REMUNERATION POLICY FOR THE EXECUTIVE BOARD OF OMV AKTIENGESELLSCHAFT

Introduction

This Remuneration Policy 2022 (**Policy** or **Remuneration Policy**) is an amendment to the Remuneration Policy 2020 for the Executive Board that was established after the effective date of the 2019 Act Amending the Austrian Stock Corporation Act and the associated amendments to the Austrian Stock Corporation Act to meet the current legal requirements regarding disclosures on the remuneration of Executive Board members. In addition to the relevant legal requirements, this Policy takes the Articles of Association of OMV Aktiengesellschaft (**OMV**), the Internal Rules for the Executive Board as well as for the Supervisory Board and its committees, and the requirements of the Austrian Code of Corporate Governance (**ACCG**), which provide the framework for OMV's corporate governance, into account.

The Policy was drafted by the Remuneration Committee in close cooperation with independent consultants. The Remuneration Committee drew up the Policy, and the Supervisory Board put it to a vote at the Annual General Meeting (AGM). The results of this vote and future votes will be published along with the Policy at www.omv.com. The Policy is aligned with OMV's long-term strategy, current market practice, as well as OMV's shareholders' views and interests. It follows OMV's core principle of pay for performance and OMV's culture of ownership.

The implementation of the Policy and the performance outcomes of the given financial year are disclosed in the annual Remuneration Report for OMV's Executive Board.

Subject to approval by the AGM, the Policy will be in place for the next four years unless a new policy is proposed and approved by the shareholders in the meantime. Nevertheless, the Remuneration Committee will review and discuss the Policy regularly – based on shareholder feedback, strategy realignments as well as market developments – to identify whether changes are needed to support OMV's long-term success.

According to OMV's allocation of Supervisory Board responsibilities, the Remuneration Committee spearheads the process of developing, reviewing, and implementing the Policy. The Remuneration Committee decides all aspects of the remuneration and conditions of the Executive Board members' director's contracts. As the Remuneration Committee deals with matters involving the relationship between OMV and the members of its Executive Board, the Committee's membership does not include employee representatives. In addition, the Remuneration Committee is composed in such a way as to ensure sufficient independence, which also contributes to avoiding conflicts of interest. Internal Rules for the Supervisory Board are in place to deal with the treatment of (potential) conflicts of interest. If Supervisory Board members encounter conflicts of interest, they must immediately disclose these to the Chairman/Chairwoman of the Supervisory Board. If the Chairwoman or Chairman of the Supervisory Board finds herself or himself in a conflict of interest, she or he shall immediately notify her or his deputy/deputies. Executive Board members may, by invitation, attend Remuneration Committee meetings, except when their own remuneration is to be discussed. No Executive Board member is involved in determining his or her own remuneration.

The Remuneration Committee is empowered to make, amend, and terminate Executive Board members' director's contracts and decide on awarding them components of variable remuneration and other such benefits. It regularly discusses remuneration issues with shareholders during governance roadshows, for instance. It seeks out different views on OMV's remuneration approach and evaluates proposals for refining the Policy. In order to make appropriate remuneration decisions and to create competitive remuneration packages for Executive Board members, the Remuneration Committee reviews a lot of information, including relevant market information and trends, input from shareholders as well as internal data.

The "hkp///" Group provided advice to the Remuneration Committee on remuneration matters and on the development and drafting of the Policy.

Remuneration principles and consideration of shareholders' views

OMV aims to remunerate Executive Board members at competitive levels and to include a strong performance-related component. Regular external benchmarking against peer groups, such as European Oil and Gas as well as chemical companies and relevant Austrian industrial companies, ensures that pay levels are competitive.

The Executive Board's performance is assessed against both financial and non-financial criteria derived from OMV's strategy. OMV aims to ensure competitive compensation and benefit packages that best promote and support its strategy.

OMV continuously monitors market trends and international best practices in order to attract, motivate, and retain the most qualified talent from around the world. OMV's Supervisory Board aims for longer-term Executive Board appointments and contracts. Remuneration is set in accordance with internationally accepted methods for determining market levels of remuneration, and the relevant legal regulations and remuneration trends applicable to OMV's other employees are taken into consideration.

Long-term shareholder and other stakeholder interests are reflected in the performance-related remuneration, which includes both long-term and short-term elements. Feedback received as part of the regular dialogue with shareholders has helped to refine the Policy. The Remuneration Committee values these exchanges and is committed to ensuring clear and transparent approaches to remuneration. This Policy provides the framework for shareholders to assess and understand how the members of OMV's Executive Board are paid.

Key changes in 2022

Following shareholder engagement and feedback at the AGM 2021 as well as during the Corporate Governance Roadshow 2021, the Remuneration Committee decided to reduce the Policy's complexity by reducing the number of key performance indicators (KPIs) and implementing a standardized health & safety malus instead of the current sustainability multiplier in the Annual Bonus and the HSSE malus in the Long-Term Incentive Plan (LTIP). Clawbacks now apply to all variable remuneration elements. Furthermore, in keeping with OMV's Strategy 2030 and to foster the Company's transformation, KPIs measuring operational excellence and strategy implementation were included in the Annual Bonus. In addition, environmental, social, and governance (ESG) targets are weighted more strongly in the variable remuneration. Lastly, the adjustment of financial targets due to changing market parameters is reduced and limited to oil and gas prices and EUR/USD exchange rates. The key changes to the Remuneration Policy 2022 are summarized in the following:

Key changes to the Remuneration Policy

Key changes	Implementation
Simplification of remuneration policy	– Reduction of KPI complexity – Standardization of health & safety malus for Annual Bonus and LTIP – Application of clawback to all variable remuneration elements
Adaptation to new Strategy 2030	– Strategic alignment of KPIs in Annual Bonus and LTIP – Implementation of operational KPIs – Strengthening of ESG targets by giving them greater weight in Annual Bonus and LTIP
Limiting discretion	– Limitation of adjustments of financial targets to oil and gas prices and EUR/USD exchange rates – Health & Safety Malus of between 0.8 and 1.0 (previously a sustainability multiplier of between 0.8 and 1.2)

Table – Remuneration Policy – Executive Board remuneration at a glance

Remuneration element (target range in %)	**Description**	**Purpose and link to strategy**	**Shareholder alignment**
Base salary (≈ 20% – 35% of overall target remuneration)	Salary levels take into account the responsibilities and performance of each member of the Executive Board, the position of OMV, and common levels of remuneration in European Oil and Gas as well as chemical companies of a comparable size and comparable Austrian companies. Remuneration is set at competitive levels.	Provide a fixed level of earnings reflecting the scale and complexity of the business as well as the roles and responsibilities of each Executive Board member, ensuring competitiveness.	Competitive remuneration to attract, retain, and motivate the most qualified managers to lead the Company in the best interests of the shareholders.
Annual Bonus (Cash Bonus) (≈ 20%–30% of overall target remuneration)	Performance is measured based on annual criteria. "Award" is defined as a Target Annual Bonus in euros in the Executive Board director's contracts and is capped at 180% of the Target. The Remuneration Committee considers a Health & Safety Malus of between 0.8 and 1.0. A maximum of two-thirds of the Annual Bonus is paid in cash (Cash Bonus).	Provide variable remuneration based on annual financial and non-financial performance criteria relevant to OMV's strategy as well as the Oil and Gas and chemical industry. Performance is measured against financial and operational targets as well as ESG criteria, e.g., greenhouse gas (GHG) emissions reduction.	Performance criteria are closely linked to OMV's strategy, ensure pay for performance, and foster an equity culture. The Equity Deferral serves – in addition to the LTIP – as a long-term remuneration instrument for the members of the Executive Board, promoting both retention and alignment with shareholder interests at OMV. All payouts are subject to malus and clawback provisions.
Annual Bonus (Equity Deferral – Long-Term Component) (≈ 10%–20% of overall target remuneration)	A minimum of one-third of the Annual Bonus is allocated in shares and deferred for three years after vesting (Equity Deferral). The percentage breakdown into cash and share components is defined in the respective director's contracts.		
Long-Term Incentive Plan (≈ 15%–40% of overall target remuneration)	A Performance Share Plan is used. The number of shares that vest depends on the achievement of financial and non-financial performance criteria. The number of shares finally awarded is capped at 200% of the Target Long-Term Incentive (Target LTI). Each annual award is subject to a performance period of three years. The Remuneration Committee has the discretion to adjust the overall target achievement through a Health & Safety Malus of between 0.8 and 1.0.	Promote medium and long-term value creation at OMV. Performance is measured against key criteria linked to OMV's strategy and shareholder returns. The Plan also seeks to prevent inappropriate risk taking and to encourage long-term retention of and ownership by Executive Board members.	Align the interests of Executive Board members and shareholders, ensure pay for performance, and foster an equity culture by granting OMV shares subject to performance criteria focusing on financial performance as well as progress towards OMV's ESG goals (always considering Greenhouse Gas emissions reduction). Payouts are subject to malus and clawback provisions.
Benefits (0.2%–2% of overall target remuneration)	Executive Board members receive a company car and are eligible for accident insurance. No additional health insurance coverage aside from the Austrian public health system.	Provide benefits in line with market practice in order to attract and retain Executive Board members.	Part of a competitive remuneration package to attract and retain the most qualified individuals to serve as Executive Board members.

Table – Remuneration Policy – Executive Board remuneration at a glance

Remuneration element (target range in %)	**Description**	**Purpose and link to strategy**	**Shareholder alignment**
Retirement Benefits (≈ 5%–8% of overall target remuneration)	Defined contribution pension schemes are granted using a pension fund. Available capital in the pension fund determines the level of pension. The statutory retirement age in Austria is the retirement age.	The rules governing defined contribution retirement benefits are exactly in line with those offered to OMV employees, ensuring that remuneration packages are aligned with common market practice in Austria.	A pension fund is used to limit the risks borne by OMV. Retirement benefits depend solely on the available capital in the pension fund. Annuitization into a life-long pension is in accordance with the pension fund's approved business plan.
Shareholding Requirement	Shares equal to 200% of the Base Salary for the CEO, 175% for the Deputy CEO, and 150% for other Executive Board members, which must generally be accumulated within five years of the respective initial appointment as Executive Board member.	Provide long-term alignment of interests and commitment by putting Executive Board members' personal assets at stake.	Alignment of interests by turning the members of the Executive Board into shareholders. Potential impact on Executive Board members' personal assets creates an effect comparable to malus and clawback.
Payout Cap	In addition to the caps defined for the Annual Bonus and the Long-Term Incentive Plan, a cap is applied to the total annual remuneration of each Executive Board member.	Absolute caps to avoid unintended remuneration levels, ensure social acceptance of Executive remuneration payouts, and limit the risk borne by OMV.	Align interests of Executive Board and shareholders by promoting the sustainable and long-term development of the Company and preventing inappropriate risk taking.
Clawback	All variable remuneration elements are subject to malus and clawback provisions.	Allow adjustment of outstanding remuneration and/or reclaim remuneration already paid out in case of clawback events.	Promote long-term commitment and responsibility for decisions and actions even after the end-of-performance periods and contracts.

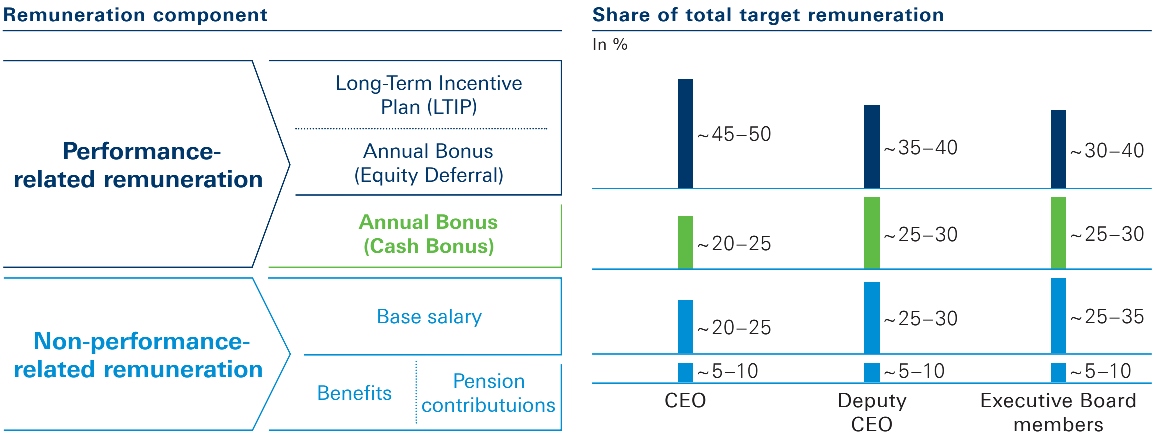
In addition to the remuneration elements set out in the table above, OMV offers Executive Board members Directors' and Officers' (D&O) liability insurance as well as indemnity from claims by third parties, as set forth below. All salaries reflect the gross amounts and are expressed in euros.

Structure of Executive Board remuneration

As shown in the table, "Remuneration Policy – Executive Board remuneration at a glance," the remuneration of Executive Board members at OMV consists of fixed and variable elements as well as benefits. Each Executive Board member receives a remuneration package comprising a Base Salary, an Annual Bonus (a portion of which is paid out in OMV shares that must be held for three years), a Long-Term Incentive Plan, pension contributions, and non-cash benefits.

The majority of Executive Board members' target remuneration is granted in the form of variable remuneration. In accordance with the applicable legal requirements and the requirements of the ACCG, most of the variable remuneration is based on multi-year performance, either through the LTIP or the share-based portion of the Annual Bonus (Equity Deferral), which requires the shares to be held for three years.

Overview of the Executive Board's remuneration



Details of the Annual Bonus
(including the Equity Deferral)

The Annual Bonus rewards financial performance, operational excellence, and strategy implementation as well as OMV's sustainable corporate development. At most, the payout may equate to 180% of the Target Annual Bonus defined in Executive Board members' director's contracts. The actual amount depends on the achievement of financial and operational as well as ESG targets. Additionally, the Remuneration Committee may apply a health & safety malus to the overall performance based on a predefined set of criteria. The Remuneration Committee adjusts the performance criteria accordingly in case external factors (limited to oil and gas prices and EUR/USD exchange rates) change relative to assumptions at the time targets were set.

The Annual Bonus usually vests on March 31 of the year following the performance period. The payout of the Annual Bonus is split between a **Cash Bonus** (at maximum, two-thirds of the total amount), which is paid in the following financial year, and an **Equity Deferral** as a long-term component (at minimum, one-third of the total amount), which is awarded in OMV shares to be held for a period of three years (Holding Period).

The percentage breakdown into cash and share components is defined in the respective Executive Board director's contracts. The shares are awarded net of taxes in the following financial year and must be transferred to a trustee account managed by OMV for the duration of the Holding Period.

The number of shares awarded under the Equity Deferral is calculated as follows: (at minimum) one-third of the gross amount of the actual Annual Bonus for the given year, divided by the average closing price of OMV shares on the Vienna Stock Exchange over the three-month period from November 1 (of the given year) to January 31 (of the subsequent year).

Executive Board members may be granted shares up to a maximum of 180% of the defined percentage breakdown of the Annual Bonus. Dividends, if any, earned from the vested shares are paid out to the Executive Board members in cash.

Annual bonus

The Equity Deferral serves – in addition to LTIP – as a long-term remuneration instrument for the members of the Executive Board, promoting retention and shareholder alignment at OMV.

Performance criteria comprise the elements described in the table below. They flesh out OMV's strategy and serve to help achieve long-term value creation. Before the start of each financial year, but no later than in the first quarter, the Remuneration Committee reviews the criteria and weightings to ensure consistency with OMV's strategic priorities and determine the respective target achievement levels. If strategic priorities have changed, the Remuneration Committee may adjust the weightings accordingly as part of its annual review.

Performance criteria – Annual Bonus (Cash Bonus and Equity Deferral)

Area	Criteria	Link to strategy and long-term development	Typical weighting
Financial Targets	Reported Net Income (after tax and net financial result) adjusted for predefined effects approved by the Remuneration Committee and disclosed in the annual Remuneration Report.	Reported Net Income (after tax and net financial result) is a bottom-line KPI that helps investors understand OMV's operational and financial performance and thus reflects the financial goals integral to OMV's strategy.	40%
	Free Cash Flow (before dividends) excluding divestments and acquisitions, adjusted for predefined effects approved by the Remuneration Committee.	Free cash flow is the most important KPI for adhering to a progressive dividend policy while at the same time safeguarding OMV's financial flexibility to continue with investments aimed at increasingly shifting the Company's portfolio toward low and zero carbon products.	30%
Operational Target	The Remuneration Committee determines a set of criteria for each year's Annual Bonus. For 2022, these criteria include the operational targets of the three major divisions. KPIs may also be used to measure strategy implementation such as transformation success.	Operational targets measure operational excellence, the success of the transformation, and the integration of major acquisitions, thus fostering the implementation of OMV's strategy.	15%
ESG Target	Net absolute GHG emissions reduction	ESG targets derived from the sustainability strategy are implemented to strengthen OMV's focus on sustainability and environmental goals.	15%
Health & Safety Malus	Based on predefined criteria (e.g., fatalities, total recordable incident rates (TRIR), and process safety – also in comparison to industry benchmarks), a Health & Safety Malus of between 0.8 and 1.0 is applied to overall target achievement. In case of severe incidents, the Remuneration Committee may reduce the payout to zero.	This malus takes into account OMV's commitment to health and workplace safety and reflects its responsibility, as a global player, for meeting these challenges, which are also addressed in its "ZERO harm – NO losses" vision.	

Pursuant to C-rules 27 and 28 of the ACCG, measurable performance criteria are defined in advance for the Annual Bonus as a variable remuneration component and may not be changed thereafter. Given the volatility of commodity prices and market conditions inherent to the industry, the variable remuneration plans give the Remuneration Committee the authority (in line with general practices in the Oil and Gas industry) to adjust the threshold, target, and maximum levels based on actual oil/gas prices and EUR/USD exchange rates compared with assumptions at the time the targets were set. Adjustments are applied in both directions. They are determined by the Remuneration Committee and published in the Remuneration Report.

Vesting / payout

The actual Annual Bonus amount depends on the degree to which each performance criterion has vested; this is determined by comparing achieved results with defined targets and expressed as a percentage. The sum of achievements results in the overall target achievement. Actual target achievement is validated by an independent auditor. Vesting occurs on a straight-line basis between the threshold and target levels, for one, and between the target and maximum performance levels. for another.

Level of vesting

Criteria	Performance	Vesting
All performance criteria applicable to Annual Bonus	Maximum	180%
	Target	100%
	Threshold	50%
	Below threshold	0%

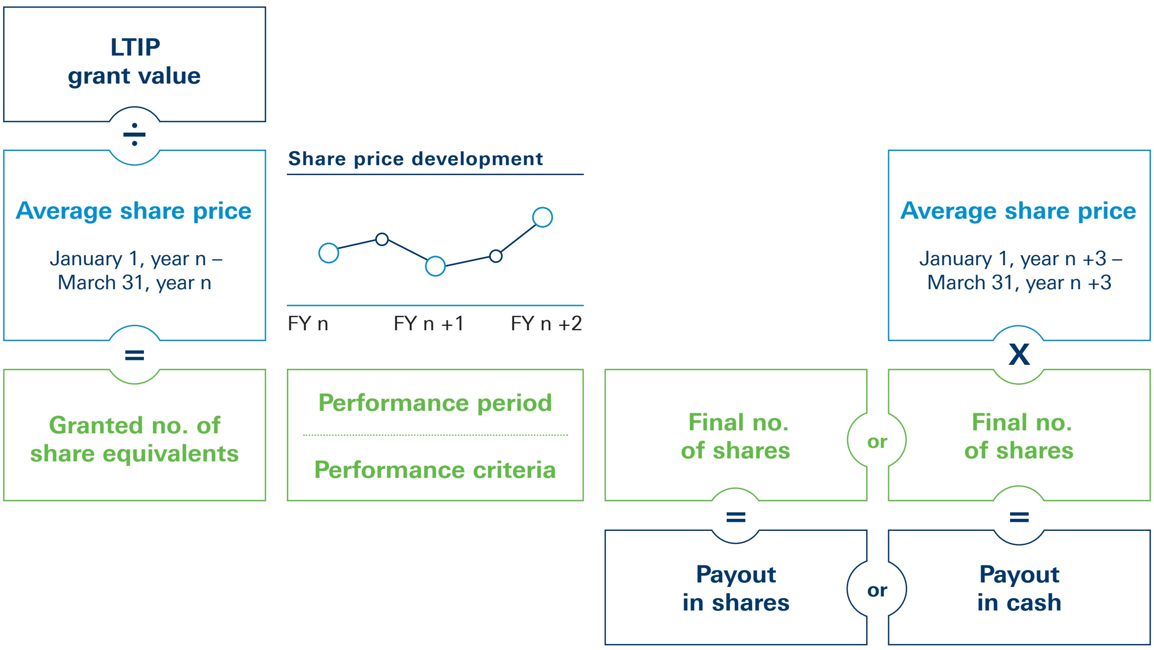
A Health & Safety Malus of between 0.8 and 1.0 is applied to overall target achievement. For all decisions (in particular, regarding the determination of the Health & Safety Malus as well as any adjustment of financial targets), the Remuneration Committee will in any case comply with section 78 (1) Austrian Stock Corporation Act.

Details of the Long-Term Incentive Plan

The Long-Term Incentive Plan (LTIP, performance share plan) is a long-term remuneration instrument for members of the Executive Board that promotes medium and long-term value creation at OMV.

The plan seeks to align the interests of management and shareholders by granting OMV shares to management, subject to performance that fulfills key performance criteria linked to both OMV's medium-term strategy and the return on equity (ROE). The LTIP also seeks to prevent inappropriate risk taking. The Target LTI is defined in the respective director's contracts of the Executive Board members.

Long-Term Incentive Plan (LTIP)



The Target LTI for each Executive Board member is converted into a number of share equivalents that are calculated as follows: Target LTI divided by OMV's average share price (= closing price at the Vienna Stock Exchange) over the three-month period from January 1 to March 31 of the grant year. The LTI usually vests on March 31 of the year following the three-year performance period.

Performance criteria are agreed at the beginning of the three-year performance period and assessed after the close of this period. Weightings for the respective criteria are reviewed at the outset of the performance period and may be adjusted by the Remuneration Committee at the outset of the performance period in the event of changes in OMV's strategic priorities.

Performance criteria

Criteria	Link to strategy and long-term development	Typical weighting
Clean Current Cost of Supply (CCS), return on average capital employed (ROACE), calculated as Net Operating Profit after tax, adjusted for the after-tax effect of special items and CCS, divided by the average capital employed.	CCS ROACE is a very important profitability KPI that also enables comparisons of OMV's results to the Oil and Gas industry as a whole.	40%
Relativer Total Shareholder Return (TSR)	Assessment of relative value creation for shareholders. Common KPI allows for direct comparisons with other Oil and Gas as well as chemical companies.	30%
ESG targets	A catalogue of ESG criteria highlights OMV's focus on sustainable development as outlined in its Strategy 2030 and reflects the implementation of shareholder feedback. Each year, the Remuneration Committee selects specific targets and their weighting for the LTIP tranche. GHG emissions reduction will always constitute a target in the LTIP.	30%
Health & Safety Malus	Based on predefined criteria (e.g., fatalities, TRIR, process safety – also in comparison to industry benchmarks), a Health & Safety Malus of between 0.8 and 1.0 is applied to the overall target achievement. In case of severe incidents, the Remuneration Committee may reduce the payout to zero. This malus considers OMV's commitment to health and workplace safety.	

TSR is the percentage change in the value of an investment in a company over a given period and is calculated as the performance of the company's share price over a given period plus the value of dividends paid out over the period, assuming they are reinvested in the company's shares.

To reduce the effect of volatility on the share price, the TSR is averaged over the three months immediately preceding the performance period and the three months immediately preceding the end of the performance period. In case of corporate events in the company or in the peer group – such as mergers and acquisitions, share splits, or the issuance of additional shares – the TSR is calculated for each period independently prior to and after the corporate event. Relative TSR is measured against a well-balanced Upstream/Downstream peer group of twelve Oil and Gas as well as chemical companies (Shell, BP, TotalEnergies, Eni, Equinor, Repsol, Galp Energia, MOL, Neste, BASF, LyondellBasell, and Solvay). If necessary, the TSR peer group may be adjusted (e.g., in case of changes in OMV's strategic orientation, mergers and acquisitions, or the delisting of peer companies) to guarantee the Plan's implementation and a fair and well-balanced incentive.

Regarding the ESG targets, the Remuneration Committee has established an OMV specific catalogue of criteria derived from the Company's Sustainability Strategy. The Remuneration Committee chooses the ESG targets and their weighting for each LTIP tranche based on this catalogue. GHG emissions reduction will always constitute a target in the LTIP.

ESG targets and their weighting are published in the Remuneration Report for the grant year.

ESG pillar	Strategic sustainability focus topic	Material topic
Environmental	Climate Change	GHG Emissions Reduction
		Energy Transition
	Natural Resources Management	Circular Economy
		Environment
Social	Health, Safety, and Security	Health, Safety, and Well-Being
		Security, Emergency, and Crisis Resilience
	People	Employees
		Diversity, Equity, and Inclusion
		Human Rights
		Communities
Governance	Ethical Business Practice	Economic Impacts, and Business Principles
		Supply Chain

Vesting / payout
Following the three-year performance period, the actual LTIP amount/actual number of shares depends on the degree to which each performance criterion has vested; this is determined by comparing achieved results with defined targets and expressed as a percentage. The sum of achievements results in the overall target achievement. Actual target achievement is validated by an independent auditor. Vesting occurs on a straight-line basis between the performance levels/quartiles.

The vesting levels for each of the performance criteria are shown in the table below.

Level of vesting

Criteria	Performance	Vesting
Clean CCS ROACE	Maximum	200%
ESG-Ziele	Target	100%
	Threshold	50%
	Below threshold	0%
Relative TSR	Maximum: at or above 3rd quartile (≥75th percentile)	200%
	Target: at median (=50th percentile)	100%
	Threshold: at or below 1st quartile (≤25th percentile)	0%

As for the Annual Bonus, a Health & Safety Malus based on predefined criteria, such as fatalities, TRIR, and process safety, may be applied to overall target achievement. The Remuneration Committee may reexamine the level of the LTIP payout and, depending on the severity of the respective incident, may also reduce it to zero at its discretion if necessary.

The Remuneration Committee always evaluates compliance with the performance criteria and the degree of target achievement (including possible adjustments, as described above) to determine whether the resulting awards are proportionate to the responsibilities and performance of the individual Executive Board member, to the Company's position, and to the customary remuneration as well as whether they create long-term performance incentives for the Company's sustainable development (section 78 (1) Austrian Stock Corporation Act).

To the extent the shareholding requirement (see "Shareholding requirement") is not fulfilled, the payment will be automatically made in the form of shares until the required threshold has been reached. For the rest, Executive Board members may opt for payment in shares or in cash.

A cap of 200% of the Share Equivalents is applicable to the number of vesting shares. In case of a cash payout, an additional payout cap of 300% of the Target LTI is applicable to Executive Board members. For example, if the Target LTI equals EUR 1,000,000 and if the shares vested under the LTIP are worth EUR 3,400,000 based on the share price, the payout is revised downward to EUR 3,000,000. Cash payouts exceeding 300% of the Target LTI are not permitted for Executive Board members.

Payout cap
In addition to the payout caps defined for the Executive Board members' LTIP and the Annual Bonus, the Remuneration Committee contractually defines maximum Total Annual remuneration for each Executive Board member.

Benefits
Executive Board members receive a company car with a personal driver and are eligible for accident insurance. No additional health coverage is granted aside from the statutory Austrian health insurance.

Retirement Benefits
All members of the Executive Board are entitled to defined contribution pension payments, thus limiting the risks borne by OMV. OMV pays the contributions into a pension fund (APK-Pensionskasse AG). The actual amount of the company pension depends on the amount of available capital in the pension fund. Annuitization is in accordance with the pension fund's approved business plan. The statutory retirement age in Austria governs the age at which Executive Board members must retire.

Extraordinary remuneration
Furthermore, a one-time compensation to attract suitable individuals to serve on the Executive Board may be granted. In such cases, OMV separately discloses the extraordinary remuneration elements actually granted in the Remuneration Report.

Clawback
Both the Annual Bonus and the LTIP are subject to clawback regulations which, under certain circumstances, allow outstanding remuneration to be adjusted and/or remuneration already paid to be reclaimed. In case of a clawback, cash or company shares granted under the Annual Bonus or LTIP will be reduced or must be repaid upon the Remuneration Committee's request. This approach promotes long-term commitment as well as responsibility for and ownership of decisions and actions even after the performance periods of long-term remuneration elements have ended. The following are considered clawback events: adjustment of approved financial statements due to a mistake, material failure of risk management that

leads to significant losses, and serious misconduct of individual Executive Board members that violates Austrian law. Furthermore, in case any payout in cash or shares is based on incorrect data, Executive Board members must return or repay any remuneration received due to such calculation errors.

Shareholding requirement

In general, Executive Board members are required to accumulate appropriate shareholdings in OMV within five years of their respective initial appointment and hold these shares until their retirement or departure. The shareholding requirement is defined as a percentage of the annual gross base salary (calculated in accordance with the gross base salary for January of the respective year or the gross base salary for the first full month as Executive Board member).

Shareholding requirement

Function	**Shareholding requirement** (% of base salary)
Chairman of the Executive Board	200%
Deputy Chairman of the Executive Board	175%
Member of the Executive Board	150%

Shares granted to Executive Board members under an Equity Deferral as well as shares granted to participants under an LTIP count toward this shareholding requirement, provided that the shares are held in an OMV trust account. In case of hardship, the Remuneration Committee may decide to extend the build-up period if, for example, M&A activities lead to sustained closed periods that prevent Executive Board members from buying shares.

D&O insurance (Directors' and Officers' liability insurance)

OMV has purchased D&O insurance on a Group-wide basis. The expenses are borne by OMV. This insurance covers Executive Board members, Supervisory Board members, and other OMV employees (executives).

Coverage is provided for the legal liability of insured persons for financial losses resulting from misconduct while carrying out their responsibilities.

Indemnity

OMV also indemnifies the Executive Board and officers of the Company's direct and indirect subsidiaries, to the extent legally permitted, against claims by third parties with respect to acts they perform in the exercise of their duties, except in cases of willful intent or gross negligence.

Conditions governing contract termination and outstanding entitlements

The members of OMV's Executive Board are employed in accordance with their appointment under corporate law on the basis of director's contracts made with OMV that are governed by Austrian law.

The initial appointments and director's contracts of Executive Board members are generally for a period of two or three years, with OMV having the option to extend the terms of office to a maximum of five years. Reappointments are subject to the same principles as initial appointments, but may also include a mutual extension option or be made for the maximum legal term of five years.

A director's contract may be terminated by either party subject to six months' notice. Contract termination by OMV triggers an entitlement in favor of the Executive Board member to severance pay in the amount of their fixed salary for the remaining contract period, but capped at 18 months.

OMV's Supervisory Board may revoke the appointment of an Executive Board member and terminate his/her director's contract for cause as specified by law or contract. The contractually specified reasons are governed by the grounds for termination set forth in section 75 (4) Austrian Stock Corporation Act. If the appointment is revoked and/or if the director's contract is terminated for cause pursuant to a no-confidence vote by the AGM, a four-week notice period applies in accordance with the director's contract, and the Executive Board member shall receive severance pay equivalent to the amount of his/her fixed salary for the remaining contractual period, capped at twelve months (including the four-week notice period). The same severance payment rule applies if the grounds for termination by OMV involve no fault on the part of the Executive Board member (e.g., disability or long-term illness).

Generally, director's contracts do not provide for payments to Executive Board members upon termination of their contracts. Exceptions apply in cases where the former Executive Board member is subject to strict post-contractual non-compete provisions. In such cases, a compensation payment up to the amount of the fixed salary may apply for the duration of the post-contractual non-compete period.

Entitlements under the Annual Bonus are generally determined on a pro rata basis and may become due upon termination. Regarding LTIP and Equity Deferral awards, the rules applicable to Executive Board members leaving the Company are set forth below:

Treatment of LTIP and Equity Deferral entitlements of Executive Board members leaving the Company

Reasons	Entitlement
a) Leaving prematurely as a "Bad Leaver" (section 75 (4) Austrian Stock Corporation Act and section 27 Austrian Salaried Employees Act, or termination by the Executive Board member without cause).	Unvested awards are forfeited.
b) Leaving as a "Good Leaver" (departing for a reason other than (a) or (c) to (d))	Unvested awards are allocated according to the Plan. In case of Equity Deferrals, this applies subject to the discretion of the Remuneration Committee; in particular, the Remuneration Committee must comply with section 78 (1) Austrian Stock Corporation Act when making this decision.
c) Retirement, permanent disability	Unvested awards are allocated according to the Plan. In case of Equity Deferrals, this applies subject to the discretion of the Remuneration Committee; in particular, the Remuneration Committee must comply with section 78 (1) Austrian Stock Corporation Act when making this decision.
d) Death	Unvested awards are determined and settled in cash as of the date of death. The amount is calculated based on the Executive Board member's actual performance up to the date of death plus budgeted/medium-term planning figures for the remaining time.

In case OMV terminates an Executive Board member's appointment and/or director's contract early following a change of control (i.e., the acquisition of more than 50% of the share capital of and/or of the voting rights in OMV by an individual or legal entity, acting alone or in coordination with others), an award under the LTIP shall vest in accordance with the projected target achievement as of the date of the change of control.

Treatment of outstanding payments from awards granted prior to introduction of the Policy

Entitlements under remuneration components granted prior to the approval and implementation of the present Policy remain unaffected by the latter's terms and conditions and shall be satisfied in accordance with the terms of the original award, even if doing so is inconsistent with the Policy.

Approaches to remuneration of other employees and consideration of overall remuneration and employment conditions

The Remuneration Committee developed the Policy and the Supervisory Board submitted it to the AGM for a vote. In their capacity as members of the Supervisory Board, the employee representatives were informed of the Policy. The Supervisory Board aims, in particular, to promote and maintain good relationships and an ongoing dialogue with the employee representatives and also consults with them on matters relating to the Executive Board's remuneration whenever required.

Comments on executive pay are forwarded to the Remuneration Committee. The conditions governing the pay(in terms of both structure and budgets) and employment of the wider OMV workforce were taken into account in that the performance, pay, and benefits philosophy applicable to other employees as well as to general assessment principles were applied to the Executive Board also.

This means that the remuneration principles applicable to the Executive Board as set forth above are also applied to all employees in adapted form. In general, OMV's remuneration policies are designed to be highly competitive in the labor markets relevant to the Oil and Gas as well as chemical industry. This is ensured by conducting yearly salary reviews. Furthermore, the pay packages include a balanced and transparent mixture of fixed and variable, monetary and non-monetary components. Base salaries are market oriented, fair, and commensurate with employees' position and know-how. In addition, OMV uses a variety of remuneration components to strengthen its position as an attractive employer in the Oil and Gas as well as chemical industry, for example:

- Performance bonuses
- Long-Term Incentive Plans
- Company cars and car allowances

The benefits portfolio is also tailored to each country in which OMV operates to meet the needs of local employees. For example, depending on local circumstances additional incentives may include the following:

- Retirement plans
- Subsidized cafeteria
- Health centers
- Kindergarten
- Summer kids camp
- Anniversary payments
- Recognition program – "thx!" ("Thank you for doing great!")

Select employees among the Group's senior management are eligible for the Long-Term Incentive Plan as well as for bonus programs.

OMV also offers bonus systems for other employee groups that vary from country to country. Employee representatives are involved in designing these incentive schemes. In all of these systems, the bonus payouts are contingent upon achievement of financial and non-financial targets.

Options for deviating from the Policy

Pursuant to section 78a (8) Austrian Stock Corporation Act, remuneration outside the Policy may be temporarily agreed in limited, exceptional circumstances. The term "exceptional circumstances" covers situations in which deviations from the Policy are necessary to serve the long-term interests and sustainability of the Company as a whole or to ensure its viability. Deviations from the Policy require corresponding resolutions of the Remuneration Committee, which determines the exceptional circumstances and the need for any deviation.

Subject to a corresponding resolution by the Remuneration Committee, in a given situation:

- The structure of the target remuneration may be changed over and above the forgoing limits;
- Performance criteria focused on the respective current strategy may be used for the assessment;
- Performance periods may be shortened or extended to match the Company's strategic direction;
- Vesting conditions (threshold, target and maximum levels) of variable remuneration elements may be modified;
- Equity Deferral may be suspended;
- Shareholding requirements may be amended as to the required amounts and the length of the build-up phase; and
- If a member of the Supervisory Board assumes an Executive Board role on an interim basis, the variable remuneration components may be determined differently in order to provide an appropriate incentive to the Executive Board member delegated by the Supervisory Board.

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Voting results for the annual general meeting of OMV AG on 3 June 2022

Agenda item 8:

Resolution on the Remuneration Policy for the Executive Board
Number of shares voting valid: 263,431,415
Those correspond to this portion of the registered capital: 80.49 %
Total number of valid votes: 263,431,415

FOR-Votes 255,480,524 votes.
AGAINST-Votes 7,950,891 votes.
ABSTENTIONS 1,630,445 votes.