

OMV Aktiengesellschaft

Corporate register number: 93363z

ISIN: AT0000743059

Additional Information regarding the rights of shareholders for the Annual General Meeting to be held on May 22, 2018

Requests for items to be put on the agenda pursuant to Section 109 Stock Corporation Act

Shareholders whose individual or combined holdings represent a total of at least 5% of the capital stock and who have held these shares for at least three months may submit a written request (individually signed by each applicant or duly signed by its authorized signatory/ies or with a qualified electronic signature) to OMV Aktiengesellschaft, for the attention of Ms. Lena Winkler, Trabrennstraße 6–8, 1020 Vienna, Austria, by **May 1, 2018**, asking for additional items to be placed on the agenda for the Annual General Meeting, and to be announced. A draft resolution and justification must be submitted for each additional agenda item.

The application must be accompanied by a deposit confirmation evidencing a shareholding by the applicants for at least three continuous months at the time the application is made, and which is not older than seven days at the time of receipt by the Company. In the case of several shareholders who jointly hold the required 5% of the capital stock, the deposit confirmations must relate to the same point in time (day, time). Otherwise, the same rules as those contained in the convocation of the Annual General Meeting (see also below) apply to the issuance, content and transmission of deposit confirmations.

In case the request and one or more deposit confirmations are sent to the Company separately, all documents must be received by the Company by **May 1, 2018**.

Draft resolutions submitted by shareholders pursuant to Section 110 Stock Corporation Act

Shareholders whose individual or combined holdings represent a total of at least 1% of the capital stock may submit in text form draft resolutions for each agenda item, to be accompanied by a justification, by **May 9, 2018**, and require the draft resolutions to be posted on the Company's website with the names of the relevant shareholders and the justification.

For elections to the Supervisory Board the following must be noted: In case of a proposal for the election of a member of the Supervisory Board, the statement pursuant to Section 87 Para 2 Stock Corporation Act of a nominated person replaces the justification. Such statements also have to be received by the Company by **May 9, 2018** and have to be published by the Company on its website (as registered with the corporate register) by **May 14, 2018**; otherwise, the nominated person cannot be included in the election. Regarding the election of members of the Supervisory Board, the General Meeting shall take into consideration the criteria of Section 87 Para 2a Stock Corporation Act; in particular the professional and personal qualifications of the members of the Supervisory Board, a balanced composition of expertise of the Supervisory Board, aspects of diversity and internationality as well as the professional reliability.

Regarding proposals for the election of Supervisory Board members it is further declared that the Company is subject to Section 86 Para 7 Stock Corporation Act. In accordance with Section 86 Para 9 Stock Corporation Act, an objection was raised against the joint fulfillment by the majority of the capital representatives more than six weeks before the Annual General Meeting. Therefore, the minimum quota of 30 % has to be fulfilled by the capital and employee representatives in the Supervisory Board separately. At present, the Supervisory Board is composed of fifteen members (ten capital representatives and five employee representatives). Based on an unchanged number of Supervisory Board members, at least three seats of the capital representatives and two of the employee representatives are each required to be filled with men and woman in order to fulfill the minimum quota.

Draft resolutions may be addressed to OMV Aktiengesellschaft, for the attention of Ms. Lena Winkler, Trabrennstraße 6–8, 1020 Vienna, Austria, fax +43 1 40440 623228, and must be received by **May 9, 2018**. Approved draft resolutions will be posted on the Company's website at www.omv.com › *Investor Relations* › *Corporate Governance & Organization* › *General Meeting* › *AGM 2018* within two business

days of receipt. A draft resolution published on the Company's website is only taken to vote at the General Meeting if it is repeated as a motion at the meeting itself.

Applications must be accompanied by deposit confirmations evidencing the applicants' shareholdings at the time of issuance, and which are not older than seven days at the time of receipt by the Company. In the case of several shareholders who jointly hold the required 1 % of the Company's capital stock, the deposit confirmations for all shareholders must relate to the same point in time (day, time). Moreover, the same rules as those contained in the convocation of the Annual General Meeting (see also below) apply to the issuance, content and transmission of deposit confirmations.

In case the application and one or more deposit confirmations are sent to the Company separately, all documents must be received by the Company by **May 9, 2018**.

Right to propose motions pursuant to Section 119 Stock Corporation Act

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 by presenting a deposit confirmation as described in the convocation to the General Meeting (see also below). For a shareholder to propose the election of a member to the Supervisory Board, the timely submission of an election proposal in text form pursuant to Section 110 Stock Corporation Act, to be accompanied by a statement pursuant to Section 87 Para 2 Stock Corporation Act (see above), is mandatory. Otherwise, the shareholders' application for the election of a member to the Supervisory Board must not be considered in the voting process.

Information right pursuant to Section 118 Stock Corporation Act

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 provided 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.

Deposit confirmation pursuant to Section 10a Stock Corporation Act

Deposit confirmations must be issued by the bank where the shareholder has deposited his/her shares if the bank is domiciled in a member state of the EEA or in a full member state of the 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 and contain the following information:

1. Details of the issuing bank: Name (company) and address or a standard code used in communications between credit institutions;
2. Shareholder details: Name (company) and address, date of birth in case of natural persons, corporate register and register number in case of legal persons;
3. Deposit number or other relevant description of the deposit;
4. Details of the shares: Number of shares and their designation or ISIN;
5. Date or period of time the confirmation relates to.

If the deposit confirmation shall serve as evidence for the current status as shareholder, it shall not be older than seven days at the time it is presented to the company.

Deposit confirmations must be received by the Company by one of the following means only:

- by mail, courier or personal delivery:
OMV Aktiengesellschaft, c/o Ms. Lena Winkler, Trabrennstraße 6-8, 1020 Vienna, Austria;
- by e-mail: anmeldung.omv@hauptversammlung.at, whereby the deposit confirmation must be attached to the e-mail in text form, e.g. as PDF or TIF;
- by fax: +43 1 8900 500 56;
- by SWIFT: GIBAAWGGMS - Message Type MT598 or MT599; please ensure that ISIN AT0000743059 is indicated in the wording.