

Annual General Meeting of OMV Aktiengesellschaft on May 19, 2015

Shareholder Motion **by Österreichische Bundes- und Industriebeteiligungen GmbH**

Österreichische Bundes- und Industriebeteiligungen GmbH, as shareholder of OMV Aktiengesellschaft, hereby makes the following motion regarding item 7 (Resolutions on (i) the Long Term Incentive Plan 2015 and (ii) the Matching Share Plan 2015) of the published draft resolutions:

The performance measure „Long-term transformation management element: Free Cash Flow neutrality“ of the Long Term Incentive Plan 2015 on page 4 of the published draft resolutions shall be amended in such a way, that for achievement of the measure, instead of a neutral Free Cash Flow before dividends over 3 years (including divestments approved by the OMV Supervisory Board), a neutral Free Cash Flow after dividends over 3 years (including divestments approved by the OMV Supervisory Board) is required.

Visual display of the proposed changes to the published draft resolution:

Long-term transformation management element: Free Cash Flow neutrality

20% of the award is based on the long-term transformation management: Target is a neutral Free Cash Flow ~~before~~-after dividends over 3 years (including divestments approved by the OMV Supervisory Board).

Österreichische Bundes- und Industriebeteiligungen GmbH