

05.03.2012 – 10:40 Uhr

## **EANS-News: OMV Aktiengesellschaft / Report pursuant to section 65 para 1b in conjunction with sections 171 para 1 and 153 para 4 Stock Corporation Act**

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### Capital measures

Wien (euro adhoc) - OMV Aktiengesellschaft  
Corporate register number: 93363z  
ISIN: AT 0000743059

Report pursuant to section 65 para 1b in conjunction with sections 171 para 1 and 153 para 4 Stock Corporation Act

The Executive Board of OMV Aktiengesellschaft (OMV) has been authorized by resolution of the Annual General Meeting of the Company held on May 17, 2011, subject to the approval of the Supervisory Board but not to any further resolution of the General Meeting, to dispose of or utilize within five years of the adoption of the resolution, treasury shares in the Company also by other means than via stock exchange or public offering, in particular to satisfy stock options or long-term incentive plans for employees, senior employees and members of the Company's Executive Board or the management boards of its affiliates, or other employee stock ownership plans.

The Executive Board and the Supervisory Board of OMV intend to make use of such authorization and to resolve upon an allocation of up to a maximum of 495,524 treasury shares in the Company under the Long Term Incentive Plan 2009 (LTIP 2009) to members of the Executive Board and senior executives of the OMV Group (176,720 for members of the Executive Board and 318,804 for senior executives).

The Executive Board and the Supervisory Board of OMV Aktiengesellschaft therefore report as follows.

### R E P O R T:

#### 1. Long Term Incentive Plan 2009

The Long Term Incentive Plan (LTIP) 2009 is a performance-based and long-term compensation instrument for the Executive Board and selected senior executives of OMV Group that shall promote the mid and long-term value creation at OMV and align the interests of the management and shareholders through long-term investments in shares. The plan was eligible to the members of the Executive Board (mandatory participation) and other senior executives of OMV Group (optional participation).

## Personal investment

The participants were obliged to make the following personal investments in OMV shares: the CEO 100%, the Deputy CEO 85% and the other Executive Board members 70% of their respective annual gross base salary; the other participating senior executives at the discretion of the participant had to invest EUR 15,000, EUR 30,000, EUR 60,000, EUR 90,000 or EUR 120,000 in OMV shares.

The personal investment had to take place in the year 2009. The participants had to transfer the invested shares to an OMV custodial account or individual custodial account. The invested shares have to be held at least until March 31, 2014 (subject to the withdrawal provisions). The use of all financial instruments, including but not limited to hedges, to lock in the value of participants' investments is prohibited and results in the loss of the entitlement to participate.

Members and former members of the Executive Board made on the basis of the LTIP 2009 the following personal investments:

Gerhard Roiss:	Invested shares: 28,469
David C. Davies:	Invested shares: 20,096
Wolfgang Ruttenstorfer:	Invested shares: 38,278
Werner Auli:	Invested shares: 20,096
Helmut Langanger:	Invested shares: 20,096

## Plan mechanisms

At the grant date, April 1, 2009, the participants of the LTIP 2009 were conditionally allocated a defined target number of shares. The value of the target number of shares (LTI grant value) has been calculated on the basis of the respective annual gross base salary for members of the Executive Board; if the targets are attained to 100%, the CEO will be allocated shares equal to the value of 90%, the Deputy CEO shares equal to the value of 75% and the other Executive Board members shares equal to the value of 60% of their respective gross base salary. For participating senior executives the value of the target number of shares (LTI grant value) has been calculated on the basis of the respective personal investment of the participant; if the targets are attained to 100%, the respective participant will be allocated shares equal to the value of 90% of the personal investment. The target number of shares has been calculated by dividing the LTI grant value by the OMV share price, whereas such share price was OMV's average closing share price over a 3-month period from January 1, 2009 to March 31, 2009.

Before vesting date, the potential bonus shares are "virtual", i.e. the participants do not hold the shares and have no voting or dividend rights.

As of vesting date, March 31, 2012, the final number of shares shall be calculated depending on the achievement of the performance measures. With respect to each performance measure, the number of shares to be allocated therefor shall be calculated pursuant to the respective attainment-percentage (each performance measure is based upon an attainment-range between 0%-100%-200%). The percentage of attainment shall be multiplied with the number of the shares allocated to the respective performance measure for such purpose. The total number of shares to be granted to the respective participant at vesting date shall be the sum of the bonus shares for each performance measure.

The minimum number of bonus shares shall be 25% of the total target number of

shares. This means, that the participants of the LTIP 2009 receive bonus shares in an amount of 25% of the shares allocated at grant date, even if the overall attainment of the performance measures is less than 25%. The maximum number of bonus shares is 175% of the total target number of shares. This means that a maximum number of bonus shares in the amount of 175% of the shares allocated at grant date may be granted.

The performance measures aiming at sustainable internal and external value creation are for the members of the Executive Board:

- 33.3%: Absolute total shareholder return (TSR)
- 33.3%: Absolute economic value added (EVA): Average 3-year target: Performance is calculated by comparing the average EVA within the performance period.
- 33.3%: Absolute earnings per share (EPS): Average 3-year target: Performance is calculated by comparing the average EPS within the performance period.

The definition of the performance measures for participating senior executives deviates only with respect to the following target definition:

- 33.3%: Absolute economic value added (EVA): Cumulative 3-year target: Performance is calculated by comparing the cumulative EVA within the performance period.

#### Share transfer

The members of the Company's Executive Board shall receive the bonus shares exclusively in the form of shares. The transfer of bonus shares shall be carried out at the latest 3 months after the approval of the performance measures attainment by the Supervisory Board, whereas deduction of the applicable taxes has to take place.

Senior executives were allowed to opt during the first quarter of the year 2011 for a cash settlement in installments of the shares to be transferred (corresponding to the value of the determined number of shares, based on the closing price for OMV shares on vesting date after deduction of taxes and duties). The participants who did not choose cash settlement may decide until March 15, 2012, on a share transfer or cash payment of the determined value of bonus shares on the basis of OMV's closing price on vesting date (after deduction of taxes and duties).

If the approval of the attainment of the performance measures by the Supervisory Board takes place on vesting date or earlier, the share transfer shall be executed on the next business day after the vesting date, otherwise the transfers shall take place at the beginning of the following month. In the event that cash payments or share transfers are made on the basis of incorrect or false data, the amounts will be corrected and overpaid amounts must be refunded to the Company.

The maximum number of awarded shares which may be unrestrictedly disposed of immediately is equal to the number of shares contributed for the personal investment; shares in excess of this amount (at least equal to the number of personal investment shares) must be held until March 31, 2014.

According to the above mentioned criteria the maximal number of bonus shares awardable to the current and former members of the Executive Board and other

senior executives are as follows:

Gerhard Roiss:	39,906
David C. Davies:	27,362
Wolfgang Ruttenstorfer:	54,728
Werner Auli:	27,362
Helmut Langanger:	27,362
Other senior executives:	318,804

(among such other senior executives  
Manfred Leitner: 9,044)

#### Rules for withdrawal of participants

##### Bad leavers:

Before the vesting date (March 31, 2012): unvested entitlements from the plan shall be forfeited and shares invested by participants shall be retransferred on the day of withdrawal.

During the holding period: invested shares shall be retransferred on the day of withdrawal. Bonus shares not yet transferred (as the case may be) from the plan shall be transferred/ realized at the withdrawal date.

##### Good leavers:

Before the vesting date (March 31, 2012): unvested entitlements from plans shall continue followed by the holding period and invested shares shall be retransferred at the end of the last plan.

During the holding period: invested shares shall be retransferred at the end of the last plan. Bonus shares not yet transferred (as the case may be) from the plan shall be transferred/ realized at the end of the holding period (March 31, 2014).

##### Retirement, permanent disability:

Before the vesting date (March 31, 2012): unvested entitlements from plans shall continue followed by the holding period and invested shares shall be retransferred at the end of the last plan.

During the holding period: invested shares are retransferred at the end of the last plan. Bonus shares not yet transferred (as the case may be) from the plan shall be transferred/ realized at the withdrawal date.

##### Death:

Before vesting date (March 31, 2012): unvested entitlements from plans shall be evaluated and settled in cash according to the date of decease, and invested shares shall be retransferred as soon as possible.

During the holding period: invested shares shall be retransferred as soon as possible. Bonus shares not yet transferred (as the case may be) from the plan shall be transferred/ realized at the same date.

## 2. Exclusion of subscription right of shareholders

As outlined above, treasury shares in the Company shall be allocated to the members of the Executive Board and other senior executives of OMV Group under the Long Term Incentive Plan 2009. OMV therewith intends to increase the focus of the participating persons to the long-term company value and identification with the Company. It is a performance-based and long-term compensation instrument that shall promote the mid and long-term value creation at OMV and align the interests of the management and shareholders through long-term investment in shares. For such use, the exclusion of the subscription right of shareholders of the Company is necessary.

With respect to the mentioned use, therefore, the interest of the Company

prevails over the disadvantages of the shareholders resulting from the exclusion of the subscription right of the shareholders in the case of use or disposal of treasury shares of the Company. Taking into account all circumstances the exclusion of the subscription right of the shareholders is necessary, reasonable, appropriate, in the best interest of the Company and

therefore objectively justified.

Vienna, March 2012                      The Executive Board and the Supervisory Board

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sector: Oil & Gas - Downstream activities

ISIN: AT0000743059

indexes: ATX Prime, ATX  
stockmarkets: official market: Wien  
language: English

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