

**Report as required by § 95 para 6 and § 159 para 2 no. 3
of the Austrian Stock Corporation Act (*Aktiengesetz*)**

Stock Options

After obtaining the necessary legal authorization, OMV plans to acquire shares of company stock that will be offered to members of the Executive Board of OMV Aktiengesellschaft and defined senior executives of OMV Aktiengesellschaft and associated companies in the form of stock options as part of a long-term incentive plan (LTI plan).

The stock option plan 2006 is part of this LTI plan, which has the objective of the long-term, substantial participation of the management in the success of the company, in order to orient the management more strongly towards the objectives of the shareholders on the one hand, and to open up the possibility of participating in the success of the company when the stock price increases on the other hand.

The group of participants consists of a maximum of 53 persons.

Precondition for participating is a required investment in OMV shares, which amounts to a maximum of EUR 60,000 for the Executive Board and a maximum of EUR 20,000 for senior executives. An investment in the amount of 25%, 50% or 75% of this value can also be made. The number of shares required for the investment is based on the average closing price of OMV stock at the Vienna Stock Exchange for the month of May 2006 (share price before the registration of the share split in the commercial register).

Each participant will be awarded 20 options for each share of investment according to the corresponding number of shares which entitle to acquire OMV shares or, respectively, to exercise another form as stated below.

The stock options are valid from September 1, 2006 to August 31, 2013. They are subject to a two-year blocking period, which means that they cannot be exercised before September 1, 2008. The exercise windows are those periods, in which the exercise is not forbidden due to the following principles.

Options must not be exercised:

- if the person exercising the option actually is aware of insider information;
- during blocking periods, as set out in the Issuers' Compliance Ordinance (six weeks before scheduled publication of the full year results, three weeks before scheduled publication of a quarterly report or during any blocking periods prescribed in individual cases by the compliance officer);
- if exercise of the options has been prohibited by the Executive Board for a particular period.

The required investment must still exist in order for the participant to exercise the stock options.

The condition for the exercise of the share options is an increase of the price of the OMV share by at least 15% over the average closing price for the period May 20, 2006 to August 20, 2006 at the Vienna Stock Exchange. This is also the exercise price for the stock options.

Types of exercise: purchase of shares, payment of the difference between the exercise price and the current share price either in cash or in shares. Partial exercise is permitted. Except for case of succession, granted share options are non-transferable and may only be personally exercised by the plan participants.

Based on the stock option plans 2000, 2001 and 2002 options in a proportion of 1:10 were granted subject to own investment in the amount of 72,020 shares of senior executives and in the amount of 59,780 shares of members of the Executive Board (Davies 5,950, Langanger 6,050, Peyrer-Heimstätt 8,970, Roiss 14,920, Ruttendorfer 14,920 and Schenz 8,970), which are entitling them to subscribe to OMV shares after the blocking period and subject to the reaching of the plan threshold.

Based on the stock option plan 2003 options in a proportion of 1:15 were granted subject to own investment in the amount of 19,070 shares of senior executives and 22,400 shares of members of the Executive Board (Davies, Langanger, Roiss, Ruttendorfer: in each case 5,600) and based on the stock option plan 2004 options on OMV shares in a proportion of 1:15 were granted subject to own investment in the amount of 33,620 shares of senior executives and 15,920 shares of members of

the Executive Board (Davies, Langanger, Roiss, Ruttendorfer: in each case 3,980); both plans are entitling them to subscribe to OMV shares after the blocking period and subject to the reaching of the plan threshold.

For easier comparability the numbers of the shares of investment relating to the plans 2000 up to 2004 were adapted according to the stock split in 2005 in the ratio of 1:10.

Based on the stock option plan 2005 options in a proportion of 1:20 were granted subject to own investment in the amount of 26,600 shares of senior executives and 9,560 shares of members of the Executive Board (Davies, Langanger, Roiss Ruttendorfer: in each case 2,390), which are entitling them to subscribe to OMV shares after the blocking period and subject to the reaching of the plan threshold.

Subject to the approval of the stock option plan 2006 the options will be honoured with own shares or – according to a separate authorization by the Annual General Meeting – by acquiring own shares.

Vienna, May 2, 2006

The Supervisory Board
of OMV Aktiengesellschaft

The Executive Board
of OMV Aktiengesellschaft