Director, International Petroleum Investment Company (IPIC))
Deputy Chairman (until May 10, 2012)
Seats: Aabar Investments PJSC (Chairman), Abu Dhabi National Takaful Co. PJSC (Chairman) and Compania Espanola de Petroleos S.A. (CEPSA; Chairman).

Murtadha Al Hashmi, *1966

(Chief Financial Officer, International Petroleum Investment Company (IPIC))
Deputy Chairman (since May 10, 2012)
Seats: Aabar Investments PJSC and Compania Espanola de Petroleos S.A. (CEPSA).

Alyazia Ali Saleh Al Kuwaiti, *1975

(Manager Evaluation & Execution, IPIC).

Elif Bilgi-Zapparoli, *1967

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

Helmut Draxler, *1950

Seats: RHI AG.

Wolfram Littich, *1959

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

Herbert Stepic, *1946

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

Herbert Werner, *1948

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

Norbert Zimmermann, *1947

Seats: Schoeller Bleckmann Oilfield Equipment AG (Chairman) and Oberbank AG.

Delegated by the Group works council (employee representatives):

Leopold Abraham, *1947 (until Dec. 31, 2012),
Christine Asperger, *1964 (from Jan. 1, 2013),
Wolfgang Baumann, *1958,
Franz Kaba, *1953,
Ferdinand Nemesch, *1951,
Martin Rossmann, *1967.

Diversity

The main considerations in selecting the members of the Supervisory Board are relevant knowledge and experience in executive positions. Furthermore, aspects of diversity of the Supervisory Board with respect to the internationality of the members, the representation of both genders and the age structure are taken into account. The Supervisory Board includes two women (from Jan 1, 2013 three women) and three non-Austrian nationals. The members of the Supervisory Board are aged between 37 and 70.

Members of the Supervisory Board

Functions of the Supervisory Board and its committees

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 2012 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 were not shareholders with a stake of more than 10% or represented such shareholders' interests during the financial year 2012 and up to the time of making such declarations.

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).

In 2012, the Supervisory Board held seven meetings, one of which was devoted to the strategy. No member of the Supervisory Board

attended fewer than half of the meetings.

The Supervisory Board performed a self-evaluation and discussed the efficiency of its activities, in particular its organization and work procedures.

Presidential and Nomination Committee

This committee is 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 Annual General Meeting for appointments to the Supervisory Board. There was one meeting of the Presidential and Nomination Committee during the year which focused on succession planning.

Audit Committee

This committee performs the duties established by section 92 (4a) Stock Corporation Act. The committee held six meetings during the year. It predominantly dealt 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

The Supervisory Board monitors auditors' independence and reviews a breakdown of the audit fees and fees for additional services besides auditing activities. In 2012, the auditors Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (including their network in the meaning of section 271b Code of Commerce) received EUR 2.20 mn for the annual audit, EUR 0.66 mn for other assurance services and EUR 0.21 mn for other engagements.

Project Committee

This committee supports the Executive Board in preparing complex decisions on key issues where necessary, and reports on these decisions and

any recommendations to the Supervisory Board. In its only meeting in 2012, the Project Committee approved the acquisition of a 20% participation in the Norwegian oil field Edvard Grieg.

Remuneration Committee

This 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 Remuneration Committee met five times during 2012. Executive Board members were invited to attend parts of the meetings of the Remuneration Committee.

PricewaterhouseCoopers LLP provided remuneration advice to the Committee which included market information drawn from published data, corporate governance developments and their application to the Company, advice on the appropriate structure of short-term and long-term incentives as well as information on comparator group pay and performance. They were appointed by the Remuneration Committee and did not advise the OMV Executive Board, ensuring independence with respect to the Austrian Code of Corporate Governance. In addition, PricewaterhouseCoopers LLP provides advice to the Company related to risk management and tax advisory services. Finally, the OMV Executive Board sought advice from Towers Watson Austria GmbH with respect to executive benchmarking.

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; attention, however, is drawn to transactions totaling approx. EUR 2.1 bn with Raiffeisen group (Herbert Stepic is Chairman of the executive board of Raiffeisen Bank

International AG; 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 2012 AGM adopted the following remuneration scale for the 2011 financial year:

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 financial year 2011, were disbursed to the Supervisory Board members concerned in 2012; these were exclusive of expenses (travel and attendance expenses).

The total expenditure incurred by the Supervisory Board in 2012 was EUR 694,588; of this, members' remuneration (for the 2011 financial year) accounted for EUR 367,200, attendance expenses for EUR 54,458, travel expenses for EUR 199,591, and conference equipment, organization and translation for EUR 73,338.

Employee participation

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

Remuneration of the members of the Supervisory Board

Name	Position/committee membership ¹	Remuneration (in EUR)	Term of office ¹
Markus Beyrer ²	Chairman; Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	48,435	May 17, 2011 to Oct. 31, 2012
Rudolf Kemler	Chairman; Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	—	Nov. 1, 2012 to 2014 AGM
Peter Michaelis ²	Chairman; Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	28,765	May 23, 2001 to 2011 AGM
Wolfgang C. Berndt	Deputy Chairman; Deputy Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	61,900	May 26, 2010 to 2014 AGM
Khadem Al Qubaisi	Deputy Chairman; Deputy Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	61,900	May 26, 2010 to 2012 AGM
Murtadha Al Hashmi	Deputy Chairman; Deputy Chairman of the Pres. Com., Proj. Com., Audit Com. and Remun. Com.	—	May 10, 2012 to 2014 AGM
Alyazia Ali Saleh Al Kuwaiti	Pres. Com. and Proj. Com.	30,600	May 14, 2008 to 2014 AGM
Elif Bilgi-Zapparoli		14,600	May 13, 2009 to 2014 AGM
Helmut Draxler	Audit Com.	22,600	Oct. 16, 1990 to 2014 AGM
Wolfram Littich	Proj. Com. and Audit Com.	30,600	May 23, 2001 to 2014 AGM
Herbert Stepic		14,600	May 18, 2004 to 2014 AGM
Herbert Werner	Audit Com.	22,600	June 4, 1996 to 2014 AGM
Norbert Zimmermann	Proj. Com. and Remun. Com.	30,600	May 23, 2001 to 2014 AGM
Leopold Abraham		—	Until Dec. 31, 2012 ³
Wolfgang Baumann	Pres. Com. and Audit Com.	—	³
Franz Kaba	Proj. Com.	—	³
Ferdinand Nemesch	Proj. Com. and Audit Com.	—	³
Martin Rossmann	Pres. Com., Proj. Com. and Audit Com.	—	³
Christine Asperger		—	From Jan 1, 2013 ³

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 the employment contract as CEO of ÖIAG, Markus Beyrer and Peter Michaelis transferred their remuneration to ÖIAG.

³ Delegation by the Group works council is for an indefinite period; however, the employee representatives may be recalled at any time.

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 resolution proposals on all agenda items. Such resolution proposals must be posted on the website upon request of the respective shareholders.
- ▶ 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 shareholders having duly provided evidence of their shareholding 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 if prior to the vote on the last position to be assigned 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 as Supervisory Board member.

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 is the Chairwoman of the Executive Board of Petrol Ofisi. There are two elected female members of the OMV Aktiengesellschaft Supervisory Board; this corresponds to 20% of the elected members. From January 1, 2013, Christine Asperger joined the Supervisory Board. She is the first woman to be delegated by the Group works council.

- Women hold 13% 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.
- The Executive Board approved a 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.

OMV's diversity strategy

Vienna, March 20, 2013

The Executive Board



Gerhard Roiss



David C. Davies



Hans-Peter Floren



Jacobus Huijskes



Manfred Leitner