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OMV Aktiengesellschaft: OMV agreed with ADNOC on delay of BGI listing, exchange offer and capital increase

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With respect to the envisaged combination of Borealis, Borouge and Nova under Borouge Group International AG (BGI), OMV has reached an agreement with Abu Dhabi National Oil Company (ADNOC) to adjust the timing of (i) the listing of BGI's shares on the ADX, (ii) the exchange offer to the current free-float shareholders of Borouge plc to receive shares in BGI in exchange for their Borouge plc shares and (iii) the capital increase at the level of BGI. The timing of such ADX listing and exchange offer is anticipated to align with the capital increase at the level of BGI, which is currently expected to take place in 2027, subject to market conditions.

Furthermore, OMV and ADNOC have agreed on a temporary adjustment of the dividend payments from BGI which will result in the reduction of the dividend payable by BGI to OMV and ADNOC in 2026. The expected impact on the OMV dividend would be around EUR 0.6-0.7 per OMV share for the year 2026 (payable in 2027), based on a BGI contribution to OMV's dividend distribution of USD 250mn instead of the USD 500mn assumed previously.

Despite the fact that ADNOC and OMV currently envisage the BGI listing, the exchange offer and the capital increase at the level of BGI to take place in 2027, ADNOC and OMV have also agreed to discuss certain further shareholder support measures in the year 2027 if required to maintain BGI's investment grade rating.

The foregoing is, inter alia, subject to (i) the implementation of the contractual documentation with ADNOC and (ii) approvals by the corporate bodies of ADNOC.

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