

OMV Aktiengesellschaft Vienna

Corporate register number: 93363z
ISIN: AT0000743059

Convocation of the Annual General Meeting

of OMV Aktiengesellschaft on Tuesday, May 14, 2019 at 2:00 pm CEST (local time Vienna) at Congress Center Messe Wien, Reed Messe Wien GmbH, Messeplatz 1, 1020 Vienna, Austria (U2-station Messe-Prater).

The meeting will be webcasted at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019*. The webcast will end after the Executive Board's report on the financial year 2018. The recording will remain accessible after the meeting.

Agenda

1. Submission of the adopted Financial Statements 2018 including the Directors' Report, the (consolidated) Corporate Governance Report, the (consolidated) Payments to Governments Report, the consolidated Non-financial Report, the Group Financial Statements 2018 including the Group Directors' Report, the proposal of the appropriation of the balance sheet profit as well as the Supervisory Board Report for the financial year 2018.
2. Resolution on the appropriation of the balance sheet profit reported in the Financial Statements 2018.
3. Resolution on the discharge of the members of the Executive Board for the financial year 2018.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2018.
5. Resolution on the remuneration for the members of the Supervisory Board for the financial year 2018.
6. Appointment of the auditor and Group auditor for the financial year 2019.
7. Resolutions on (i) the Long Term Incentive Plan 2019 and (ii) the Equity Deferral 2019.
8. Elections to the Supervisory Board.
9. Resolution on the authorization of the Executive Board to repurchase shares in the Company in accordance with section 65(1)(8) Stock Corporation Act as well as on the authorization of the Executive Board to cancel shares and of the Supervisory Board to adopt the amendments to the Articles of Association resulting from such cancellation.

Documents for the General Meeting

To prepare for the General Meeting, the following documents will be available to our shareholders from April 23, 2019 at the latest:

- the documents listed in agenda item 1;
- the joint draft resolutions of the Executive Board and the Supervisory Board concerning agenda items 2, 3, 4, 5, 7 and 9;
- the draft resolutions of the Supervisory Board concerning agenda items 6 and 8; as well as
- the declarations pursuant to Section 87 Para 2 of the Stock Corporation Act concerning agenda item 8.

The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy as well as all further publications of the Company in connection with this General Meeting will be freely available to you on the Company's website (which is recorded with the corporate register) at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019* from April 23, 2019 at the latest.

In addition, the individual and consolidated financial statements, each including notes, will be published in the "Amtsblatt zur Wiener Zeitung" (official gazette section of the *Wiener Zeitung*) on May 16, 2019.

Attendance of shareholders at the General Meeting

Entitlement to attend the General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting is conditional upon shareholdings on the record date, i.e. **Saturday, May 4, 2019, 24:00 (midnight) CEST (local time Vienna)**.

Only those who are shareholders on the record date and provide evidence thereof to the Company are entitled to attend the General Meeting.

Evidence of shareholdings on the record date must be furnished by way of a confirmation issued by the credit institution where the shareholder has deposited his/her shares (deposit confirmation) provided that the credit institution 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 credit institution which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuing credit institution: 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. Express declaration that the confirmation relates to the deposit holding as of May 4, 2019, 24:00 (midnight) CEST (local time Vienna).

Shares declared void

Shareholders whose shares were declared void on March 21, 2011 (please refer to the publication in the "Amtsblatt zur Wiener Zeitung" [official gazette section of the *Wiener Zeitung*] on March 22, 2011 and on the Company's website at www.omv.com › *Investors* › *OMV Share* › *Mandatory Disclosures* › *Request to deposit share certificates*) can only exercise their voting rights and other shareholders' rights in the General Meeting, if they have – in time before the record date (May 4, 2019, 24:00 [midnight] CEST [local time Vienna]) – filed their (void) share certificates with UniCredit Bank Austria AG and have received a credit note on their deposit.

Transmission of deposit confirmations

Deposit confirmations must be received by the Company not later than **24:00 (midnight) CEST (local time Vienna)** on **May 9, 2019** by one of the following means only:

- by mail, courier or personal delivery:
OMV Aktiengesellschaft, c/o Ms. Miriam Steinhart, 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: GIBAATWGGMS - Message Type MT598 or MT599; please ensure that ISIN AT0000743059 is indicated in the wording.

Transmission of the deposit confirmation to the Company shall also constitute the shareholder's registration for attendance at the General Meeting. Where possible, banks are requested to send deposit confirmations collectively (in list form).

Shareholders are not blocked by registering their attendance at the General Meeting or by sending deposit confirmations. Therefore, shareholders may continue to freely dispose of their shares after registration or transmission of a deposit confirmation.

Representation of shareholders at the General Meeting

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented.

Each proxy must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder. However, the Company itself, or a member of the Executive or Supervisory Board, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

A shareholder may grant proxy to the bank where he/she has deposited his/her shares subject to the agreement with that bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the Company with a declaration by one of the permitted means (see above) that it has been granted a proxy; the proxy itself need not be sent to the Company in this case.

A proxy may be revoked by the shareholder. The revocation becomes effective upon receipt by the Company.

Declarations concerning the granting and revoking of proxies must be received by the Company in text form not later than **4:00 pm CEST (local time Vienna) on May 13, 2019**, by one of the following means only:

- by mail, courier or personal delivery:
OMV Aktiengesellschaft, c/o Ms. Miriam Steinhart, Trabrennstraße 6-8, 1020 Vienna, Austria;
- by e-mail: anmeldung.omv@hauptversammlung.at, whereby the proxy 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: GIBAATWGGMS - Message Type MT598 or MT599; please ensure that ISIN AT0000743059 is indicated in the wording.

On the day of the General Meeting, the submission of or revocation of a proxy is only permitted by presenting it at the registration to the General Meeting at the meeting place.

As a service, we provide our shareholders with the option of having their voting right exercised by an independent proxy appointed by the Company: the Association for Investors (*Interessenverband für Anleger* - IVA), Feldmühlgasse 22, 1130 Vienna, Austria, tel. +43 1 87 63 343 / 30. Mr. Florian Beckermann (florian.beckermann@iva.or.at, tel. +43 676 7233180) will represent these shareholders at

the General Meeting on behalf of the Association for Investors. OMV Aktiengesellschaft bears the costs for the proxy. All other costs have to be borne by the shareholder, especially their own banking fees for the deposit confirmation or the postal charges.

The shareholder must request a deposit confirmation from the bank where his/her shares are deposited. Mr. Florian Beckermann must be granted an authorization in text form to act as proxy on this deposit confirmation or using the form specially provided on the Company's website at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019*. The deposit confirmation and authorization must be sent by the shareholder to Mr. Florian Beckermann, c/o IVA, Feldmühlgasse 22, 1130 Vienna, Austria or by e-mail to florian.beckermann@iva.or.at. As the deposit confirmation and proxy must be received by IVA in time before the General Meeting, we would request that shareholders bear in mind the duration of delivery. The shareholder must provide Mr. Beckermann with instructions as to how he (or a sub-proxy authorized by Mr. Beckermann) should exercise the voting right.

Mr. Florian Beckermann exercises the voting right exclusively on the basis of the instructions given by the shareholder and without express instructions the proxy is invalid. Should separate votes be taken on an agenda item, an instruction provided in connection with this agenda item shall apply to each sub-item accordingly. Please note that Mr. Beckermann does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Resolutions to be put to vote are posted on the Company's website at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019*.

An e-mail address has been set up for the General Meeting to give shareholders the possibility of giving or amending instructions at short notice during the General Meeting. This e-mail address is: omv@hauptversammlung.at.

We recommend that shareholders use the forms available on the internet at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019* to grant or revoke proxies.

Shareholders' rights in connection with the General Meeting

Shareholders whose holdings represent a combined total of at least 5 % of the capital stock and who have held these shares for at least three months may require in writing the inclusion and announcement of additional General Meeting agenda items by **April 23, 2019**. A draft proposal for resolution and justification thereof must be submitted for each additional agenda item.

Shareholders whose holdings represent a combined total of at least 1 % of the capital stock may submit draft resolution proposals in text form for each agenda item, to be accompanied by a justification, by **May 3, 2019**, and request the resolution proposals to be posted on the Company's website with the names of the relevant shareholders and the justification. For elections to the Supervisory Board (agenda item 8) 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 3, 2019** and have to be published by the Company on its website (as registered with the corporate register) by **May 7, 2019**; 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 against the joint fulfillment by the majority of the capital representatives was raised more than six weeks in advance of 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.

Each shareholder has the right to propose motions at the General Meeting for each agenda item. Prerequisite thereof is evidence of the entitlement to attend the General Meeting. 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.

Further information regarding these rights, in particular on how to submit resolution proposals to the Company and how to provide evidence of the required shareholdings is now available on the internet at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019*.

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.

Total number of shares and voting rights

At the time of convocation of the General Meeting, the Company's share capital is divided into 327,272,727 no par shares. Each share confers one vote. Shares owned by the Company do not confer any voting rights. Therefore, currently 326,900,114 voting rights can be exercised.

A dividend pursuant to the resolution by the General Meeting becomes due 30 days after the General Meeting's resolution pursuant to Section 27 Para 6 of the Articles of Association of OMV Aktiengesellschaft, unless resolved otherwise. A relevant dividend announcement will be made on May 16, 2019. Shareholders may exercise their dividend rights through their deposit bank. The bank will credit the dividend to the relevant account via the points of payment.

Admission to the General Meeting

Shareholders or their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the General Meeting. Please bear in mind that attendance is expected to be high and plan your arrival time according to the usual safety procedures in place. Admission to obtain ballot forms commences at 12:30 pm CEST (local time Vienna).

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, as much as we value such interest, and that attendance by guests is limited and is only possible after prior coordination by telephone (Tel. +43 1 40 440 / 28721).

Information on data protection for shareholders

OMV Aktiengesellschaft ("**OMV AG**") processes personal data of shareholders (in particular the data pursuant to Section 10a para. 2 of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share, if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the General Data Protection Regulation (GDPR)

and the Data Protection Act 2018 (DSG 2018), in order to enable shareholders to exercise their rights within the scope of the Annual General Meeting.

OMV AG is responsible for the data processing within the meaning of the GDPR.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act or is carried out to safeguard the legitimate interests of OMV AG or a third party. The **legal basis for data processing** is Art. 6 para. 1 lit c GDPR and Art. 6 para. 1 lit f GDPR.

OMV AG uses **external service providers**, such as notaries, lawyers and service providers specialising in the organisation of the Annual General Meeting for the purpose of organising the Annual General Meeting. They shall receive from OMV AG only such personal data as are necessary for the performance of their service and shall process such data exclusively on the instructions of OMV AG. To the extent required by law, OMV AG has entered into **data processing agreements** with these service providers.

If a shareholder attends the Annual General Meeting, all shareholders present or their representatives, members of the Management Board and Supervisory Board, notaries and all other persons with a right to attend may **examine** the legally required register of participants (Section 117 AktG) and thus also the personal data (place of residence, name, shareholding) specified therein. OMV AG is also legally obliged to submit personal shareholder data (in particular the register of participants) as part of the **notarial minutes of the Annual General Meeting to the Austrian Commercial Register** (Section 120 AktG).

Shareholders' data are **anonymized or deleted** as soon as they are **no longer necessary** for the purposes for which they were collected or processed and unless other legal obligations require further storage. Obligations to provide evidence and to keep records arise in particular from commercial and stock corporation law, tax and fiscal law and money laundering regulations. Where legal claims are made by shareholders against OMV AG or by OMV AG against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases.

Every shareholder has a right to **information, correction, limitation, objection and deletion** at any time with regard to the processing of personal data as well as a right to **data portability** in accordance with the provisions of the GDPR. Shareholders can assert these rights against OMV AG via the e-mail address privacy@omv.com or via the following contact details:

OMV Aktiengesellschaft
Trabrennstraße 6-8
1020 Vienna
Group Data Protection Officer: Manfred Spanner, Msc.

In addition, shareholders have the right to complain to the competent supervisory authority (in Austria: Austrian Data Protection Authority).

Further information on data protection can be found in the data protection declaration at www.omv.com › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019*.

Vienna, April 2019

The Executive Board