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EANS-General Meeting: OMV Aktiengesellschaft / Invitation to the General Meeting according to art. 107 para. 3 Companies Act

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12.04.2018

OMV Aktiengesellschaft Vienna
Corporate register number: 93363z
ISIN: AT00000743059

Convocation of the Annual General Meeting

of OMV Aktiengesellschaft on Tuesday, May 22, 2018 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 > Investor Relations > Corporate Governance & Organization > General Meeting > AGM 2018. The webcast will end after the Executive Board's report on the financial year 2017. The recording will remain accessible after the meeting.

Agenda

1. Submission of the adopted Financial Statements 2017 including the Directors' Report, the (consolidated) Corporate Governance Report, the (consolidated) Payments to Governments Report, the consolidated Non-financial Report, the Group Financial Statements 2017 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 2017.
2. Resolution on the appropriation of the balance sheet profit reported in the Financial Statements 2017.
3. Resolution on the discharge of the members of the Executive Board for the financial year 2017.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2017.
5. Resolution on the remuneration for the members of the Supervisory Board for the financial year 2017.
6. Appointment of the auditor and Group auditor for the financial year 2018.
7. Resolutions on (i) the Long Term Incentive Plan 2018 and (ii) the Equity Deferral 2018.
8. Elections to the Supervisory Board.

Documents for the General Meeting

To prepare for the General Meeting, the following documents will be available to our shareholders from May 1, 2018 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 and 7;
- the draft resolutions of the Supervisory Board concerning agenda items 6 and 8; as well as

-the statements 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) www.omv.com > Investor Relations > Corporate Governance & Organization > General Meeting > AGM 2018 from May 1, 2018 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 24, 2018.

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 12, 2018, 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 bank where the shareholder has deposited his/her shares (deposit confirmation) 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 in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) 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. Express declaration that the confirmation relates to the deposit holding as of May 12, 2018, 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 > Investor Relations > OMV Share > 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 12, 2018) - 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 16, 2018 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.

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 a 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 21, 2018, 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 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: GIBAAWGGMS - 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 a proxy or revocation 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. Michael Knap (michael.knap@iva.or.at, tel. +43 664 213 87 40) 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. Michael Knap 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 > Investor Relations > Corporate Governance & Organisation > General Meeting > AGM 2018. The deposit confirmation and authorization must be sent by the shareholder to Mr. Michael Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna, Austria or by e-mail to michael.knap@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. Knap with instructions as to how he (or a sub-proxy authorized by Mr. Knap) should exercise the voting right.

Mr. Michael Knap 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 correspondingly. Please note that Mr. Knap does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Resolutions to be put to the vote are posted on the Company's website at www.omv.com > Investor Relations > Corporate Governance & Organisation > General Meeting > AGM 2018.

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 > Investor Relations > Corporate Governance & Organisation > General Meeting > AGM 2018 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 May 1, 2018. A draft 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 resolutions in text form for each agenda item, to be accompanied by a justification, by May 9, 2018, and request the 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 (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 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.

Each shareholder has the right to propose motions at the General Meeting for each agenda item. Prerequisite therefor 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 resolutions to the Company and how to provide evidence of the required shareholdings is now available on the internet at www.omv.com > Investor Relations > Corporate Governance & Organisation > General Meeting > AGM 2018.

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 326,730,576 voting rights can be exercised.

A dividend resolved on 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 24, 2018. 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 the large expected attendance and the usual safety procedures when planning your arrival time. 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, 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).

Vienna, April 2018

The Executive Board

Further inquiry note:
OMV Aktiengesellschaft

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end of announcement

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