

# PROXY AND VOTING INSTRUCTIONS

## Annual General Meeting of OMV Aktiengesellschaft on May 14, 2019

I/We \_\_\_\_\_  
(name/company and address of proxy issuer<sup>1</sup>)

\_\_\_\_\_  
(address and telephone number for further information)

herewith authorize Mr. Florian Beckermann, c/o IVA, A-1130 Vienna, Feldmühlgasse 22/4, to represent me/us at the General Meeting of OMV Aktiengesellschaft on May 14, 2019 and to exercise the voting rights on behalf of me/us. Mr. Florian Beckermann has the right to authorize a sub-proxy.

This proxy applies to ..... of my/our shares.  
(If you leave this field blank, the proxy automatically applies to all shares for which the financial institution issued the deposit confirmation as of the record date.)

Concurrently, I/we hereby instruct him to exercise or let exercise my/our voting right as follows:

		<i>For</i>	<i>Against</i>	<i>Abstention</i>
Item 2:	Appropriation of profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3:	Discharge of members of the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4:	Discharge of members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5:	Remuneration for members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6:	Appointment of auditor and Group auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7:	Resolutions on:			
	(i) the Long Term Incentive Plan 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(ii) the Equity Deferral 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8:	Elections to the Supervisory Board:			
	a) Mr. Wolfgang C. Berndt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Mr. Stefan Doboczky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Ms. Alyazia Ali Al Kuwaiti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) Mr. Mansour Mohamed Al Mulla	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) Mr. Karl Rose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	f) Mr. Johann Georg Schelling <sup>2</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	g) Mr. Thomas Schmid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	h) Ms. Elisabeth Stadler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	i) Mr. Christoph Swarovski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	According to the resolution proposal of Österreichische Beteiligungs AG:			
	j) Ms. Cathrine Trattner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9:	Authorization of the Executive Board to repurchase shares in the Company in accordance with section 65(1)(8) Austrian Stock Corporation Act as well as 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> If you issue this proxy not as a shareholder, but as proxy of a shareholder, please enclose a confirmation of your power of representation (proxy issued by the shareholder, appointment-decree of a court etc.).

<sup>2</sup> In a letter dated April 30, 2019, Mr. Schelling has declared to the Company that he will no longer be available to stand for the election to the Supervisory Board at the Annual General Meeting on May 14, 2019.

If I/we did not provide express instructions (also concerning individual agenda items), this proxy is void. Should separate votes be taken on an agenda item, an instruction provided in connection with the respective agenda item shall apply to each sub-item accordingly.

\_\_\_\_\_, on \_\_\_\_\_ 2019  
*place* *date*

\_\_\_\_\_  
*legally binding signature/s*

**IMPORTANT INFORMATION:**

This form together with the deposit confirmation of the bank must be received by IVA (A-1130 Vienna, Feldmühlgasse 22/4), or by e-mail ([florian.beckermann@iva.or.at](mailto:florian.beckermann@iva.or.at)) **by 4 p.m. CEST (Local Time Vienna) on May 13, 2019** at the latest.

Proxy issuers may issue or change instructions during the General Meeting by e-mail ([omv@hauptversammlung.at](mailto:omv@hauptversammlung.at)).

The processing of personal data by OMV Aktiengesellschaft is mandatory for participation in the Annual General Meeting. Information on the processing of personal data of participants in the Annual General Meeting in accordance with the General Data Protection Regulation can be found at [www.omv.com](http://www.omv.com) › *About us* › *Corporate Governance* › *General Meeting* › *Annual General Meeting 2019*.