

**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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No Keyword

Vienna - OMV Aktiengesellschaft  
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PLEASE NOTE:

This report is legally required in order to be able to transfer shares to employees and managers within OMV Group under the long-term, performance based incentive and compensation programs. Please be aware that the numbers of shares stated in this document are maximum amounts. The actual number of shares to be transferred depends on the achievement of different criteria, is - in particular - subject to a separate resolution by the Supervisory Board of OMV Aktiengesellschaft and may be significantly smaller.

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" or "Company") has been authorized by resolution of the Annual General Meeting of the Company held on May 18, 2016, for a period of 5 years from the adoption of the resolution, subject to the approval of the Supervisory Board, to dispose of or utilize treasury shares repurchased or already held by the Company when the resolution was adopted to grant shares to employees, senior employees and/or members of the Executive Board/management boards of the Company or one of its affiliates including for purposes of share transfer programs, in particular long term incentive plans including Matching Share Plans or other stock ownership plans, under exclusion of the general purchasing possibility of shareholders (exclusion of subscription rights). The authorization can be exercised as a whole or in parts and also in several tranches by the Company, by a subsidiary (Section 189a Number 7 Commercial Code) or by third parties for the account of the Company.

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 96,790 (for members of the Executive Board) as well as a maximum of 58,487 (for other Senior Managers) treasury shares in the Company under the Long Term Incentive Plan 2018 (LTIP 2018), which was approved by the Annual General Meeting of the Company on May 22, 2018, and under the share part of the Annual Bonus 2020 ("Equity Deferral"), which was approved by the Annual General Meeting of the Company on September 29, 2020, to members of the Executive Board and Senior Executives of OMV Group. The actual number of shares to be transferred is subject to performance under these programs, depends on the resolution of the Supervisory Board of OMV and will be published separately. The Executive Board and the Supervisory Board of OMV, represented by the Remuneration Committee, therefore report as follows:

#### R E P O R T:

##### 1. Long Term Incentive Plan 2018

###### Plan purpose and objectives

The Long Term Incentive Plan (LTIP) 2018 is a performance based and long-term compensation instrument for the Executive Board and selected Senior Managers of OMV Group that promotes mid- and long-term value creation at OMV and aligns the interests of management and shareholders by providing management with the possibility to receive shares in the Company subject to performance (measured against key indicators linked to the medium-term strategy and shareholder return). The plan also seeks to prevent inadequate risk-taking.

###### Eligibility

Executive Board members are obliged to participate. Selected Senior Managers of OMV Group may participate in the LTIP 2018. The nomination of Senior Managers to the LTIP 2018 was made by the Executive Board of OMV. Potential share transfers are based on the performance of the respective Senior Manager in the respective year and may not be granted at all or granted on a pro rata basis.

###### Share ownership rules

There is no requirement for an upfront investment in OMV shares to participate in the LTIP 2018. However, Executive Board members and Senior Managers are required to build up an appropriate volume of shares in the Company and to hold these shares until departure from the Company. The shareholding requirement for the Executive Board members is defined as a percentage of the annual gross base

salary (14 times (i) the January gross base salary or (ii) the gross base salary for the first month as an Executive Board member if such member was appointed during the year):

- \* Chief Executive Officer: 200%
- \* Deputy Chief Executive Officer: 175%
- \* Other Executive Board members: 150%

The shareholding requirement for Senior Managers is defined as 75% of the respective Target Long Term Incentive (LTI), which is fixed within a given range.

Executive Board members must achieve the required shareholding within 5 years after the start of their respective initial appointment as Executive Board member.

Basis for the calculation of the respective number of required shares is the average share price over the 3-month period January 1, 2018 - March 31, 2018 (= average of closing prices at Vienna Stock Exchange). The calculated number of shares is rounded up. Once the above percentage has been reached, subsequent changes in the share price do not influence the number of shares required. In case and to the extent of a salary increase of an Executive Board member, the number of required shares has to be adapted accordingly.

Shares granted to Executive Board members under the share part of the Annual Bonus ("Equity Deferral") and shares vesting under LTIP 2018 and former LTIPs as well as investments made for previous LTIPs count towards this shareholding requirement, provided that they are held on an OMV trustee deposit. Private shares may be transferred to the OMV trustee deposit to be counted towards the shareholding requirement.

Dividends, if any, for the shares held on OMV trustee deposits are paid out in cash. Senior Managers are not obliged to hold Company shares if this is prohibited by law in the countries where the respective Senior Managers work.

Grant levels

The Target LTI is defined in the respective contracts of the Executive Board members and determined for each Senior Manager by the OMV Executive Board within a defined range. In any case, the maximum Target LTI for a Senior Manager shall not exceed 112.5% of the annual gross base salary in January 2018.

In case an Executive Board member is only appointed during the year 2018, the

Target LTI for 2018 is calculated on a pro rata basis. The same applies for an exit during the year 2018.

#### Plan mechanisms

The maximum number of shares to be granted to the participant at the Vesting Date shall be calculated as follows: The Target LTI for each participant (as mentioned under "Grant levels" above) is divided by OMV's average share price (= closing price at the Vienna Stock Exchange over the 3-month period January 1, 2018 to March 31, 2018) and hence converted into a number of Share Equivalents. The number of Share Equivalents will be rounded down. Prior to the Vesting Date the Share Equivalents are "virtual", meaning that the participants do not hold these shares and have no voting or dividend rights. After the performance period, the definite number of shares shall be calculated based on the achievement of the performance criteria and made available to the participant on the Vesting Date.

The final number of shares is calculated by multiplying the number of Share Equivalents with the overall percentage of performance achievement.

#### Effective date and term

- \* Plan commencement: January 1, 2018
- \* Performance period: 3 years (January 1, 2018 to December 31, 2020)
- \* Vesting date: March 31, 2021

#### Performance criteria and weightings

The performance criteria focus on sustained value creation across the following areas of performance for Executive Board members: Relative Total Shareholder Return (50%) and Cash Flow elements (50%). For Senior Managers, a different weighting and further criteria apply: Relative Total Shareholder Return (35%), Free Cash Flow (35%), Sustainability Element (5%), Operational Targets (Reserve Replacement Rate, Upstream production, Natural Gas sales volume, Refinery Utilization Rate, each 5%) and a Discretionary evaluation of the performance of divestment and acquisition projects (5%).

In 2018, the specific performance targets were set for the performance period (January 1, 2018 until December 31, 2020) and communicated to the plan participants. The performance criteria must not be modified thereafter. However - in order to maintain the incentivizing character of the program - the Supervisory Board (for Executive Board members) and the Executive Board (for Senior Managers) will have discretion to adjust the threshold/target/maximum

levels (but not the criteria as such) in case of significantly changed market conditions and/or other special circumstances. In situations where a severe health, and safety and security or environmental breach has occurred, the OMV Supervisory Board can reexamine the level of the LTI payout for Executive Board members and, depending on the extent of the infraction, reduce it at its reasonable discretion, if necessary to zero (HSSE Malus).

#### Share transfer/pay-out

To the extent that the shareholding requirement is not fulfilled, the payment will automatically be made in shares until the requirement is reached. In case the shareholding requirement is already fulfilled, participants can opt for (i) payment in shares, or (ii) payment in cash. Participants had to make this decision by quarter three of the year in which the plan started. If this decision could not be made due to compliance relevant information the payment will automatically be made in cash. The transfer of shares or cash payment to the participants is generally made net after deduction of taxes (in Austria payroll tax deduction).

For the Executive Board Members a cap of 200% of the Share Equivalents is applicable for the number of vesting shares. In case of a cash payout, an additional payout cap of 300% of the Target LTI is applicable for Executive Board members.

If the approval of the share transfer has been given by the Supervisory Board on the Vesting Date or earlier, transfer of the shares to be transferred under the LTIP 2018 will be executed on the next business day after Vesting Date, otherwise the transfer takes place at the beginning of the month following the authorization, in each case subject to legal restrictions, if any. The Company does not cover any share price risk caused by the delay or by the transfer.

If a payment is made in cash, the amount will be calculated by using OMV's average share price (= average of the closing prices at the Vienna Stock Exchange) over the three-month period January 1, 2021 - March 31, 2021.

In case any payment in cash or transfer of shares is based on incorrect data, the amounts will be corrected and claimed back accordingly.

#### General rules for plan participants leaving early

- \* Participants leaving due to their own fault: Unvested awards are forfeited.
- \* Participants leaving due to no fault on their own: Unvested plans continue for Executive Board members, pro-rated and settled in cash for Senior Managers.

- \* Retirement: Unvested plans continue.
- \* Death: Unvested plans are valued and settled in cash per date of death for Executive Board members. The value shall be calculated based on the actual performance until the date of death plus budget/MTP numbers for the remaining time.
- \* Temporary leavers (Senior Managers): Unvested plans are suspended during the leave (if more than 3 consecutive months) but continue for active periods of employment.

#### Change of control in the ownership structure

In case of early termination of the appointment as an Executive Board member and/or the related employment contract declared by the company following a change of control in OMV, the full amount of the award is paid out in cash immediately subject to the projected target achievement at that time. All other early terminations following a change of control in OMV result in the application of the leaver concept (see above).

#### 2. Share part of the Annual Bonus 2020 ("Equity Deferral")

##### Plan purpose and objectives

The share part of the Annual Bonus 2020 ("Equity Deferral"), as an integrated element of the annual bonus agreement, is a long-term incentive and compensation instrument for Executive Board members that promotes retention and shareholder alignment.

The share part of the Annual Bonus provides for a transfer of shares which are counted towards the shareholding requirements under existing and future Long Term Incentive plans until the requirements are reached (see Vesting/Payout below). All shares to be granted under the share part of the Annual Bonus 2020 will be used to fulfill such personal investment and shareholding requirements under the LTIPs, will be transferred to a trustee deposit account of the Company and will be subject to a holding period.

Based on the resolution of the Annual General Meeting of the Company held on September 29, 2020, an award of shares will be made to Executive Board members in the amount of minimum 1/3 of their Annual Bonus, which is subject to a three year holding period. A maximum 2/3 of their Annual Bonus will be paid out as a Cash Bonus. In total, the maximum Annual Bonus can amount to 180% of the Target Annual Bonus defined in the respective Executive Board member's contract.

##### Performance criteria and weightings

The Annual Bonus is based on the following performance criteria: 80% Financial Targets, 20% Operational Target. In addition, a Sustainability Multiplier with a value between 0.8 and 1.2 (this is +/- 20%) is applicable to the overall target achievement, which will be determined at the discretion of the OMV Remuneration Committee on the basis of pre-defined criteria.

The shares granted have to be reduced or returned in the case of a clawback event. Furthermore, if the shares were allocated based on incorrect calculations of the bonus, the Executive Board members are obligated to return or pay back benefits obtained due to such wrong figures.

The performance criteria defined for the Annual Bonus must not be amended during the term of the share part of the Annual Bonus ("Equity Deferral"). However - in order to maintain the incentivizing character - the Remuneration Committee has the discretion to adjust the threshold/target/maximum levels for the Financial Targets based on actual oil/gas price, fx-rate, force majeure events or externally imposed production limitations etc. compared to assumptions at the time of target setting in case of material changes in external influences. In case impairments/write ups of assets/projects acquired/started before 31.12.2014 are done, the OMV Remuneration Committee will decide on a case-by-case basis if an adjustment shall be made.

#### Plan mechanisms

Upon determination of the Annual Bonus by the Remuneration Committee, minimum one third of the Actual Annual Bonus is allocated in shares and deferred while the other maximum two thirds are paid out in cash. The share grant will be made net (after deduction of taxes) in company shares which shall be transferred to a trustee deposit, managed by the company, to be held for three years (holding period). Dividends, if any, earned from the vested shares are paid out to the Executive Board members in cash.

#### Determination of number of shares

The number of shares awarded is calculated as follows:

(Minimum) one third of the gross amount of the Actual Annual Bonus is divided by the average closing price for OMV shares at the Vienna Stock Exchange over the 3-month period November 1, 2020 - January 31, 2021. The resulting number of shares will be rounded down. Executive Board members may be granted shares up to a maximum of one third of the Annual Bonus (i.e. one third of the maximum total target achievement of 150% and the maximum Sustainability Multiplier of 20%).

#### Effective dates and term

- \* Plan start: January 1, 2020 as an integral part of the Annual Bonus
- \* Vesting Date: March 31, 2021
- \* Holding period for share part ("Equity Deferral"): 3 years from vesting

#### Share transfer/Pay-out

If authorization of the share transfer has been given by the Supervisory Board on Vesting Date or earlier, the transfer of bonus shares will be executed on the next business day after the Vesting Date, otherwise the transfer takes place at the beginning of the next month following the authorization. As the plan's payout structure is pre-defined and does not require an active decision by the Executive Board members, transfer will be executed irrespective of trading windows. The Company does not cover any share price risk caused by the delay or by transfer.

The payment of shares to the participants is made in the form of restricted shares (net after deduction of taxes), subject to legal restrictions, if any. The shares must to be held three years from vesting (holding period).

In addition to the payout caps defined for the LTIP and the Annual Bonus, a maximum Total Annual Compensation is contractually defined by the Remuneration Committee for each Executive Board member.

#### Leaving Executive Board members

The rules outlined above for the LTIP 2018 apply, however, the vesting of unvested awards for leavers due to no fault on their own or in the case of retirement and permanent disability remains subject to a decision to be made by the Remuneration Committee at its discretion.

#### Clawback

Under the following circumstances, the Remuneration Committee may reduce the number of shares vesting under the share part of the Annual Bonus or may request from the Executive Board members a retransfer of shares which have been granted or allocated under the share part of the Annual Bonus:

- \* Adjustment of audited financial statements due to a mistake.
- \* Material failure of risk management which leads to significant losses.
- \* Serious misconduct of individual Executive Board member which violates Austrian law.

### 3. Number of awardable shares

Based on the above mentioned criteria of the LTIP 2018 as well as the share part of the Annual Bonus 2020 ("Equity Deferral") and the respective maximum achievements of the performance criteria, the maximum numbers of bonus shares awardable to the current and former members of the Executive Board and other Senior Executives are as set out below. The decisions of the participants to opt for payout in shares under the LTIP 2018 have been considered. The actual number of shares to be transferred is subject to a resolution by the Supervisory Board of OMV and will be published separately.

(i) Current and former members of the Executive Board:

Chief Executive Officer: 28,635

Deputy Chief Executive Officer/Executive Board member responsible for Upstream:  
23,098

Executive Board member responsible for Finance: 19,328

Executive Board member responsible for Refining & Petrochemical Operations:  
18,129

Executive Board member responsible for Marketing & Trading: 7,600

(ii) Other Senior Managers: 58,487

The numbers of shares mentioned above are gross numbers at maximum performance achievement level. The actual number of shares to be transferred after assessment of the actual performance achievement will be a net amount after deduction of taxes and duties and will be published after the transfer on the website of OMV (<https://www.omv.com/en/investorrelations/omv-share/mandatory-disclosures>).

### 4. Exclusion of shareholders' general right to purchase shares

As outlined above, OMV treasury shares shall be granted to the members of the Executive Board and other Senior Managers of OMV Group under the LTIP 2018 and under the share part of the Annual Bonus 2020. OMV thereby intends to increase the focus of the participants on the longterm Company value and their identification with the Company. The LTIP 2018 and the share part of the Annual Bonus 2020 are performance-based and long-term compensation and incentive instruments which shall promote the mid- and long-term value creation at OMV, align the interests of the management and shareholders through long-term investment in shares and minimize risks. For such purpose it is necessary to exclude, in respect of the treasury shares used for the LTIP 2018 and the share part of the Annual Bonus 2020, the shareholders' right to purchase OMV shares.

The LTIP 2018 was approved by the Annual General Meeting of the Company on May 22, 2018. The share part of the Annual Bonus 2020 was approved by the Annual General Meeting of the Company on September 29, 2020.

Therefore, in relation to the utilization of the treasury shares described above, the interest of the Company prevails over the shareholders' interest in having a possibility to purchase OMV shares in the course of the utilization/sale of treasury shares. Taking into account all considerations set out above, the exclusion of the shareholders' possibility to purchase treasury shares is necessary, reasonable, appropriate, in the best interest of the Company and therefore objectively justified.

Vienna, February 2021

The Executive Board and the Supervisory Board

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