

To
OMV Aktiengesellschaft

Trabrennstrasse 6-8
1020 Vienna

30.04.2019

Resolution proposal according to Section 110 para 2 Austrian Stock Corporation Act

Referencing the requirements according to Section 110 para 2 Austrian Stock Corporation Act, Österreichische Beteiligungs AG submits the following resolution proposal for agenda item 8 "Elections to the Supervisory Board" as an eligible shareholder (the "**Shareholder**") of OMV Aktiengesellschaft („**OMV**“ or the "**Company**") as per the cited provision. A deposit confirmation evidencing the required shareholding was sent to OMV separately.

The Supervisory Board of the Company currently and according to the resolution proposal of the Supervisory Board consists of fifteen members (ten capital representatives elected by the General Meeting and five nominated employee representatives).

The Company falls within the scope of Section 86 para 7 Austrian Stock Corporation Act and therefore has to fulfil the minimum quota mentioned therein. As an objection was raised against the joint fulfillment of the quota pursuant to Section 86 para 9 Austrian Stock Corporation Act, the minimum quota of 30% women and men must be fulfilled separately by the capital and employee representatives in the Supervisory Board. Therefore, in the Supervisory Board of the Company at least three seats of the capital representatives and two seats of the employee representatives, respectively, need to be held by women and men.

Dr. Johann Georg Schelling, who was proposed as a candidate by the Supervisory Board, has informed OMV that he no longer is available to stand for the election to the Supervisory Board during the Annual General Meeting 2019.

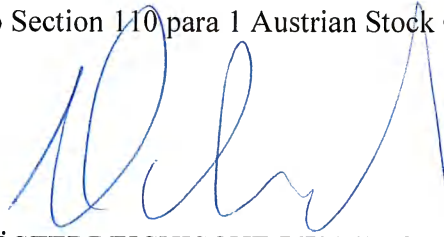
In order to ensure that the Supervisory Board consists of the required number of elected members, Österreichische Beteiligungs AG proposes to the General Meeting to elect the following alternate candidate for Dr. Johann Georg Schelling as a resolution proposal for the agenda item 8:

“The General Meeting shall elect

Cathrine TRATTNER

pursuant to Section 9 para 2 of the Articles of Association until the end of the Annual General Meeting voting on discharge for the financial year 2021.

CV and a declaration pursuant to Section 87 para 2 Austrian Stock Corporation Act are enclosed (Annex ./1). The Shareholder requests the publication of this resolution proposal on the internet page of OMV according to Section 110 para 1 Austrian Stock Corporation Act.

A handwritten signature in blue ink, consisting of several loops and a long tail, positioned above the company name.

ÖSTERREICHISCHE BETEILIGUNGS AG

Cathrine TRATTNER



born on 13.08.1976

Education:

- ▶ **2005:** Certified tax advisor, examined by Oberfinanzdirektion Munich
- ▶ **2000:** Degree in international economics, Mag.rer.soc.oec.int.; Leopold-Franzens Universität Innsbruck/ École supérieure de commerce de Lille

Career:

- ▶ **Since 2015:** Head of Corporate Accounting & Tax, Investa Holding GmbH, Eschborn
- ▶ **Since 2015:** Director Accounting & Tax, e-shelter services GmbH (an entity of NTT Com), Frankfurt
- ▶ **2009 – 2015:** Audit Manager and authorized signatory, PKF Industrie- und Verkehrstreuhand GmbH, Munich
- ▶ **2000 – 2008:** Assistant Manager, KPMG Deutsche Treuhand AG, Munich

Other functions:

- ▶ Member of the University Council, University of Veterinary Medicine Vienna

Statement pursuant Section 87 para 2 Stock Corporation Act

Name: StB Mag. Cathrine Trattner

Date of Birth: 13 August 1976

According to Section 87 Para 2 Stock Corporation Act each candidate who is proposed to be elected as member to the Supervisory Board must demonstrate his/her professional qualifications, his/her professional and similar occupations as well as all circumstances which would constitute concerns with regard to potential conflicts of interest.

Regarding my professional qualifications as well as my professional and similar occupations, please refer to my attached curriculum vitae.

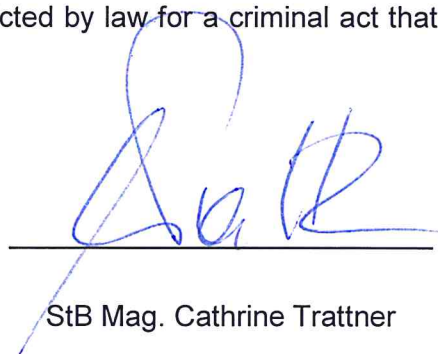
Apart from the occupations listed in my curriculum vitae, I do not hold any further occupations or mandates in domestic or foreign corporations or other legal entities. A reason for disqualification pursuant to Section 86 Stock Corporation Act does not exist.

I herewith declare that I am not aware of any circumstances which may cause concern of bias for my function as member of the Supervisory Board of OMV Aktiengesellschaft or its subsidiaries.

I herewith further confirm that I have not been convicted by law for a criminal act that would compromise my professional reliability.

Munich 27.4.19

Place, Date



StB Mag. Cathrine Trattner