Code of Conduct – Our Values
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About this document

The Code of Conduct outlines the basic principles that govern all of our actions. This Code of Conduct, applied to all our business segments, is based on our corporate values and should be regarded as a central document to address the Group as a whole. It gives guidance on how we fulfill our tasks, implement our strategy and achieve our operational and economic goals.

This Code of Conduct was drawn up in-house in collaboration with the works council, our corporate functions and our business segments. We are happy to receive any feedback, comments, input and suggestions for improvements from both internal and external persons in order to further improve our Code of Conduct and to better achieve our corporate goals.

Contact: info.sustainability@omv.com
OMV is producing and marketing oil and gas, innovative energy and high-end petrochemical solutions in a responsible way. At OMV, we have a long tradition of responsible behavior towards the environment and society. We aim at providing energy for the sustainable development of society, the environment, and the economy alike.

Responsible business behavior is crucial for OMV to create win-win situations for society, the environment and the Company, to secure the social acceptance of business operations, to gain access to new resources and to attract the best employees, contractors and investors.

The OMV sustainability strategy “Resourcefulness” brings together our commitments on health, safety, security, environment, business ethics, human rights, diversity and stakeholder engagement. It is based on three pillars: “Eco-Efficiency”, “Eco-Innovation” and “Skill to Succeed”. Therefore we are focused on energy efficient projects, invest in research and development of new technologies and energy sources, foster the local economy through employer- and supplier development and cooperate with universities and training centers.

However, “Resourcefulness” is more than just a strategy. We have laid down the basic principles that govern all of our actions in this Code of Conduct. We are committed to implementing Sustainability Management in our Group, based on a comprehensive and ongoing process. This includes taking economic, ecological and social aspects into due account in all our decision-making processes and business activities. Therefore, we place our responsibility towards society, the environment and our stakeholders at the center of our sustainable activities. Our employees play an active role in our initiatives. We support and facilitate social commitment in the course of our projects. To this end, we work continuously on measurable criteria, set up corresponding management systems and set forth fundamental principles, guidelines and standards.
A key aspect in integrating these principles into our daily business is the need to raise awareness and increase the willingness to promote the necessary shift in attitude. Going forward, we will respond to this need through our vocational training and career programs.

The rising complexity of our business, its impact on the environment and on our communities along with the resulting expectations of the general public are posing unprecedented challenges. As a forward-looking company, we therefore seek to foster an active and open dialogue with our employees, customers, shareholders, the government, interest-group representatives, non-governmental organizations, local communities, business partners and the general public. In our communications with all parties, our objective is to deal with any controversial issues in a responsible manner and finding mutual solutions.

Business success can only be achieved and maintained over the long term by acting responsibly and sustainably. Specifically, we take the environment, health, safety, security, consumer interests and the conditions of the people living in our areas of activity very much into account.

The Executive Board
Our sustainability strategy: Resourcefulness

Resourcefulness combines health, safety, security, environment, diversity, business ethics, human rights and stakeholder engagement under one overarching strategy and builds upon three key focus areas: Eco-Efficiency, Eco-Innovation and Skills to Succeed.

Resourcefulness is our way of achieving profitable growth in a sustainable and responsible manner. It enhances our business-strategy and creates long-term, win-win situations for society, the environment and OMV.

As an international integrated oil and gas company, OMV is facing challenges. Against the backdrop of constantly rising demand for energy supply at a global level, natural resources are increasingly becoming scarce, with environmental protection and social justice playing an increasingly important role going forward. To respond to these challenges, we have committed ourselves to a responsible behavior, the careful management of natural resources and an investment in innovative solutions.

These are therefore the underlying principles that guide our business conduct and decision-making processes. Our ultimate goal is to secure a sustainable energy supply for today and the future. We have a special responsibility towards the environment since we work with finite natural resources.

We are deeply committed to the responsible management of how we find and handle our resources and how we produce and convert energy. This responsibility is the backbone of the ongoing success of OMV and the foundation of the development of new exciting business fields along the energy value chain. Eco-Innovation, one of the three focus areas of our Resourcefulness strategy, will help us run a profitable business over the long term. We use our core expertise and employ new technologies to develop alternative energy sources and new business areas. We foster the skills people require to be successful and invest in the economic development of the communities in which we operate.

In order to guarantee the success of our Resourcefulness strategy, we need to put in place effective controlling procedures and promote strong employee engagement.
We provide targeted support of those skills that people need to achieve success. And in that spirit, we also start with the youngest – like here in Pakistan.

Based on rigorous sustainability controlling, we measure the effects of our actions through the development of a set of key performance indicators (KPI) that helps us manage Resourcefulness throughout our organization. All our employees, under the leadership of our top Management, need to take ownership of corporate Resourcefulness initiatives and embed them into their personal development targets. To this end, Resourcefulness continues to be a key element of OMV’s training.

We are aware of the fact that a great number of rules and guidelines set forth in our Code of Conduct have already been in place for years. We aspire to improve the enhancement of our management systems. Living sustainability requires a major shift in attitude, which can only be achieved with a clear commitment on the part of the Executive Board, with the Management acting as role model and with appropriate training programs.

Our fundamental principles can be summarized as follows:

- We believe that all accidents are preventable. We therefore invest significant resources in ensuring that all workplaces and business processes are safe and secure for OMV, our stakeholders and the environment.
- We are committed to creating shareholder value as well as providing economic advantages and lasting improvements in the areas affected by our work and our presence.
- We take responsibility for our actions, our products and our services.
- We are making all necessary arrangements to be assessed on the basis of our existing and future voluntary commitment to this Code of Conduct and are adapting our monitoring and reporting systems accordingly.
Our values are universal values

As an integrated, international oil and gas company, we face major challenges in our industry and bear considerable responsibility towards our stakeholders, which include our employees, customers, shareholders, the government, interest-group representatives, non-governmental organizations, local communities, business partners and the general public.

We seek to meet their individual expectations and the challenges ahead with an innovative mindset.
Since our operations have a considerable impact on society, the environment and the economy, we actively engage in an open dialogue with all the interest groups that share our concerns and are called upon to assess our activities and measure our performance. These include our competitors, the government and political representatives, regulatory authorities, the civil society, local communities and the media.

Based on a collaborative attitude and an open exchange with all parties involved, we seek to develop and comply with the highest possible operating standards.

In establishing our fundamental values and our monitoring and reporting systems we are guided by recognized best practices and international standards.

We therefore adhere as a Group to the UN Global Compact and are prepared to adopt the fundamental principles it enjoins.

We accept the ten principles based on and deriving from the UN Declaration of Human Rights, the applicable Declarations of the International Labor Organization and the Rio Declaration on Environment and Development as the framework and basis for improvements to our Group Guidelines and the continuing development of our Code of Conduct.

The UN Global Compact proposes the following ten principles, which we hereby adopt:
- To support and respect the protection of international proclaimed human rights in relation to all our business activities
- To make sure that we are not complicit in human rights abuses
- To uphold freedom of association and the effective recognition of the right to collective bargaining
- To work for the elimination of all forms of forced and compulsory labor
In cooperation with our stakeholders, we discuss our ideas and approaches in the field of sustainability and develop them on an ongoing basis.

We follow the recommendations and requests of the UN Global Compact.

- To work for the effective abolition of child labor
- To support the elimination of discrimination with respect to employment and occupation
- To support a precautionary approach to environmental challenges
- To undertake initiatives to promote greater environmental responsibility
- To encourage the development and diffusion of environmentally friendly technologies
- To work against all forms of corruption, including extortion and bribery

In all our business activities we follow the ten principles of the UN Global Compact and the UN Guiding Principles on Business and Human Rights without reservation and will respect them to the best of our understanding and ability. In our efforts to live by the UN Global Compact we will also seek guidance from such sources as the EU’s Green Book, the OECD Guidelines for Multinational Enterprises and the UN Sustainable Development Goals (SDGs).

We adhere to the UN Global Compact in the firm belief that this model, which has been developed on the basis of input from business, labor representatives and civil society, constitutes the most comprehensive methodological approach and the most suitable guide, that it is widely accepted and that it allows for continuing development. Our aim is to create a simple and acceptable basis for future discussions with stakeholders and interest groups.

We also employ internationally accepted methodologies as the basis of our monitoring and reporting systems. We apply appropriate measures developed by the Global Reporting Initiative (GRI), while working with a multi-stage model specially adapted to our requirements.

Our Sustainability Reports have been developed according to the Global Reporting Initiative Guidelines. The reporting system already available is being developed on a modular basis so that in the medium term we can monitor and report openly on all core aspects of sustainability.
Confidence, respect, and transparency are indispensable to sustainable collaboration between us and our stakeholders in all nations.

Stakeholder relations

It is our conviction that policies of full information, mutual respect and open behavior are in the long run the best foundation on which to build and maintain good relationships with the many different stakeholders in the environment in which we work. We are happy to work in close cooperation with all our contacts in this environment and believe that there are benefits for all parties to be gained from effective collaboration. We work with partners and contractors who respect our organizational policies.

Integrity and trust can be badly affected by personal conflicts of interest. Openness with respect to underlying interests is important to us. We pay attention to personal interests and motivation and to the negative effects that our activities could have on them.

We make a conscious effort to communicate our business policies – both existing ones and those still being developed – comprehensively and in detail in order to make clear what we expect from our partners and contractors and what our stakeholders can expect from us.
Customers and the interests of consumers
We orient ourselves towards the demands of the market and contribute to excellent and enduring relationships with customers and consumers through innovation, the creation of modern and environmentally conscious products, the quality of our services and through our application-specific know-how.

We register our customers’ requirements systematically and use them to develop new and more efficient product applications. In developing products, in choosing raw materials and in processing, we make every reasonable effort to safeguard the benefits that our customers derive and to ensure their safety, satisfaction and quality of life, while at the same time achieving the highest levels of profitability. We expect our products to retain their quality throughout their lives, and we also attach special importance to sustainability in our supply chain.

The information we provide on our products with respect to safety in use, storage, maintenance and disposal is clear, precise and always up-to-date. It is actively disseminated in order to ensure that consumers enjoy the benefits of our products in safe and environmentally friendly ways. In the interest of our customers we evaluate the risks associated with our products on the basis of the latest available scientific knowledge and to communicate the results to them together with appropriate instructions for use of the products. Responsible marketing and advertising practices are, of course, Group policy.

Capital market and shareholders
Our company is listed in the prime segment of the Vienna stock exchange. On the long run, the value of our enterprise should also be reflected on the capital market, that is, in the share price. Targeted investor relations activities increase the visibility of the company on the financial market and foster our relationships with our shareholders, investors and analysts and create as well as maintain an atmosphere of trust.

In our investor relations activities we are guided by national and international standards. New information is immediately released to financial markets and the public if its effects on the assets and finances or performance of the Group are likely to affect the share price significantly. It goes without saying that information is without exception released regularly and simultaneously to shareholders, financial markets, the media and employees alike.
We acknowledge unequivocally the fundamental principle of “one share, one vote,” so that all shareholders in the same circumstances are treated equally. We also see responsible sustainability management as an avenue for accessing new capital markets. Our benchmarks include assessments by transparent SRI rating agencies.

**Partners, suppliers and contractors**

We work in close cooperation with our partners, contractors and suppliers. Even in the light of all the advantages obtainable from long-term connections with suppliers, we avoid any agreements which might be construed as restricting fair competition.

While we believe in using all appropriate and legitimate means to further the best interests of our businesses and to achieve our high levels of product and service quality, we are committed to irreproachable integrity in all our business relations.

We take account of the sociocultural norms and business practices of our host countries, provided they are not at variance with our fundamental ethical principles. We do not promise, offer, pay or accept bribes in order to obtain unethical advantages.

The remuneration our employees and agents receive is appropriate and internationally competitive and is paid exclusively for legitimate services. Gifts, hospitality and similar payments are only permissible within the limits of generally accepted business practice. When in doubt, our employees are required to consult their superiors on ethically sensitive issues.

We undertake to demonstrably relate commissions and payments to third parties to legitimate business expenses, linked to the services rendered and to account for them openly. We only enter into partnerships with suppliers and contractors who subscribe to our values. We use our collaboration with partners, suppliers and contractors to embed key human rights in their business practices and to increase their awareness of ethical and ecological standards.
**Filling station partners**
Our filling station partners contribute significantly to our success by presenting our brand, our products and our service-oriented approach to the public. They give us the benefit of their entrepreneurial experience, their dedication and their feeling for the needs of customers. Our brand provides the basis for their business success, and we, as an international enterprise, provide the advantages of scale and the specific technical know-how they need to ensure the highest level of quality.

**Employee representation, interest groups, NGOs**
We respect the freedom of association and collective employee representation. We make every effort to work constructively with employee representatives to achieve mutually satisfactory solutions. This includes collaboration with representatives elected by our employees under local legislation.

In our own interest and in that of the industry, the community and society as a whole, we maintain open contacts with trade associations and organizations and relevant interest groups.

We welcome constructive criticism and discussion with interest groups that are prepared to engage in open, serious and objective dialogue with us. Even against a background of differing understandings of roles and problems, we endeavor to accept diverging interests as an opportunity to widen our view of one another. As far as possible, we will work together to resolve conflicts and strive to promote stakeholder dialogue and involvement.

In our search for valuable synergies, we collaborate and cooperate with Austrian, Romanian and other international partners and contractors.

**Collaboration with universities**
In applied research and technology, we contribute with our knowledge and expertise where we see mutual interest. We acquire new insights by commissioning scientific research projects and review research results in exchange.

Our education focus is driven by the recognition that sharing expertise through lecturers and providing internships will not only educate a new generation of top experts and leaders.
close to and around OMV but also inspire innovation back into the company.

**Regulatory bodies, political environment, governments**

Public Affairs is the interface in OMV with the relevant decision makers in politics and in public administration. We inform our stakeholders in Austria, at EU and international level about our business and provide them with OMV key positions on relevant issues.

We inform about our main concerns and put forward proposals to improve the business environment and regulatory framework. This is also a means to sharpen the profile of our company.

The relations with our stakeholders are sustainable and based on transparency and mutual trust.

**Neighborhood environment and local communities**

We maintain an open dialogue with local authorities and organizations and with our neighbors. We aim to create a climate of confidence in which all those affected by our presence and our operations can articulate their interests. Where there are conflicts of interest, we seek mutually acceptable solutions. We strive to maximize our positive impact for the communities affected.

**Communications**

We believe in open and true communication within and outside the organization. In our external communication we place great value on close and constructive cooperation with media representatives based on our compliance rules, always keeping the shareholders right of first information in mind. The single point of contact for any external communications is the Corporate Communications department.

Employee information is considered of great importance by the Management. It is provided in the form of meetings, personal presentations, the OMV intranet, in electronic form and via print media. Regular meetings with staff are part of our Management style.
Wherever we operate, we behave with the expressed intention of taking as our model the highest standards for health, safety, security and the protection of the environment and with the aim of continually improving our performance in these respects.

Our health, safety, security and environmental protection policy forms an integral part of our corporate HSSE (Health, Safety, Security, Environment) policy, from which our business segments and Group companies derive their aims. All our efforts focus on the continuous improvement of environmental quality and safety standards as well as security best practices throughout the Group.

Our health, safety, security and environmental policy

We take proven and economically effective technologies as a basis and accept responsibility for the health, safety and security of our employees and for an intact environment. In our own interest and in the interests of the environment we set ourselves ambitious targets for resource conservation. We emphasize increasing energy efficiency, improved recycling levels and the reduction of emissions and waste.

Our plants, processes and products are developed using state-of-the-art environmental and safety technologies and focus on achieving balance between environmental considerations and satisfactory business performance. Management is responsible for the provisions of safe workplaces, the safety of our employees, and the active protection of the environment. Their qualifications are kept up-to-date by ongoing training programs.

We also expect all staff members to accept responsibility for the impact of their own behavior and to recognize that their behavior outside their work can potentially have a negative impact on other staff members, the company’s business operations and/or OMV’s reputation.
Occupational medicine and health care, safety
According to the OMV HSSE Policy, the health of employees is considered to be an important asset and resource. We continuously aim to promote the health of our employees by improving their physical, psychological and social working conditions, which is guided by the understanding of physical health and psychological well-being as core elements of workability.

The overall goal of Occupational Health (OH) management at OMV is to promote health through Group-wide implementation of the health standards, harmonized medical work procedures, up-to-date medical treatments and health promotion activities to motivate all employees to play an active role in promoting their personal health.

Through regular input on health topics and practices, OH experts support line management in taking the ultimate responsibility for occupational health.

Security in the workplace
The safety and security of our employees and all persons present at our sites is essential to us. We provide periodical training courses to make our employees more security-conscious and to give them practical skills in dealing with sources of danger. Preventive measures and active accident and incident avoidance through substantial improvements in workplace safety and analysis of potential risk factors allow us to optimize our workplace safety performance on an ongoing basis. Safety in the workplace is a Management responsibility.

Avoidance of risks, safety of local residents and damage mitigation
We take technical, people-oriented and organizational precautions to avoid risks and discuss measures with the competent local authorities.

Our emergency and crisis management system requires that contact persons, work-flows, call flows and responsibilities are clearly defined in contingency plans. The simulations test the alarm systems, the ability of auxiliary services to cooperate, the management organization and how well it functions, and the lines of communication.

Our facilities worldwide are planned to high safety levels, and we employ contractors who are capable of working with us to achieve internationally recognized safety and environmental standards. This principle applies irrespective of the particular business segment, so that all processes from exploration to distribution to the end consumer are covered. Great importance is attached to continuous development of up-to-date safety measures within the Group for use in ecologically sensitive or densely populated areas.

Environmental protection
Our environmental policies commit us to comply with local safety, security and environmental regulations in all the countries in which
we operate and to bring local environmental protection standards up to international industry standards. This also applies to those countries in which safety, security and environmental legislation is still in the process of development. In this way we support the use of sustainable business practices which are economically sound, environmentally friendly and socially aware.

Our experience and the technologies we employ in production and processing are designed to control and reduce undesirable effects on the environment. Modern soil protection and water conservation in production processes, safe production, storage and transport of our products and up-to-date management of waste and wastewater are standard practice in our organization.

Climate protection and energy efficiency
We also attach importance to maintaining biodiversity. We take responsibility for the protection of biodiversity in the fields in which we currently operate, and will carry on doing so in any future projects.

We see the climate debate as an important contribution to environmental stability and participate actively in it. Over and above that, we accept without reservation the need for active measures to reduce the greenhouse gas intensity of our operations. This means that in our own production processes we employ the latest available economically viable emission reduction technologies, are careful in our use of natural resources and develop, produce, introduce and market modern, environmentally friendly products.

Our industry is energy-intensive, with energy costs accounting for a significant share of our operational costs. We are therefore constantly developing initiatives to improve energy efficiency and reduce the carbon intensity of our operations.

Protection of people, assets, information and reputation
Human life is always the first priority for us, and we expect that staff members will never – under any circumstances – risk their lives to protect OMV's property against malicious or criminal acts. We do, however, expect staff members to treat the equipment and information entrusted to them with appropriate care and to use these assets for their intended purposes.

OMV's security standards and documents apply to all employees, contractors, interns, partners and family members of individuals who are under the protection of OMV and to all official guests of the company. Minimum security standards are adhered to worldwide and only authorized persons are allowed to enter OMV premises and have access to OMV information. Staff not following security rules and acting in ways that put their lives or the lives of others at risk will have to bear the consequences up to and including dismissal.
Human Rights

Our activities should result not only in economic benefits, but also in improved quality of life for people who are affected by our operations, wherever we are present. We want to be good neighbors.

Wherever we operate, we strictly observe local laws and regulations and show respect for the national culture and way of life, with the earnest intention of understanding the special character of our host country.

For us there is no question of not following the principles of the UN Global Compact: As far as our influence extends, we respect, comply with and support the protection of human rights in our sphere of influence. Our ethical standards ensure that our organization does not participate in the abuse of human rights, and we condemn human rights abuses in any form, no matter where they are committed or by whom.

It is primarily the responsibility of governments to uphold human rights, but we see it also as our responsibility to encourage the observation of human rights even outside the area of our direct influence and to ensure security for OMV. This applies particularly to our contacts with government offices.
Assessment of new involvements

We review new involvements conscientiously and make every effort to evaluate objectively the foreseeable socioeconomic and sociocultural consequences of our activities, their possible effects on the environment, expected critical safety and security aspects and potential conflicts. In cases of uncertainty or doubt, we consult suitably qualified experts.

Our field operations are coordinated with ongoing consultation with our local stakeholders. We communicate with the relevant national and regional representatives of the host country and consult locally active interest groups. As minor participants in consortia and companies – whatever our degree of involvement – we endeavor to ensure that our partners and the operators employ best business practices.

Human rights abuses in the environment in which we are operating

Where we are the operator or responsible for managing operations and there are rumors of human rights abuses in the environment in which we are operating, we immediately undertake an objective investigation of the facts and the background circumstances and evaluate the extent of any abuse. Where we are a minority stakeholder, we assess the operator’s report critically and in cases of doubt commission an independent expert’s review.

Where one of our operations requires the protection of armed security forces, as the operator or the manager responsible for operations, it is our duty to ensure that the greatest possible care is used in recruiting security personnel and that, where necessary, mandatory training is provided so that the recruits become familiar with and accept the basic requirements of respect for internationally recognized human rights. In such cases we also accept the responsibility for suitable monitoring of respect for human rights by security personnel. In partnership situations, we do our utmost to ensure that our partners apply similarly high standards, or we help them to develop them.

Internal evaluation of whether, in what form and under what circumstances a business activity can be undertaken or continued in accordance with our human rights standards or whether it must be suspended or discontinued is carried out in collaboration with the specialist staff involved and in conjunction with the findings of appropriate NGOs and the United Nations. All relevant facts and
assessments must be brought to the attention of the decision-making and approving bodies in the Group. Where national law falls short of OMV’s standards, OMV acts in accordance with its own higher standards on the basis of international human rights guidelines to the extent permitted by local law.

**Forced labor, child labor, freedom of association**

As a global enterprise, we operate in host countries with the most varied socioeconomic and sociocultural systems and are bound by relevant national regulations. We respect freedom of association and effective recognition of the right to collective bargaining, and we behave correctly towards employee representatives. A prohibition against forced labor and unlawful child labor is included in all of our contracts with our suppliers and also audited.

**Community relations and development**

The nature of our operations means that we have an impact on the local communities in which we operate. Many of our business activities are visible to local people and to some extent will intrude on their communities. Our aim is to establish and maintain good relations with all our stakeholders.

Stakeholder Engagement and Human Rights issues are the key factors in community relations and contribute greatly to the Resourcefulness strategy. Put simply, these are the basic building blocks of trust and we are constantly striving to maintain good relationship with our neighbors. The management process for community relations and development ensures that social issues are integrated into all businesses and OMV earns and maintains local license to operate and builds up long-term reputation and goodwill through local development.

Through community engagement and consultation, we become aware of which projects can deliver greatest value to local communities. We believe that economic development helps empower local communities and support those initiatives that help improve local economic conditions.
Employees

As a responsible employer, we ensure that equal opportunities and modern training and education models are provided to our employees.

Our business success is based on the dedication, creativity and qualifications of our staff, and above all on their motivation and willingness to learn. We are happy to recognize their individuality and their desire for personal responsibility. We take it as understood that they will want to give of their best and we want our corporate policies to encourage them to be proud and happy to work for us. They should be able to find and pursue their opportunities for personal development in the workplace.

We strive to be one of the best companies to work for and to be a fair and responsible employer that promotes equal opportunities, modern forms of employee development and a positive and dynamic working environment. Outstanding and motivated employees are the key to the company’s success.

OMV’s People Strategy is one of the cornerstones in the company which stands for cultural evolution, leadership and understanding of future capabilities.
Equal opportunities
It is our policy that all staff should enjoy equal opportunities. Employees and job applicants will not be discriminated against on grounds of age, race, faith or religion, skin color, nationality, ethnic origin, political or other beliefs, gender, sexual orientation, disabilities or family status. This principle means that the same treatment must be applied to everyone under a given set of conditions. Whether or not different conditions apply must be determined solely on the basis of reasonable and objective criteria. All of the following corporate principles are subordinated to this principle of equal opportunity. In some cases, however, OMV will not be able to deploy staff of a particular group or gender in a particular area due to security reasons.

Recruitment
We are committed to selecting and recruiting employees who are the best suited to the current and future requirements of the job and to supporting their integration into the organization. The principle of equal opportunity is strictly observed. The use of internal advertisements ensures that existing employees have at least as good a chance as external applicants. Our employees are selected exclusively on the basis of their qualifications, suitability and performance. We strive to employ people from the countries in which we are operating.

Employment
Our personnel policy is based on long-term employment. Staff and organization should both benefit from long-term working relationships.

With this in mind, we take special care in the selection of staff and attach great importance to education and training programs, to conditions of employment and to long-term career development. Specifically Strategic Workforce Planning supports a long-term view to avoid unpredictable up- and downturns.

We are also aware that job security represents a major concern not only for the individual employee, but also for society and the region concerned and therefore we make every effort to live up to these responsibilities by planning for possible contingencies.

Where business, organizational or security changes require adaptations in workplace or even a termination of employment, we evaluate all the options, engage in constructive dialogue and respond with the maximum possible care and sensitivity. Where despite training, transfer or development programmes the release of staff becomes unavoidable, we make every effort to take into account the economic and social consequences of those affected. Furthermore, each member of staff has the
right to decline taking risks in countries declared as high risk areas by OMV without suffering disciplinary actions. Employees can also complete their work duties in a way that is compatible with important work-life balance phases with the approval of their supervisors.

Training and development
Our goal is to promote the economic well-being of the enterprise and the long-term employment and personal development of all our staff through training and other development measures. It is the responsibility of the relevant Management together with the Human Resources Department to determine staffing requirements, but employees also bear a large measure of responsibility for themselves. Training and education are seen as an investment in the employee, with the expectation that there will also be benefits for the organization. Continuing education takes the form of internal and external training courses, and e-learning and training on the job are also being encouraged.

Career and succession planning
In the context of our policy of long-term employment and with the aim of assuring optimal staff development, there is as a general rule an annual process of personal development planning. This ensures that individual potential is recognized and optimally developed for the benefit of both the individual and the organization, and prevents vacancies arising which may be difficult to fill from outside.

Remuneration policies
The policies of our organization require a modern and competitive system of salaries and wages to ensure that staff are remunerated fairly and at market rates. The system reflects the legal requirements, prevailing standards within the industry and local conditions, and includes premiums and bonuses for individuals or groups as a reward for especially praiseworthy achievements. Our remuneration policies also include a Management by Objectives (MBO) system. In providing fringe benefits, employees’ needs are the principle consideration, along with the need to remain comparable with other organizations.

Evacuation and relocation
In the event of an evacuation, OMV will assume responsibility for the return of staff to the point of hire or to the address on record. OMV cannot assume responsibility for evacuation of local national staff. To the extent that resources, fairness, neutrality and legality permit, OMV will attempt to relocate local national staff for reasons of security and provide assistance to the extent possible.
Resourcefulness
Governance

As a listed company, we are subject to strict regulations. In addition to this, our governance also includes far reaching voluntary standards of conduct and management principles that create a solid basis for trust through sound business ethics, prudence and integrity.

We see the elements of sound governance as an integral part of sustainability management, especially those elements that serve to minimize risks and increase the basis of trust with our stakeholders. And when dilemmas arise that we cannot solve alone, we turn to strong networks for support.

Management systems

We disclose the responsibilities and competencies of the company’s representatives and boards in the articles of association and in the representative bodies. The Code of Conduct is an expression of our values. As such, it is the central document that governs all of our actions, is a binding corporate directive for all fully consolidated subsidiaries and also applies where we have a dominant influence.

The sustainability management system is laid down in a binding set of regulations that outline the organizational structures, documentation hierarchy, processes and system objectives. Integration into the strategy and into the company’s decision-making processes is one of the most important elements of the management system.

Code of Corporate Governance

OMV believes in sound Corporate Governance, transparency at management level and internal control structures to strengthen stakeholder confidence. OMV has committed itself to the Austrian Code of Corporate Governance (ACCG) issued by the Austrian Working Group for Corporate Governance since its introduction in 2002 and seeks to comply with best
practice in Corporate Governance. OMV complies with all ACCG rules including recommendations (“R-rules”), the non-compulsory best practice sections of the Code. OMV’s compliance with the ACCG is evaluated every year by independent advisors.

OMV publishes a Corporate Governance report every year containing detailed information on the composition of the Executive Board and the Supervisory Board, their working procedures and a detailed report on the remuneration of Executive and Supervisory Board members. OMV adopted guidelines for the independence of the Supervisory Board that requires Board members to disclose any conflict of interests. Also auditors’ fees are disclosed in the Corporate Governance report.

The capital stock is divided into bearer shares of no par value. There is only one class of shares. All shares have the same control rights. The Executive Board consists of two to six members. The Supervisory Board consists of at least six members elected by the Annual General Meeting and nominated by the works council as provided for by Austrian Labor Law.

Risk management
As is the case for the entire oil and gas industry, we are subject to a wide range of risks, especially market risks but also operational and strategic risks.

The strong integration of the business segments within OMV is an important factor that allows us to reduce the overall risk level by benefiting from diversification effects. We have set up a systematic risk management system to assess, treat and report the most important risks in our areas of activity and have adjusted our strategic orientation accordingly. Risks are managed and controlled by applying defined risk guidelines, procedures and methodologies with assigned responsibilities at all levels. The Corporate Risk Management function is responsible for defining the Group’s risk framework set through directives presented to the Executive Board for its approval. This also covers all areas of risk management. When making decisions on major investments, including mergers and acquisitions and new projects, the Executive Board takes into account all relevant aspects including corporate law and economic, political, social, security and safety relevant and ecological risk factors. Corresponding assessments are made to this end. We will withdraw from operations where the HSSE risks are disproportionate to the potential benefit for OMV or its staff or might affect the values of the local families, communities or regions where OMV operates.

Compliance management
OMV operates in many countries with different cultures and laws. We have set up a compliance organization which supports the implementation of OMV’s standards and monitors that in all parts of the Group operations comply with local laws. It consists of a Compliance Department with Group-wide responsibility assisted by local compliance departments throughout the Group.
The Chief Compliance Officer directly reports to the Executive Board and to the Supervisory Board. The OMV compliance organization manages:
- Business Ethics/Anti-Corruption
- Capital Markets Law
- Competition Law
- Trade Control and Embargos
- Data Protection

**Business Ethics**
Through a Code of Business Ethics we promote a sense of proactive ethical responsibility throughout the Group. This is a crucial element of our philosophy. We insist on commitment to honesty and integrity in all business dealings by everyone working for OMV, and have clear rules in place addressing conflicts of interest, gifts, hospitality, donations, lobbying and intermediaries. We also have a zero tolerance policy towards bribery, fraud, theft and other forms of corruption. A compliance system and the relevant processes help to ensure adherence to our regulations. Behaving fairly towards our stakeholders substantially enhances our good reputation as an employer and business partner.

**Finance and controlling**
As a listed company, we are subject to strict regulations. We prepare our accounts in accordance with IFRS and release annual and quarterly reports on our business.

The function of value management is to focus business activities on long-term growth of enterprise value and to create, foster and improve potential new sources of value.

The ability to exploit potential new sources of value operationally is then reflected in regular operating measures.

**Internal Audit**
Internal Audit is an integral part of the company’s Corporate Governance framework and is an independent, objective assurance and consulting function in OMV Group designed to add value and improve the company’s operations. It helps the company accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

Tasked by, and reporting to the Executive Board and Audit Committee, Internal Audit provides an evaluation, through a risk-based approach, on the effectiveness of governance, risk management, and internal control to the organization’s governing body and senior Management. Internal Audit also gives assurance that appropriate controls and processes are in place and are operating both effectively and efficiently.
We at OMV and all the people collaborating with us in our daily achievements are motivated by high ethical standards and apply them in our individual areas in our day-to-day work. We are confident that our staff will always give its best and we know that we can expect all those working for our organization to respect our principles.

Our Code of Conduct applies in all our business segments and consolidated subsidiaries. Additional codes specific to certain segments and countries are welcomed, provided that they harmonize with our Code and that they contribute where necessary to its implementation in greater detail. Our process management systems and our Corporate Directives constitute the mandatory detailed implementation of Group policies. They represent the conscientious translation of the Code of Conduct into practice and form the basis of our monitoring systems.

Our Code of Conduct applies to all our operations worldwide. Our employees, both permanent and temporary, and our partners, contractors and all other persons acting in the name of the Group must in the course of their daily work observe all applicable laws and regulations and be guided by these principles. Where doubt arises as to appropriate ethical conduct, our employees are required to consult their superiors before taking action.
Compliance with the Code of Conduct is mandatory for everyone acting on behalf of our company.